ZUARI AGRO CHEMICALS LIMITED

24th August, 2026

BSE Limited Floor 25, P.J. Towers, Dalal Street, Mumbai - 400 001 **BSE scrip Code: 534742**	National Stock Exchange of India Ltd, Exchange Plaza, 5th floor, Bandra-Kurla Complex, Bandra (E). Mumbai - 400 051 **NSE Symbol: ZUARI**

Dear Sir(s),

Sub: Notice of 17th (Seventeenth) Annual General Meeting and Annual Report for the Financial Year 2025-26

Pursuant to Regulation 30 & 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

(a) Notice convening the 17th (Seventeenth) Annual General Meeting of the Company scheduled to be held on Wednesday, 16th September, 2026 at 3:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"); and

(b) Annual Report of the Company for the Financial Year 2025-26.

The aforesaid Notice and Annual Report are also being uploaded on the Company's website at www.zuari.in and are simultaneously being e-mailed to all the eligible shareholders of the Company whose e-mail IDs are registered with the Company, the Depository Participants or the Registrar and Share Transfer Agent ("RTA").

We request you to kindly take the above on record.

Thanking you,

Yours Faithfully,
For Zuari Agro Chemicals Limited

ASHEEBA PEREIRA
Digitally signed by ASHEEBA PEREIRA
Date: 2026.08.24 12:45:59 +05'30'

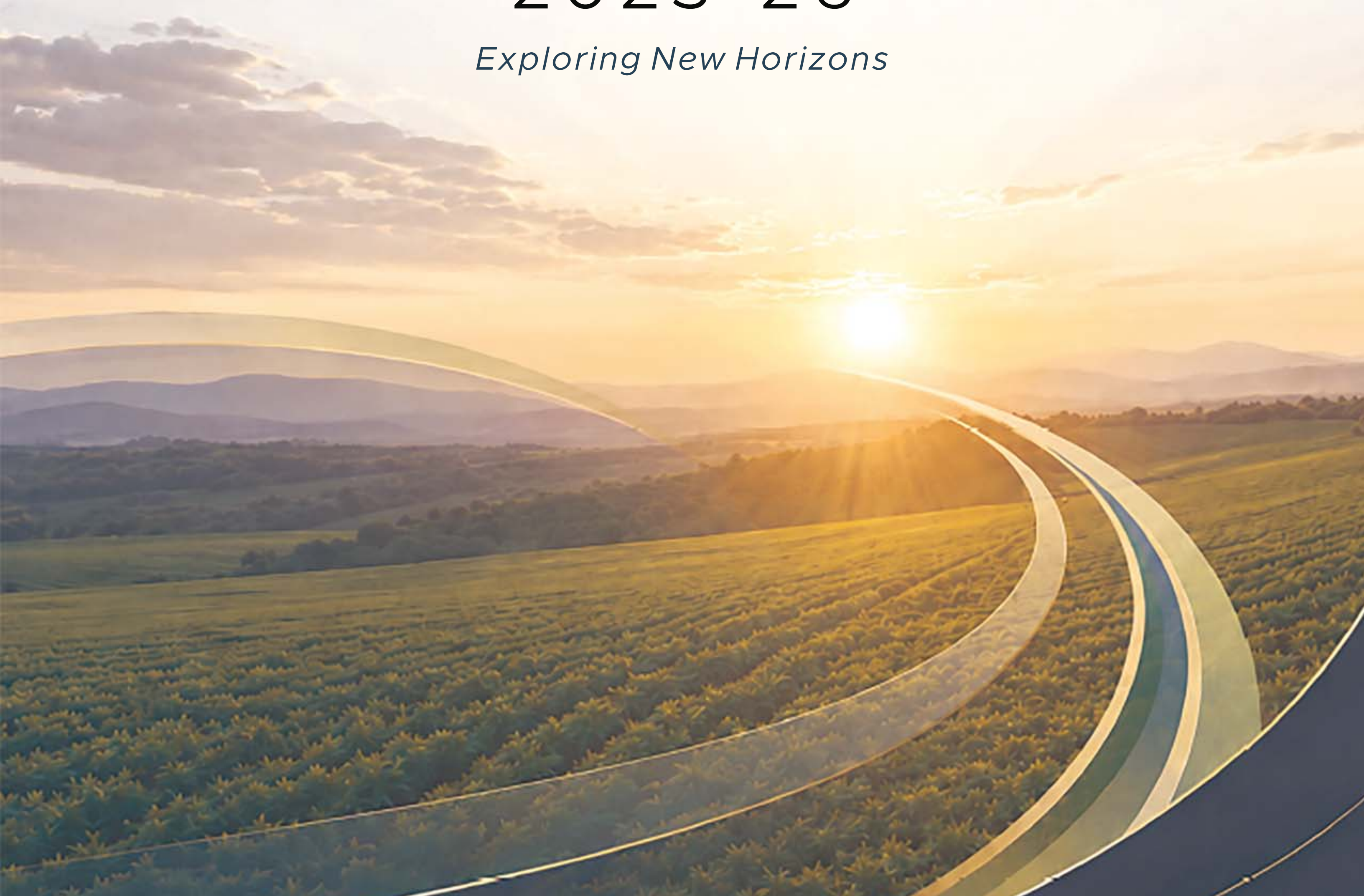
Asheeba Pereira
Company Secretary

Encl.: As above

Zuari Agro Chemicals Limited

17th ANNUAL REPORT 2025-26

Exploring New Horizons



CORPORATE INFORMATION

Board of Directors

Saroj Kumar Poddar
Chairman & Non-Executive Director
DIN: 00008654

Akshay Poddar
Non–Executive Director
DIN: 00008686

Nitin M. Kantak
Executive Director
DIN: 08029847

Athar Shahab
Non–Executive Director
DIN: 01824891

Dipankar Chatterji
Independent Director
DIN: 00031256

Amandeep
Independent Director
DIN: 00226905

Reena Suraiya
Independent Director
DIN: 01824778

Sanjeev Lall
Independent Director
DIN: 08740906

Chief Financial Officer

Manish Malik

Company Secretary & Compliance Officer

Asheeba Pereira

Statutory Auditors

M/s. K. P. Rao & Co.
Chartered Accountants,
Poornima, 2nd Floor,
25, State Bank Road,
Bengaluru – 560 001
Karnataka, India.

Bankers

1. State Bank of India
2. HDFC Bank Ltd.
3. ICICI Bank Ltd.

Legal Advisors

Khaitan & Co.

Address of the Registrar & Share Transfer Agent

MUFG Intime India Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli West,
Mumbai - 400 083
Tel: 022-49186000
Fax: 022-49186060
Email: investor.helpdesk@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

Listing & Stock Code:

- National Stock Exchange of India Limited: ZUARI
- BSE Limited: 534742

Registered Office

Zuari Agro Chemicals Limited
Jai Kisaan Bhawan, Zuarinagar,
Goa - 403 726
Tel: 91-832-2592180 / 81
Website: www.zuari.in
CIN: L20121GA2009PLC006177

CONTENTS

ZUARI AGRO CHEMICALS LIMITED

CIN: L20121GA2009PLC006177
Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa 403 726
Tel: 91-0832-2592180, E-mail: shares@adventz.com, investor.relations@adventz.com
Website: www.zuari.in

NOTICE

NOTICE is hereby given that the Seventeenth (17th) Annual General Meeting of the Members of Zuari Agro Chemicals Limited ("the Company") will be held on **Wednesday, 16th September, 2026 at 3.30 P.M. (IST)**, through Video Conference ("VC")/Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

Ordinary Business:

1. **To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon:**

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

   "RESOLVED THAT the Standalone Audited Balance Sheet of the Company as at 31st March, 2026, the Statement of Profit and Loss together with the schedules and notes thereon for the financial year ended on that date, the Standalone Cash Flow Statement for the year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors, be and are hereby approved and adopted.

   RESOLVED FURTHER THAT the Consolidated Audited Balance Sheet of the Company as at 31st March, 2026, the Consolidated Statement of Profit and Loss together with the schedules and notes thereon for the financial year ended on that date, the Consolidated Cash Flow Statement for the year ended 31st March, 2026 together with the Reports of the Auditors, be and are hereby approved and adopted."

2. **To re-appoint Mr. Saroj Kumar Poddar (DIN: 00008654), who retires by rotation and being eligible, offers himself for re-appointment:**

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

   "RESOLVED THAT Mr. Saroj Kumar Poddar (DIN: 00008654), Non-Executive Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the Company."

3. **To re-appoint Statutory Auditors and fix their remuneration:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and based on the recommendations of the Audit Committee and approval of the Board of Directors, consent of the Members be and are hereby accorded for the re-appointment of M/s. K.P. Rao & Co., Chartered Accountants (Firm Registration No. 003135S), as Statutory Auditors of the Company, for a second term of five consecutive years, to hold office from the conclusion of 17th Annual General Meeting until the conclusion of the 22nd Annual General Meeting.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors and finalise their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard".

Special Business:

4. **To consider and approve Material Related Party Transactions of Zuari Farmhub Limited (Subsidiary Company) with Paradeep Phosphates Limited:**

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

   "RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with rules made thereunder, and the Company's Policy on Related Party Transactions and based on the approval of the Audit Committee and Board of Directors of the Company and subject to such other approvals as may be required, consent of the Members be and is hereby accorded to approve the material related party transactions proposed to be entered into by Zuari Farmhub Limited (ZFHL), an unlisted subsidiary of the Company, with

Paradeep Phosphates Limited, during the Financial Year 2026–27, up to an aggregate amount not exceeding ₹ 550 Crore, on such terms and conditions as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the said transactions shall be carried out in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Audit Committee) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Continuation of Mr. Saroj Kumar Poddar (DIN: 00008654), as a Non-Executive, Non-Independent Director and Chairman of the Company:**

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

"RESOLVED THAT pursuant to applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Mr. Saroj Kumar Poddar (DIN: 00008654), as a Non-Executive, Non-Independent Director and Chairman of the Company, who is above the age of seventy-five years, liable to retire by rotation.

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

By Order of the Board
For Zuari Agro Chemicals Limited

Asheeba Pereira
Company Secretary &
Compliance Officer
Membership No. ACS: 48097

Regd. Office:
Jai Kisaan Bhawan,
Zuarinagar,
Goa - 403 726

Date: 15th May, 2026

NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the Special Business under Item Nos. 4 and 5 of the Notice, is annexed hereto. Details under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the re-appointment of the Statutory Auditors at the Annual General Meeting (AGM) under item No. 3 which forms part of the Ordinary Business, are also included in the Explanatory Statement.

2. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021 and Circular No. 02/2022 dated 5th May, 2022, Circular No.10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023, Circular No. 09/2024 dated 19th September, 2024 and Circular No. 03/2025 dated 22nd September 2025 (hereinafter collectively referred to as "MCA Circulars") have permitted the holding of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM). In compliance with the provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the 17th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circulars and Reg. 44(4) of SEBI LODR the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. The Notice of the 17th Annual General Meeting along with the Annual Report for the financial year 2025-26 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories in accordance with the aforesaid MCA Circulars and SEBI Circulars. The Notice calling the AGM and Annual Report for the financial year 2025-26 have been uploaded on the website of the Company at http://www.zuari.in/investor/annual_reports .The Notice and Annual Report for the financial year 2025-26 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. A Letter providing the weblink for accessing the Annual Report for the Financial Year 2025-26 will be sent to those shareholders who have not registered their email address with the Company/Depositories/RTAs.

7. The AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars. Since the AGM will be held through VC/OAVM, the route map and attendance slip are not annexed to this Notice.

8. The Company's Registrar & Share Transfer Agent (RTA) is:

   MUFG Intime India Private Limited
   C-101, 247 Park,
   L B S Marg, Vikhroli (W)
   Mumbai 400 083
   Tel: 022-49186000
   Fax: 022-49186060
   E-mail: investor.helpdesk@in.mpms.mufg.com
   Website: www.in.mpms.mufg.com

9. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013, the dividend amounts remaining unpaid/unclaimed for a period of seven years from the due date of payment have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of Section 124(6) and Section 125 of the Companies Act, 2013 read with Rule 6 of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more have been transferred by the Company to the IEPF.

   The members whose unclaimed dividend and shares have been transferred to IEPF may claim the same from the IEPF Authority by submitting an online application in web Form No. IEPF-5 which is available on the website of IEPF Authority at www.iepf.gov.in and by sending a physical copy of the same, duly signed by them to the Company, along with requisite documents enumerated in the Form No. IEPF-5.

10. There is no unpaid and unclaimed amount lying with the Company as on the date of this Notice.

11. Members are advised to avail the facility for receipt of future dividends through National Electronic Clearing Services (NECS). The ECS facility is available at specified locations. Shareholders holding shares in electronic form are requested to contact their respective Depository Participant for availing NECS facility.

12. **Mandatory update of PAN, KYC and Nomination details:**

As per Master Circular for Registrar to an Issue and Share Transfer Agent dated 6th February, 2026 issued by SEBI, it is mandatory for all holders of physical shares in the Company to furnish PAN, Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank account details and specimen signatures for their corresponding folio numbers of physical securities.

The concerned members holding shares of the Company in physical form, are required to submit the following forms duly completed in all respects to the Company's Registrar & Share Transfer Agent ("RTA"), for registration/ updation of below details which are available on the website of the Company at https://www.zuari.in/investor/kyc_compliance or from the website of our RTA at https://web.in.mpms.mufg.com/KYC-downloads.html

Description	Forms
Registration/updation of PAN, Contact Details (Postal Address, Mobile Number & Email) and Bank Details	Form No. ISR-1
Registration/Updation of signature(s) of shareholder(s) (As applicable)	Form No. ISR-1 Form No. ISR-2
Registration of Nomination	Form No. SH-13
Cancellation or Variation of Nomination	Form No. SH-14
Declaration to opt out Nomination	Form No. ISR-3

In case any of the aforesaid documents / details are not available in the records of the Company / RTA, the member shall not be eligible to lodge a grievance or avail any service request from the RTA until they furnish KYC details / documents. Further, w.e.f 1st April, 2024, any payment including dividend shall only be made in electronic mode to members.

Members holding shares in demat mode may register/ update their email address and/ or bank account details through their depository participant.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination.

13. In accordance with the SEBI Circular no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30th January, 2026, a special window has been opened for a period of one year, from 5th February 2026 to 4th February 2027, to facilitate transfer and dematerialisation of physical securities which were sold/ purchased prior to 1st April 2019. The said special window shall also be available for processing physical share transfer requests which were submitted earlier but were rejected, returned or remained unattended due to deficiencies in the documentation, procedural requirements or any other reasons.

14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at http://www.zuari.in/investor/notice_general_meeting during the time of AGM. The relevant documents referred to in the Notice will be available for inspection electronically up to the date of AGM at the above mentioned link.

15. To support the 'Green Initiative' in the Corporate Governance undertaken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant, if the shares are held in electronic mode.

16. **Dematerialisation of physical shares**: Regulation 40 of the SEBI Listing Regulations 2015 mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised mode. Further, SEBI, vide its Circular dated 25 January 2022, has w.e.f. 24th January, 2022 mandated the listed companies, to issue the securities only in dematerialised mode while processing investor service requests pertaining to issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub- division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized mode. Shareholders who are desirous of dematerializing their securities may write to the Registrar and Share Transfer Agent at investor.helpdesk@in.mpms.mufg.com

17. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Members are requested to first take up their grievance, if any, with Company's RTA. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at https://smartodr.in/login

18. **Voting Process:** Process and manner for members opting to vote through electronic means:

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) the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

EVSN : 260813025

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) **The remote e-voting period begins on Friday, 11th September, 2026 at 10.00 A.M. (IST) and ends on Tuesday, 15th September, 2026 at 5.00 P.M.(IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being Wednesday, 9th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the AGM.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to their shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

(iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

Pursuant to above mentioned SEBI Circular**,** Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL's 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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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 & My Easi New (Token) 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 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 with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available on the above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call on toll free no 1800 21 09911
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.com or call on 022 - 4886 7000 and 022 - 2499 7000

(v) **Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual shareholders holding shares in DEMAT form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For physical shareholders and shareholders other than individual shareholders holding shares in Demat
PAN	Enter your 10 digits' alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN of Zuari Agro Chemicals Limited: 260813025 to vote.

(viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiv) There is also an optional provision to upload Board Resolution/POA, if any, which will be made available to scrutinizer for verification.

(xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at cs.sbhat@gmail.com and to the Company at shares@adventz.com, if they have voted through the individual tab and have not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending the meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera access and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting with regard to the financial statements or any other matter to be placed at the AGM may register themselves as a speaker by sending their request in advance atleast **7 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at shares@adventz.com.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending upon the availability of time.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. **For shareholders holding shares in physical mode** - A signed copy of request letter in Form ISR-1 mentioning details like Folio No., Name of shareholder, Mobile No., email id, that is to be registered along with scanned copy of the share certificate (front and back), copy of PAN (self-attested), copy of AADHAR (self-attested) may be sent by email to the Company at shares@adventz.com /RTA at Investor.helpdesk@in.mpms.mufg.com. Members may download the prescribed form from the Company's website at http://www.zuari.in/investor/kyc_compliance
2. **For Demat shareholders** - Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

GENERAL INSTRUCTION/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

a) The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cutoff date, being Wednesday, 9th September, 2026. The person who is not a member as on cut-off date should treat this notice for information purpose only. Any person, who acquires shares of the Company & becomes a member of the Company after the dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 9th September, 2026, may please refer the voting instructions in the AGM Notice for remote e-voting/ e-voting.

b) Mr. Shivaram Bhat, Practicing Company Secretary Membership No. 10454 has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the remote e-voting process and e-voting during the AGM, in a fair and transparent manner.

c) The Scrutinizer shall, immediately after the conclusion of the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and prepare a consolidated report.

d) The Scrutinizer will submit, within 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any, to the Chairman of the AGM or any other Director or Company Secretary authorized by the Chairman of the AGM in writing who will countersign the same and declare the results of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office. The result will also be displayed on the website of the Company at *www.zuari.in*, besides being communicated to Stock Exchanges.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND DISCLOSURES UNDER SEBI LODR REGULATIONS:

Item No. 3: Re-appointment of M/s K.P. Rao & Co., Chartered Accountants as Statutory Auditors of the Company:

M/s. K.P. Rao & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the 12th AGM of the Company held on 17th September, 2021 for a term of five consecutive years, to hold office from the conclusion of 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company. The present term of the statutory auditors shall expire at the conclusion of the ensuing 17th Annual General Meeting to be held in September, 2026.

Pursuant to the provisions of Section 139(2) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s. K.P. Rao & Co., are eligible for re-appointment for a second term of five (5) consecutive years' subject to the approval of the shareholders of the Company.

Considering the evaluation of the past performance, experience and expertise of M/s. K.P. Rao & Co., and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 15th May, 2026, has approved the re-appointment of M/s. K.P. Rao & Co., Chartered Accountants as Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of 17th AGM till the conclusion of 22nd AGM, subject to the approval of Shareholders.

The Company has received written consent and a certificate from M/s. K.P. Rao & Co., confirming that their re-appointment, if made, would be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, and that they are not disqualified from being appointed as Statutory Auditors of the Company.

Pursuant to Section 139 and Section 142 of the Companies Act, 2013, approval of the members is required for re-appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution.

Accordingly, approval of the members is sought for re-appointment of M/s. K.P. Rao & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

Disclosure pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed fees payable to Statutory Auditors	The Board of Directors is authorized to fix the remuneration of Statutory Auditors.
Terms of Appointment	Re-appointment for a second term of 5 consecutive years from the conclusion of 17th AGM till the conclusion of the 22nd AGM.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not applicable
Basis of Recommendation of Appointment	Having around 61 years of experience in the professional areas of Audit & Assurance, Taxation and Management Advisory Services
Details in relation to and credentials of the statutory auditor	M/s. K.P. Rao & Co., was established on 7th April 1965 at Bangalore by the founder partner Sri K. Purnachandra Rao popularly known as K.P. Rao. The Firm practices in the areas of Audit & Assurance, Taxation and Management Advisory Services. The firm has branches in Mysore and Chennai, and Associates in Hyderabad, Cochin, Mumbai, and Delhi. The firm also holds a Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India dated 6th May, 2024 (valid from 25-04-2024 to 30-04-2027).

The Board of Directors recommends the passing of resolution at item No. 3 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP are concerned or interested in the resolution set out at Item No. 3.

Item No. 4: To consider and approve Material Related Party Transactions of Zuari Farmhub Limited (Subsidiary Company) with Paradeep Phosphates Limited:

Zuari Farmhub Limited (ZFHL), an unlisted subsidiary of the Company, proposes to enter into related party transactions with Paradeep Phosphates Limited (PPL) during the financial year 2026-27, as set out in the table below. The aggregate value of the proposed transactions is expected to be up to ₹ 550 Crore.

The Audit Committee and the Board had accorded omnibus approval under Regulation 23(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) for the proposed related party transactions to be entered into by ZFHL with PPL during the financial year 2026-27, subject to the approval of the shareholders.

The annual consolidated turnover of the Company for the financial year 2025-26 was ₹ 3,199.72 Crore and accordingly, the applicable materiality threshold under Regulation 23 of the SEBI LODR Regulations was ₹ 319.97 Crore. Since the aggregate value of the proposed transactions is expected to exceed the said materiality threshold, approval of the Members of the Company is being sought by way of an Ordinary Resolution.

The Audit Committee and the Board has reviewed and taken note of the certificate jointly furnished by Executive Director and Chief Financial Officer, based on the certificate provided by the Managing Director and Chief Financial Officer of ZFHL in accordance with the Industry Standards on Related Party Transactions confirming that the proposed transactions are in the best interests of ZFHL and are also in the overall interest of the Company.

The relevant details of the proposed related party transactions, as required under the applicable laws and regulations are provided below:

A(1) Basic details of the related party

Sr. No.	Particulars	Information provided by the Management
1	Name of the related party	Paradeep Phosphates Limited (PPL)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	PPL is in the business of Fertilizers, Chemical and chemical products

A(2) Relationship and ownership of the related party

Sr. No.	Particulars	Information provided by the Management
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	PPL is a subsidiary of Zuari Maroc Phosphates Pvt Ltd, which is a joint venture of Zuari Agro Chemicals Limited. ZACL holds 6.30% of the paid up Capital in PPL. ZACL is the holding Company of Zuari Farmhub Limited (ZFHL)
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	ZACL holds 6.30% of the paid-up capital in PPL. ZFHL does not hold any shares in PPL.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation****: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control.* While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NA

A(3) Details of previous transactions with the related party

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Information provided by the Management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table><tr><th>S.No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (INR)</th></tr><tr><td></td><td></td><td></td></tr></table>
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><u>Details of transactions undertaken by ZFHL with PPL for FY 2025-26</u>
• Purchase of fertilisers from PPL amounting to ₹ 344.15 Crore
• Sale of fertilisers to PPL amounting to ₹ 72.64 Crore
• Sales and Promotion expenses-amounting to ₹ 21.28 Crore
• Reimbursement of expenses amounting to ₹ 1.73 Crore
• Miscellaneous expenses amounting to ₹ 0.01 Crore
<u>Details of transactions undertaken by ZACL with PPL for FY 2025-26</u>
• Expenses amounting to ₹ 0.33 Crore has been reimbursed.
• Interest reversal on overdue payable by PPL to Company amounting to ₹ 0.01 Crore.
• An amount of ₹ 1.46 Crore has been received from PPL towards transfer of employee benefit.
• The Company has purchased Rock Phosphate from PPL on High Seas amounting to ₹ 26.04 Crore.</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td><u>Details of transactions undertaken by ZFHL with PPL for FY 2026-27</u>
Q1
Sale of Finished Goods to PPL amounting to ₹ 22.89 Crore
<u>Details of transactions undertaken by ZACL with PPL for FY 2026-27</u>
Q1
Expenses amounting to ₹ 0.12 Lakhs has been reimbursed towards other expenses</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>NA</td></tr>
</table>

A(4) Amount of the proposed transaction(s)

Sr. No.	Particulars	Information provided by the Management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹ 550 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes. The Annual Consolidated Turnover of ZACL for FY 2025-26 is ₹ 3,199.72 Crore, 10% of ACT is ₹ 319.97 Crore and exceeds the materiality threshold prescribed under Regulation 23(1)
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Annual Consolidated Turnover (ACT) of ZACL as on 31.03.2026 is ₹ 3,199.72 Crore. 10 % of ACT is ₹ 319.97 Crore. Value of proposed transaction as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year is 17.18%.
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Turnover of ZFHL for FY 2025-26 is ₹ 1,365.96 Crore, the value of proposed transaction as a % of ZFHL's turnover is 40.26%
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	ACT of PPL as on 31.03.2026 was ₹ 21,826.34 Crore. 10 % of ACT is ₹ 2,182.63 Crore. Value of the proposed transactions as a percentage of the related party's ACT is 2.52%

Sr. No.	Particulars	Information provided by the Management	
6	Financial performance of the related party for the immediately preceding financial year: ***Explanations**:The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	**Particulars (PPL)**	**FY 2025-26 (INR in Crores)**
		Standalone Turnover	21,826.34
		Profit After Tax	996.84
		Net Worth	6,782.66
		Particulars (PPL)	**FY 2025-26 (INR in Crores)**
		Consolidated Turnover	21,826.34
		Profit After Tax	996.35
		Net worth	6,782.69

A(5) Basic details of the proposed transaction

Sr. No.	Particulars	Information provided by the Management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	• Purchase and Sale of fertilizers • Purchase, sale or supply of goods and allied activities • Availing and rendering of services • Transfer of resources • Sales and marketing, transport and other related services • Cost recharge/rebate to and from related parties • Lease of office space • Interest receivable / payables
2	Details of each type of the proposed transaction	• Purchase and Sale of fertilizers • Purchase, sale or supply of goods and allied activities • Availing and rendering of services • Transfer of resources • Sales and marketing, transport and other related services • Cost recharge/rebate to and from related parties • Lease of office space • Interest receivable / payables
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1st April, 2026 – 31st March, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Each transaction shall not exceed the value of ₹ 150 crores at a time. Transaction includes any of the stated transactions The aggregate value of all transactions that may be entered by ZFHL with PPL shall not exceed ₹ 550 crores.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The transactions proposed to be entered into are in the furtherance of business of ZFHL and ZFHL being subsidiary of the Company in the overall interest of the Company.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control	
	a Name of the director / KMP	Mr. Akshay Poddar is a Director and Shareholder of PPL and Director of ZFHL. Mr. Saroj Kumar Poddar is a Promoter Director of ZACL and Chairman of PPL.
	b Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Akshay Poddar holds 26,22,545 shares of PPL. Mr. Saroj Kumar Poddar and Mr. Akshay Poddar are relatives.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	None

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not Applicable
2	Basis of determination of price	**A. <u>For transaction relating to purchase of fertilisers from PPL</u>** • Purchase price and rebates are similar to price/rebates offered to other dealers. • Purchase of Zypmite Products shall be on profit sharing basis, computed and settled on quarterly basis. • Delayed payments beyond 120 days, will attract a penal interest at SBI Cash Credit rate + 2% per annum. **B. <u>For transactions relating to sale of fertilisers by ZFHL to PPL</u>** • Sale prices and rebates shall be comparable to price/rebates offered to other dealers. • Sale of Nano products shall be on profit sharing basis, with pricing covering cost at delivery point including assumed 50% profit margin. All such transactions are proposed to be undertaken in the ordinary course of business on an arm's-length basis.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether the same is self-liquidating?	NA

The proposed transactions will be carried out in the ordinary course of business and on an arm's length basis and are considered to be in the best interests of ZFHL and the Company.

As per the SEBI LODR Regulations, all related parties of the Company including Promoters, entities forming part of the Promoter Group, Directors and Key Managerial Personnel of the Company, including their relatives shall not vote to approve the resolution under Item No. 4 of the Notice.

Except Mr. Akshay Poddar and Mr. Saroj Kumar Poddar, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 4.

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

Item No. 5: Continuation of Mr. Saroj Kumar Poddar (DIN: 00008654) as Non-Executive, Non-Independent Director and Chairman of the Company

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), provides that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect. The explanatory statement annexed to the notice for such resolution is also required to indicate the justification for such appointment or continuation.

Mr. Saroj Kumar Poddar attained the age of seventy-five years on 15 September 2020. The Members of the Company had, by way of a Special Resolution passed at the 11th Annual General Meeting held on 14 September 2020, approved his continuation as a Non-Executive Director of the Company after attaining the age of seventy-five years.

Pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Poddar is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment under Item No. 2 of this Notice. Since Mr. Poddar is proposed to be re-appointed after having attained the age of seventy-five years, fresh approval of the Members by way of a Special Resolution is being sought under Regulation 17(1A) of the SEBI Listing Regulations for his continuation as a Non-Executive, Non-Independent Director and Chairman of the Company following his re-appointment.

Mr. Poddar is an Entrepreneur and possesses extensive experience in business management and has a deep understanding of the fertiliser and agriculture sectors. His long-standing association with the Company has provided him with considerable institutional knowledge and an informed understanding of the Company's business, investments, stakeholders and strategic priorities.

The Company is presently undergoing a strategic transition and evaluating future business opportunities. The Board believes that Mr. Poddar's experience, strategic perspective and institutional knowledge would continue to be valuable in guiding the Company during this transition, evaluating suitable opportunities, strengthening governance and safeguarding the long-term interests of the Company and its stakeholders. His continued association would also provide stability, continuity and strategic direction to the Board.

Notwithstanding that Mr. Saroj Kumar Poddar is above seventy-five years of age, having regard to his experience, expertise, leadership capabilities, institutional knowledge and contribution to the Company, the Board considers his continued association as a Non-Executive, Non-Independent Director and Chairman of the Company to be desirable and in the best interests of the Company.

The approval proposed under Item No. 5 is subject to the approval of Mr. Saroj Kumar Poddar's re-appointment under Item No. 2 of this Notice.

Except Mr. Saroj Kumar Poddar, Mr. Akshay Poddar and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

By Order of the Board
For Zuari Agro Chemicals Limited

Asheeba Pereira
Company Secretary &
Compliance Officer
Membership No. ACS: 48097

Regd. Office:
Jai Kisaan Bhawan,
Zuarinagar,
Goa - 403 726

Date: 15th May, 2026

Details of Director seeking re-appointment at the forthcoming Annual General Meeting	
Name of the Director	Mr. Saroj Kumar Poddar
DIN	00008654
Date of Birth	15-09-1945
Age (in years) as on 31-03-2026	80
Relationship between directors inter-se	Mr. Akshay Poddar is the son of Mr. Saroj Kumar Poddar
Date of First Appointment	20-05-2011
Qualification	Bachelor's degree in Commerce
Nature of expertise in Specific Functional areas & Experience including brief resume.	Entrepreneurship, Business Leadership, Strategic Management, General Management and Industry Experience Mr. Saroj Kumar Poddar is an accomplished entrepreneur and business leader. He is the Chairman of the Company and the Adventz Group. He holds a bachelor's degree in Commerce from St. Xavier's College, University of Calcutta. He has served as President of the Federation of Indian Chambers of Commerce and Industry (FICCI) and was appointed by the Government of India as a Member of the Board of Trade and the Court of the Indian Institute of Science, Bangalore. He has played a pivotal role in the growth and development of the Adventz Group and has been instrumental in promoting several landmark joint ventures with leading international companies. He has also served on the Advisory Board of N. M. Rothschild & Sons (India).
Terms and Conditions of appointment/re-appointment	Re-appointment on retirement by rotation
Directorship held in other companies including listed companies (excluding foreign companies & Section 8 companies) as on 31st March, 2026	1. Chambal Fertilisers and Chemicals Limited* 2. Lionel India Limited 3. Paradeep Phosphates Limited* 4. Texmaco Rail & Engineering Limited* 5. Zuari Industries Limited* 6. Adventz Finance Private Limited 7. Hettich India Private Limited 8. Adventz Homecare Private Limited 9. Hepo India Private Limited 10. Nobilia India Private Limited 11. Adventz Keventer Capital Advisors Private Limited 12. Zuari Envien Bioenergy Private Limited
Listed entities from which the person has resigned in the past three years	Texmaco Infrastructure & Holdings Limited
Membership/Chairmanship of Committees of Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March, 2026	NIL
Shareholding in the Company, including shareholding as a beneficial owner	1,79,406 (shares include those held in individual capacity and as a trustee)
Remuneration proposed to be paid	Sitting fees
Number of Board Meetings attended till 31st March 2026	7
Remuneration Last drawn as on 31st March 2026	₹ 3.80 Lakhs (Sitting Fees)

*Listed Company

BOARD'S REPORT 2025-26

To the Members,

1. Your Directors place before you the Seventeenth Annual Report of the Company together with Statement of Accounts for the financial year ended 31st March, 2026.

2. Financial Highlights: **(₹ In Lakhs)**

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Profit/ (Loss) for the year before depreciation, exceptional item and taxation from continuing operations	(5,205.06)	(7,078.54)	22,825.38	25,430.02
Less: Depreciation for the year	14.73	5.29	5,869.22	10,150.08
Exceptional Items	1,16,891.36	-	81,178.53	-
Share of Profit / (Loss) of an associate and a joint venture	-	-	21,760.05	15,032.96
Profit/(Loss) before tax from continuing operations	**1,11,671.57**	**(7,083.83)**	**1,19,894.74**	**30,312.90**
Less : Provision for taxation – Current Tax	1,813.49	-	7,516.72	6,278.37
Income Tax Credit of earlier years	-	131.10	-	131.10
Deferred Tax Charges (Credit)	14,112.83	-	14,143.00	807.83
Profit /(Loss) after tax from continuing operations	95,745.25	(7,214.93)	98,235.02	23,095.60
(Loss) / Profit before Tax for the year from discontinued operations	(266.65)	(95.23)		
Tax Income / (Expense) of discontinued operations	-	-		
(Loss) after tax for the year from discontinued operations	(266.65)	(95.23)	-	-
Other Comprehensive Income / (Loss) for the year, net of tax	(45,783.34)	579.11	(45,572.99)	330.60
Total Comprehensive Income/ (Loss) for the year, net of tax	49,695.26	(6,731.05)	52,662.03	23,426.20
Proposed Dividend : ₹ Nil)				
Tax on dividend (Including Surcharge)	-	-	-	-
Earnings per equity share (EPS) (In ₹)				
Earnings per share from continuing operations				
(1) Basic	227.65	(17.15)	218.70	39.18
(2) Diluted	227.65	(17.15)	218.70	39.18
Earnings per share from discontinued operations				
(1) Basic	-0.63	(0.23)	-	-
(2) Diluted	-0.63	(0.23)	-	-
Earnings per share from continuing and discontinued operations				
(1) Basic	227.02	(17.38)	218.70	39.18
(2) Diluted	227.02	(17.38)	218.70	39.18

A. Review of Operations:

The revenue from continuing operations (Standalone) for the year ended 31st March 2026 was ₹ Nil Lakhs as compared to ₹ Nil Lakhs for the previous year.

The revenue from discontinued operations (Standalone) for the year ended 31st March 2026 was ₹ 1,941.99 Lakhs as compared to ₹ 4,779.74 Lakhs for the previous year.

The profit before tax from continuing operations for the year ended 31st March 2026 was ₹ 1,11,671.57 Lakhs as compared to Loss of ₹ 7,083.83 Lakhs for the year ended 31st March 2025. The profit after Tax from continuing operations stood at ₹ 95,745.25 Lakhs for the year ended 31st March 2026 as compared to loss of ₹ 7,214.93 Lakhs for the previous year.

The loss before tax from discontinued operations for the year ended 31st March 2026 was ₹ 266.65 Lakhs as compared to loss of ₹ 95.23 Lakhs for the year ended 31st March 2025. The loss after tax from discontinued operations stood at ₹ 266.65 Lakhs for the year ended 31st March 2026 as compared to loss of ₹ 95.23 Lakhs for the previous year.

The revenue from continuing operations (Consolidated) for the year ended 31st March, 2026 was ₹ 3,19,971.59 Lakhs as compared to ₹ 4,43,608.70 Lakhs for the previous year.

The revenue from discontinued operations (Consolidated) for the year ended 31st March, 2026 was ₹ Nil Lakhs as compared to ₹ Nil Lakhs for the previous year.

The consolidated profit before tax from continuing operations for the year ended 31st March 2026 was ₹ 1,19,894.74 Lakhs as compared to profit of ₹ 30,312.90 Lakhs for the year ended 31st March 2025. The profit after tax from continuing operations stood at ₹ 98,235.02 Lakhs for the year ended 31st March 2026 as compared to profit of ₹ 23,095.60 Lakhs for the previous year.

The consolidated loss before tax from discontinued operations for the year ended 31st March 2026 was ₹ Nil Lakhs as compared to loss of ₹ Nil Lakhs for the year ended 31st March 2025. The loss after tax from discontinued operations stood at ₹ Nil Lakhs for the year ended 31st March 2026 as compared to loss of ₹ Nil Lakhs for the previous year.

B. Reserves:

The net deficit in the statement of Profit and Loss and General Reserves as on 31st March, 2026 was ₹ 33,721.05 Lakhs, as against ₹ 61,758.33 Lakhs net deficit in the statement of profit and loss as on 31st March, 2025.

C. Material changes and commitments affecting financial position between the end of the financial year and date of the report:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of the approval of the Board's Report.

3. Dividend:

The Directors do not recommend any dividend during the year under review.

The Dividend Distribution Policy of the Company is available on the Company's website. The weblink for the same is: http://www.zuari.in/assets/files/corporate-governance/Dividend-Distribution-Policy_ZACL-14aug2021n.pdf

4. Conservation of Energy/Technology Absorption/Foreign Exchange Earnings and Outgo:

A. Conservation of Energy:

(i) The steps taken or impact on conservation of energy – Not Applicable

(ii) The steps taken by the Company for utilizing alternate sources of energy – Not Applicable

(iii) The capital investment on energy conservation equipment – Not Applicable

No energy savings/conservation schemes were implemented during the year 2025-26.

B. Technology Absorption:

(i) The efforts made towards technology absorption - Not Applicable

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable

(iii) Imported technology (imported during the last 3 years reckoned from the beginning of the financial year) - Not Applicable

(iv) The expenditure incurred on Research and Development - Not Applicable

No new technology was absorbed during the year 2025-26.

C. Foreign Exchange earnings and Outgo:

The expenditure in foreign currency for the year ended 31st March, 2026 was ₹ Nil as compared to ₹ Nil during the previous year. The foreign exchange earnings for the year ended 31st March, 2026 were ₹ Nil as compared to ₹ Nil during the previous year.

5. Environment, Health and Safety:

The Company remains committed to maintaining high standards of environmental responsibility, health and safety across its operations and business activities. Following the rationalisation of its manufacturing operations, the Company continues to focus on ensuring compliance with applicable environmental and statutory requirements.

The Company continues to uphold its environmental commitments through adherence to regulatory norms and responsible business practices. Certifications and approvals obtained in earlier periods continue to reflect the Company's commitment to quality, compliance and sustainability.

The Company also promotes a culture of safety and awareness through periodic training and engagement initiatives for its employees. Various activities relating to Safety, Health and Environment continue to be observed to reinforce awareness and best practices.

The Company remains focused on integrating environmental and safety considerations into its overall business approach, with an emphasis on sustainability and long-term responsibility.

6. Industrial Relations:

The Industrial Relations scenario in the Plant was normal.

7. Annual Return:

Annual Return referred to in Section 92(3) of the Companies Act, 2013 is available on the website of the Company at http://www.zuari.in/investor/annual_return

8. Related Party Transactions:

All related party transactions that were entered into during the financial year were on an arm's length basis. All related party transactions were approved by the Audit Committee and the Board of Directors. The details of related party transactions in Form AOC-2 are enclosed as **Annexure 'K'.**

9. Particulars of Loans, Guarantees or Investments:

The details of loans given, corporate guarantees provided and investments made by the Company under the provisions of Section 186 of the Companies Act, 2013 are provided in Note No. 6A and Note No. 40 to the financial statements.

10. Nomination & Remuneration Policy and Disclosures on Remuneration:

The Board on the recommendation of the Nomination & Remuneration Committee has framed a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and employees in the Senior Management including the criteria for determining qualifications, positive attributes, independence of a director and other matters as required under Section 178(3) of the Companies Act, 2013. More details of the same including the composition of the Committee are given in the Report on Corporate Governance enclosed as **Annexure 'A'** to this report.

The nomination and remuneration policy is displayed on the Company's website. The weblink for the same is:

http://www.zuari.in/assets/files/corporate-governance/NominationandRemunerationPolicy-02022022.pdf

The disclosure related to the employees under Section 197(12) read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure 'I'** to this Report.

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is enclosed as **Annexure 'J'**.

11. Vigil Mechanism/Whistle Blower Policy:

The Company, in accordance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has established a vigil mechanism for directors and employees to report genuine concerns to the management viz. instances of unethical behavior, actual or suspected, fraud or violations of the Company's Code of Conduct or Ethics Policy. The Company has also formulated a Whistle Blower Policy ("Policy") which provides for adequate safeguard against victimization of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairman of the Audit Committee.

Weblink for the policy: *http://www.zuari.in/assets/files/corporate-governance/Whistle-Blower-Policy-08.02.2019n.pdf*

12. Corporate Social Responsibility ('CSR'):

The Board of Directors has constituted a CSR Committee and also approved the CSR Policy. The CSR Committee comprised of an Executive Director, one Independent Director and one Non-Executive Director as on 31st March, 2026. The Board has designated Mrs. Asheeba Pereira, Company Secretary, as Secretary of the Committee. As there was no business to be transacted, no meeting of the Committee was held during the year under review.

The composition of the Committee and other relevant details are provided in the Corporate Governance Report, which forms part of this Annual Report as **Annexure 'A'**.

The CSR Policy is displayed on the Company's website. The weblink for the same is: http://www.zuari.in/assets/files/corporate-governance/CSR-Policy-13feb2021.pdf

The CSR Committee formulates and recommends to the Board a CSR Policy which shall indicate the activities to be undertaken by the Company, as specified in Schedule VII of the Companies Act, 2013. The Committee also recommends the amount of expenditure to be incurred on the CSR activities and monitors the CSR Policy of the Company from time to time.

The detailed report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed as **Annexure 'H'** to this Report.

13. Directors and Key Managerial Personnel:

The Board comprises three Non-Executive Directors, one Executive Director and four Independent Directors. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015. Based on the declarations received and in the opinion of the Board, all the Independent Directors possess the requisite qualification, experience, expertise, integrity and proficiency required for appointment as Independent Directors of the Company.

In accordance with the provisions of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company organizes familiarization programmes for the Independent Directors as and when required.

Mr. Saroj Kumar Poddar retires by rotation at the forthcoming Annual General Meeting and being eligible, has offered himself for re-appointment. A brief profile and details of his other directorships are given in the Report on Corporate Governance attached as **Annexure 'A'** to this report.

Mr. Amandeep was re-appointed as a Non-Executive and Independent Director of the Company for a second term of three years w.e.f. 29th May, 2025 to 28th May, 2028. The approval of the shareholders for his re-appointment was obtained through Postal Ballot on 29th April, 2025.

Mr. Sanjeev Lall was re-appointed as a Non-Executive and Independent Director of the Company for a second term of three years w.e.f. 1st September, 2025 to 31st August, 2028. The approval of the shareholders for his re-appointment was obtained through Postal Ballot on 28th July, 2025.

The Board at its meeting held on 15th May, 2026 approved the appointment of Mr. Nitin M. Kantak, as Managing Director of the Company for a period of one year w.e.f. 3rd September, 2026 alongwith the remuneration payable to him subject to the approval of the shareholders which is being sought through Postal Ballot.

A statement regarding opinion of the Board, with regard to integrity, expertise and experience (including proficiency) of the Independent Directors appointed during the year is given in the Corporate Governance Report annexed as **Annexure 'A'**.

Mr. Nitin M. Kantak, Executive Director, Mrs. Asheeba Pereira, Company Secretary and Mr. Manish Malik, Chief Financial Officer have been designated as Key Managerial Personnel in accordance with the provisions of Section 203 (1) of the Companies Act, 2013.

14. Performance Evaluation:

Pursuant to the provisions of Sections 134, 178 and Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the following performance evaluations were carried out:

a. Performance evaluation of the Board, Chairman and Non-Independent Directors by the Independent Directors;

b. Performance evaluation of the Board, its Committees and Independent Directors by the Board of Directors; and

c. Performance evaluation of every director by the Nomination and Remuneration Committee.

The details of Annual Performance evaluation carried out are given in the Corporate Governance Report attached as **Annexure** '**A**' to this report.

15. a. Board Meetings:

During the year, seven Board Meetings were held on 14th May, 2025, 28th July, 2025, 31st July, 2025, 8th August, 2025, 7th November, 2025, 4th December, 2025 and 4th February, 2026. The details of the composition of the Board and attendance of Directors at the Board Meetings are provided in the Corporate Governance Report.

b. Audit Committee:

During the year under review, seven Audit Committee Meetings were held on 14th May, 2025, 28th July, 2025, 31st July, 2025, 8th August, 2025, 26th September, 2025, 7th November, 2025 and 4th February, 2026 and all the recommendations of the Audit Committee were accepted by the Board. The details of the composition of the Audit Committee and committee meetings are given in the Corporate Governance Report.

16. Deposits:

The Company has not accepted any deposits during the year under review.

17. Details of significant and material orders passed by the Regulators or Courts:

There are no significant and material orders passed by the Courts/Regulators or Tribunals impacting the going concern status and the Company's operations in the future. The details pertaining to various demand notices from various statutory authorities are disclosed in Note No 32 of financial statements under the heading – Contingent Liabilities.

18. Adequacy of internal financial controls with reference to financial statements:

The Company has adequate systems of internal control in place, which are commensurate with its size and the nature of its operations. The Company has designed and put in place adequate Standard Operating Procedures and Limits of Authority Manuals for conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention and detection of fraud and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

These documents are reviewed and updated on an ongoing basis to improve the internal control systems and operational efficiency. The Company uses a state-of-the-art ERP (SAP HANA) system to record data for accounting and managing information with adequate security procedures and controls.

19. Disclosure Requirements:

Your Company has complied with all the mandatory requirements of Schedule V of SEBI (LODR) Regulations, 2015. The Report on Corporate Governance is enclosed as **Annexure 'A'** to this report. A Certificate on compliance with Corporate Governance by a Practicing Company Secretary is enclosed as **Annexure 'B'**. The Declaration by the Executive Director is enclosed as **Annexure 'C'**, the Management Discussion and Analysis is enclosed as **Annexure 'E'** and the Secretarial Audit Report is enclosed as **Annexure 'F'** to this report.

20. Statutory Auditors:

As per Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee, M/s. K.P. Rao & Co., Chartered Accountants, (FRN 003135S), were appointed as Statutory Auditors of the Company at the 12th Annual General Meeting held on 17th September 2021, to hold office from the conclusion of the 12th Annual General Meeting until the conclusion of the 17th Annual General Meeting. The present term of the statutory auditors will expire at the conclusion of the ensuing 17th Annual General Meeting.

The Board, at its meeting held on 15th May, 2026, has re-appointed M/s. K.P. Rao & Co., Chartered Accountants (Firm Registration No. 003135S), as the Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of the 17th Annual General Meeting until the conclusion of the 22nd Annual General Meeting, subject to the approval of the shareholders.

The Auditors' Report on the Standalone & Consolidated Financial Statements contained no qualifications.

21. Cost Records & Cost Audit:

The Company was required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013, and accordingly, such accounts were made and records were maintained. The Cost Audit Report for the year ended 31st March, 2025 was filed by the Company with the Ministry of Corporate Affairs on 18th August, 2025.

22. Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the LODR Regulations, Mr. Shivaram Bhat, Company Secretary in Practice (ACS No. 10454, Certificate of

Practice No. 7853, PR 1775/2022) was appointed as the Secretarial Auditor of the Company for a term of 5 (five) years beginning from FY 2025-26 at the 16th Annual General Meeting of the Company held on 23rd September 2025.

The Secretarial Audit Report for the financial year 2025-26 is enclosed as **Annexure 'F'** to this Board's Report. The Secretarial Auditor has reported that the Company generally complied with the applicable statutory provisions during the year under review.

The Board has taken note of the contents of the Secretarial Audit Report. The comments of the Board together with the status of the respective matters, are provided in clauses (ii) and (vii) under the heading "Other Disclosures" in the Corporate Governance Report, which forms part of this Board's Report as **Annexure 'A'**, and are not repeated herein for the sake of brevity. The disclosures made therein are self-explanatory and, accordingly, no further comments are considered necessary.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Audit Report of the Material Unlisted Subsidiary Zuari Farmhub Limited for the financial year 2025-26 is enclosed as **Annexure 'G'**.

23. Disclosure as per Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no complaints/cases filed/ pending under the Act with the Company during the financial year.

a. No. of complaints of sexual harassment received/ filed during the year: Nil.

b. No. of complaints disposed of during the year: Nil.

c. No. of complaints pending for more than ninety days: Nil

24. Employees' Stock Option Scheme:

Although the Employees Stock Option Scheme (ESOPS) was approved by the shareholders in the Annual General Meeting held on 7th August, 2012, no options were issued pursuant to the same.

25. Non-Convertible Debentures (NCDs):

In accordance with the terms of the NCDs, the Company has made early redemption of 500 senior, secured, unrated, unlisted, redeemable, non-convertible debentures of ₹ 10 Lakh each, aggregating to ₹ 50 Crore on 15th April, 2025.

The said redemption was carried out in compliance with the applicable terms and conditions of the issue.

26. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) alongwith their status as at the end of the financial year:

No application was received and no proceedings were filed under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year 2025-26.

27. Consolidated Financial Statements under Section 129 of the Companies Act, 2013:

The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 which form part of this Annual Report.

The Company shall place the financial statements of the subsidiary on its website in pursuance of Section 136 of the Companies Act, 2013. The annual accounts of the subsidiary company shall be made available to the shareholders for inspection at the Registered Office of the Company.

28. Subsidiaries:

A brief review of the subsidiaries of the Company is given below:-

(a) Mangalore Chemicals & Fertilizers Limited:

Mangalore Chemicals & Fertilizers Limited (MCFL) which was engaged in the business of manufacturing and sale of fertilisers has ceased to be a subsidiary of the Company with effect from 13th October, 2025, consequent upon the transfer of the Company's 24.50% shareholding in MCFL to Zuari Maroc Phosphates Private Limited pursuant to the Scheme of Arrangement between MCFL and Paradeep Phosphates Limited. Thereafter, MCFL was merged with Paradeep Phosphates Limited effective 16th October, 2025 and dissolved without further action.

(b) Zuari Farmhub Limited :

"Zuari Farmhub Limited'' (ZFHL) continues to be a subsidiary of Zuari Agro Chemicals Limited.

The following are the businesses carried out by ZFHL:

The Specialty Nutrients Business:

In order to meet the market & farmers need of quality products, to address serious issues like nutrient deficiency, soil deterioration & suitable nutrient requirement through balanced and complete plant nutrition, the Company manufactures, sources & promotes high-quality Water-Soluble Fertilizers, Micronutrients, Organic Products, Soil Conditioners & Agri fluids. The Specialty Fertilizer Division facility in Baramati manufactures high-quality Water-Soluble Fertilizer mixture blends.

Plant Protection Chemicals

ZFHL markets a wide range of Crop protection chemicals under its own brands, sourced from reputed manufacturers. ZFHL also adopted a collaborative approach for marketing the products of reputed pesticide companies in their brands through their channel partner network.

Agri Retail Business - Jai Kisaan Junction

ZFHL has conceptualized and operates a targeted platform which is company-owned, company-operated retail multi brand store chain - Jaikisaan Junctions, to deliver quality farm inputs and services at reasonable prices to the farmers. Under the motto of One-Stop-Solution, highest quality products / brands are sourced right from manufacturer itself for Jaikissan Junctions to offer an entire range of agri products and services to the farmers.

Analytical and Advisory Service

ZFHL promotes the concept of Integrated Nutrient Management. Six Agricultural Development Labs (ADLs) have been established at different locations to provide solutions to the pressing needs of the farmers. Through this facility, analysis of samples pertaining to our customers is done and appropriate recommendations for soil health and crop management are given.

The Agri Services and R&D division is involved in imparting training to internal customers and channel partners. Adventz Agri Innovation Centre at Solapur is a platform where agricultural technologies are screened based on adaptability and assessment of their relative advantage, compatibility, complexity and replicability. In order to maintain a competitive edge, Agri Services and R&D division is also involved in developing new plant nutrient products and demonstrating product efficacy & performance to the farming community.

The revenue from operations for the year ended 31st March, 2026 was ₹ 1,36,596.46 Lakhs as compared to ₹ 1,10,735.83 Lakhs for the year ended 31st March, 2025.

The profit before tax (before exceptional items) for the year ended 31st March, 2026 was ₹ 4,505.11 Lakhs as compared to profit of ₹ 3,467.44 Lakhs for the year ended 31st March, 2025. Total Comprehensive Income stood at ₹ 2,932.85 Lakhs for the year ended 31st March, 2026 as compared to income of ₹ 2,560.05 Lakhs for the previous year.

29. Joint Venture:

A brief review of the joint venture of the Company is given below:

Zuari Maroc Phosphates Private Limited:

Zuari Maroc Phosphates Private Limited (ZMPPL), a 50:50 joint venture with OCP S.A., was established as a Special Purpose Vehicle (SPV) for acquisition of stake in Paradeep Phosphates Limited (PPL). At present, ZMPPL is holding 50.31% of the equity stake in PPL.

ZMPPL's total revenue from operations for the year ended 31st March, 2026 was ₹ 9,323.86 Lakhs as against ₹ 6,884.06 Lakhs during the previous year.

The profit before exceptional items and tax for the year ended 31st March, 2026 was ₹ 1,880.87 Lakhs as against profit before exceptional items and tax of ₹ 2,678.24 Lakhs during the previous year. Profit after tax for the year was ₹ 1,414.33 Lakhs as compared to profit after tax of ₹ 1,996.89 Lakhs in the previous year.

30. Risk Management:

The Company has the requisite processes & procedures in place to identify and assist in minimising exposure to risks that threaten the existence of the Company. The Board has put in place a risk management policy to monitor and review potential risks.

31. Business Responsibility and Sustainability Report :

Pursuant to Regulation 34 (2) (f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility and Sustainability Report for the financial year 2025-26 is not applicable to the Company.

32. Directors' Responsibility Statement :

To the best of our knowledge and belief and according to the information and explanation obtained by us, your Directors make the following statements in terms of the provisions of Section 134 (5) of the Companies Act, 2013, and hereby confirm that:

(a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.

(b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the profit of the Company for that period;

(c) the Directors have 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 have prepared the annual accounts on a going concern basis;

(e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

33. Compliance of Secretarial Standards:

The Company has complied with all the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

34. Compliance with Maternity Benefit Act 1961:

The Company is in compliance with the provisions of the Maternity Benefit Act 1961.

35. Other Disclosures:

The Directors state that during the year under review:

a. There was no change in the nature of business of the Company during the year, except that the Company sold its Single Super Phosphate (SSP) Plant to its erstwhile subsidiary. Consequently, the Company does not have any manufacturing operations. The Company obtained the approval of the shareholders for the amendment of the

Object Clause of the Memorandum of Association to, inter alia, enable the Company to undertake mining activities. However, the Company has not commenced any mining activities yet.

b. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise;

c. There was no revision in the financial statements of the Company;

d. The Company has not issued any sweat equity shares or bonus shares;

e. There were no instances of fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act 2013;

f. The requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the banks or financial institutions along with the reasons thereof, is not applicable.

g. Pursuant to scheme of Arrangement amongst Mangalore Chemicals & Fertilizers Limited(MCFL), Paradeep Phosphates Limited (PPL) and their respective shareholders and creditors, MCFL merged with PPL and the Scheme became effective on 16th October, 2025. In accordance with the approved scheme, the Company transferred 2,90,37,000 equity shares held in MCFL at the price of ₹ 144/- per share to Zuari Maroc Phosphates Private Limited (ZMPPL) as determined on the basis of the valuation report issued by a Registered Valuer. Accordingly, the Company received ₹ 418.13 Crore as the consideration for the transfer of the said shares. Further, the Company was allotted 6,54,33,846 equity shares of PPL, having a face value of ₹ 10/- each representing 6.30% of the paid up equity share capital of PPL. The Company is also classified as promoter of PPL.

h. Pursuant to the Business Transfer Agreement(BTA) dated 29th August 2025, executed by and between the Company and Mangalore Chemicals & Fertilizers Limited(MCFL), the Company sold its Single Super Phosphate (SSP) manufacturing plant situated at Mahad to MCFL.

36. Acknowledgement:

Your Directors wish to place on record their appreciation for the dedication, commitment and contribution of all stakeholders and employees of your Company.

For and on behalf of the Board of
Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Date: 15th May, 2026

ANNEXURE 'A' TO THE BOARD'S REPORT

REPORT ON CORPORATE GOVERNANCE

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

The Corporate Philosophy of the Company is to strengthen India's industrial and agricultural base, increasing shareholder value, providing quality fertilisers and other agri inputs, preserving and protecting the environment and ensuring a healthy neighbourhood.

The Company's Philosophy on Corporate Governance envisages an attainment of the highest level of transparency and accountability. It is aimed at safeguarding and adding value to the interests of various stakeholders. The Company is committed to the best Corporate Governance and continues with its initiatives towards the best Corporate Governance practices.

2. Board of Directors:

The Board of Directors of the Company comprised eight members including one Executive Director and seven Non-Executive Directors as on 31st March, 2026. Half of the Board comprised Independent Directors and Non-Executive Directors.

During the financial year, seven Board meetings were held on 14th May, 2025, 28th July, 2025, 31st July, 2025, 8th August, 2025, 7th November, 2025, 4th December, 2025 and 4th February, 2026.

The Attendance of each Director at the Board meetings and at the last Annual General Meeting (AGM) along with the directorships held in other companies and the number of committees where the Director is a Chairman / Member is given hereunder:

Name of Director	Category of Directorship#	No. of Directorships in other Companies** as on 31-3-2026	No. of Board Meetings Attended	No. of shares held in the Company	Attendance at last AGM	No. of Board Committees of other Companies* as on 31-03-2026	
						Chairman	Member
Mr. Saroj Kumar Poddar	Promoter Group, Chairman & NED	12	7	1,79,406@	Yes	-	-
Mr. Akshay Poddar ^	Promoter Group & NED	19	6	585	Yes	1	1
Mr. Nitin M. Kantak %	ED	3	7	Nil	Yes	-	-
Mr. Athar Shahab	NED	8	7	Nil	Yes	-	3
Mr. Dipankar Chatterji	ID	8	7	Nil	Yes	2	4
Mr. Amandeep$	ID	7	7	Nil	No	2	0
Mrs. Reena Suraiya	ID	1	7	Nil	Yes	-	-
Mr. Sanjeev Lall++	ID	5	6	Nil	Yes	-	1

ED-Executive Director, ID –Independent Director, NED-Non -Executive Director

* Includes Audit Committee and Stakeholders' Relationship Committee of public companies

** Includes directorships in other public and private companies

^ Mr. Akshay Poddar is the son of Mr. Saroj Kumar Poddar

@ Shares include held in individual capacity and as a trustee

$ Re-appointed as Independent Director for a second term of 3 years w.e.f. 29th May, 2025.

++ Re-appointed as Independent Director for a second term of 3 years w.e.f. 1st September, 2025

% Appointed as the Managing Director of the Company w.e.f. 3rd September, 2026, subject to the approval of the shareholders

Names of the other Listed entities where the Director of the Company is Director on the Board of Listed Entities:

Name of the Director	Name of the other listed Entities where the Director of the Company is Director as on 31.03.2026	Category of Directorship of the other listed Entities where the Director of the Company is Director as on 31.03.2026
Mr. Saroj Kumar Poddar	Chambal Fertilisers And Chemicals Limited	Non-Executive Chairman
	Texmaco Rail & Engineering Limited	Executive Chairman
	Zuari Industries Limited	Non - Executive Chairman
	Paradeep Phosphates Limited	Non- Executive Chairman
Mr. Akshay Poddar	Paradeep Phosphates Limited	Non-Executive Director
	Texmaco Rail & Engineering Limited	Non-Executive Director
	Texmaco Infrastructure & Holdings Limited	Non-Executive Chairman
	Adventz Securities Enterprises Limited	Non-Executive Director
	Zuari Industries Limited	Non - Executive Director
Mr. Nitin M. Kantak	-	-
Mr. Athar Shahab	Zuari Industries Limited	Managing Director
	Texmaco Infrastructure & Holdings Limited	Non-Executive Director
Mr. Dipankar Chatterji	Nicco Parks & Resorts Ltd	Independent Director
	Paradeep Phosphates Limited	Independent Director
Mr. Amandeep	-	-
Mrs. Reena Suraiya	-	-
Mr. Sanjeev Lall	Zuari Industries Limited	Independent Director

3. **Retirement of Directors by rotation and re-appointment:**

Mr. Saroj Kumar Poddar retires by rotation and is eligible for re-appointment.

Pursuant to Section 152(6) of the Companies Act, 2013, a brief profile of Mr. Saroj Kumar Poddar is given below:

Mr. Saroj Kumar Poddar is the Chairman of the Company and Chairman of the Adventz Group. He holds a Bachelor's degree in Commerce from St. Xavier's College, University of Calcutta. He has served as the President of the Federation of Indian Chambers of Commerce and Industry (FICCI) and was appointed by the Government of India as a Member of the Board of Trade and the Court of the Indian Institute of Science, Bangalore. He has played a pivotal role in the growth of the Adventz Group and has been instrumental in promoting several landmark joint ventures with leading international companies. He also served on the Advisory Board of N. M. Rothschild & Sons (India).

Names of the Companies in which Mr. Saroj Kumar Poddar is a Director as on 31st March, 2026:

Name of the Companies/firms			
Sr.No	**Public Limited Companies**	**Sr.No**	**Private Limited Companies**
1	Chambal Fertilisers And Chemicals Limited	1	Adventz Finance Private Limited
2	Lionel India Limited	2	Hettich India Private Limited
3	Paradeep Phosphates Limited	3	Adventz Homecare Private Limited
4	Texmaco Rail & Engineering Limited	4	Hepo India Private Limited
5	Zuari Agro Chemicals Limited	5	Zuari Envien Bioenergy Private Limited
6	Zuari Industries Limited	6	Nobilia India Pvt Ltd
		7	Adventz Keventer Capital Advisors Pvt Ltd

4. **The list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available on the Board :**

Sr. No.	Name of Director	Expertise in Specific Functional Areas
1	Mr. Saroj Kumar Poddar	Entrepreneurship, Business Leadership, Strategic Management, General Management and Industry Experience.
2	Mr. Akshay Poddar	Accounting and Finance, Leadership & Strategy.
3	Mr. Nitin M. Kantak	Plant Operations, Project Management & Commissioning, Process Engineering, Procurement & General Management.
4	Mr. Athar Shahab	Business Management, Project Finance, Advisory Investment, Project Management, General Management etc.
5	Mr. Dipankar Chatterji	Chartered Accountant by profession and is an expert in the field of Finance, Taxation, Accounts and Laws.
6	Mr. Amandeep	Risk Management, Finance Skills, Business Management, Leadership Skills.
7	Mrs. Reena Suraiya	Risk Management and administrative skills, manages the investments in the Indian Financial Markets.
8	Mr. Sanjeev Lall	Entrepreneurial strategic leader and organization builder, Investment Banking, Corporate / Mid-market / SME Banking and Advisory Services, Commercial Banking, Corporate Credit Risk, Profit & Loss Management, Business Leadership and Strategic Planning.

5. **Confirmation as regards Independence of Independent Directors:**

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and are independent of the management. During the year under review, there were no resignations of the Independent Directors before the expiry of their term.

The Independent Directors have also confirmed that they have complied with the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013.

6. **Board Agenda:**

The Board meetings are scheduled well in advance and the Board members are given at least 7 days' notice prior to the meeting date. All major items are backed by in-depth background information and analysis, wherever possible, to enable the Board members to make informed decisions.

7. **Formal letter of appointment to Independent Directors:**

The Company issued a formal letter of appointment to all Independent Directors at the time of appointment in accordance with the provisions of the Companies Act, 2013 and Listing Regulations. The terms and conditions of appointment of the Independent Directors are uploaded on the Company's website.

8. **Annual Performance evaluation:**

Pursuant to the provisions contained in the Companies Act, 2013 and Schedule IV (Section 149(8)) thereto an Annual performance evaluation of all the Directors, the Board, Chairman of the Board and the working of all the Committees has been carried out.

The performance evaluation of the Board of Directors was carried out based on a detailed questionnaire containing criteria such as duties and responsibilities of the Board, information flow to the Board, time devoted to the meetings, etc. Similarly, the evaluation of Directors was carried out on the basis of a questionnaire containing criteria such as the level of participation by individual directors, independent judgement by each director, understanding of the Company's business, etc.

The performance evaluation of the Board and the Committees was carried out by all the Directors. The performance evaluation of the Independent Directors was carried out by the Board excluding the Director being evaluated. The performance evaluation of the Chairman, Executive Director, and Non-Executive Directors was carried out by all the Independent Directors. The Directors expressed their satisfaction over the entire evaluation process.

9. **Independent Directors' Familiarization Programme:**

The Company, in compliance with Regulation 25(7) of SEBI (LODR) Regulations, 2015 formulates programs to familiarize new Independent Directors with the Company, their roles, and responsibilities. The Independent Directors are given detailed presentation on the operations of the Company on a need basis at the meetings of the Board/Committees. The details of the familiarization programme have been disclosed on the Company's website. The weblink for accessing the familiarization programme is http://www.zuari.in/investor/inv_familiarization_programme

10. **Board Diversity Policy:**

The Company, in compliance with Regulation 19(4) of SEBI (LODR) Regulations, 2015 has formulated a policy on Board Diversity which sets out the framework to promote diversity on Company's Board of Directors. The Policy was recommended by the Nomination and Remuneration Committee and approved by the Board.

11. Independent Directors' Meeting:

In compliance with Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, 2015, during the year, the Meeting of the Independent Directors was held on 4th February, 2026, without the attendance of Non-Independent Directors and members of the Management, inter alia, to discuss the following:

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive Director and Non-Executive Directors; and
- Assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

12. Board Committees

The Committees of the Board are as follows:

a) Audit Committee

The Audit Committee comprises three Independent Directors and one Non -Executive Director as on 31st March, 2026. The permanent invitees include the Executive Director and the Chief Financial Officer. The Company Secretary is the Secretary of the Committee. During the year, 7 meetings were held on 14th May, 2025, 28th July, 2025, 31st July, 2025, 8th August, 2025, 26th September, 2025, 7th November, 2025 and 4th February, 2026.

Terms of Reference

As per Regulation 18(3) of SEBI (LODR) Regulations, 2015 and Schedule II, the terms of reference and role of the Audit Committee includes among other things, review of the Company's financial reporting process and its financial statements, review of the accounting and financial policies and practices, the internal control and internal audit systems (including review and approval of Internal Audit plan, appointment of Internal Auditors and review of internal audit reports), risk management policies and practices, review the functioning of the Whistle Blower mechanism, etc. The role also includes making recommendations to the Board, the re-appointment of Statutory Auditors and fixation of audit fees.

Besides above, the additional terms of reference of Audit Committee as per the Companies Act, 2013 include reviewing and monitoring auditor's independence and performance and effectiveness of audit process, examination of the financial statement and the auditor's report thereon, approval of or any subsequent modification of transactions of the company with related parties, scrutiny of inter-corporate loans and investments, valuation of undertakings or assets of the Company, wherever it is necessary.

The Composition of Committee & their attendance at the meetings are as follows:

Names of the members	Status	Nature of Directorship	No. of meetings attended
Mr. Dipankar Chatterji	Chairman	Independent Director	7
Mr. Athar Shahab	Member	Non- Executive Director	7
Mr. Amandeep	Member	Independent Director	7
Mrs. Reena Suraiya	Member	Independent Director	7

b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprised three Non-Executive Directors out of which two are Independent Directors as on 31st March, 2026. The Board has designated Mrs. Asheeba Pereira, Company Secretary as the Secretary of the Committee. The Committee met 4 times i.e. on 14th May, 2025, 28th July, 2025, 4th December, 2025 and 4th February, 2026 during the financial year ended 31st March, 2026.

Terms of Reference:

The Board has constituted the Nomination & Remuneration Committee, as required under the Companies Act, 2013 and as per Regulation 19 of SEBI (LODR) Regulations, 2015. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Nomination & Remuneration Committee shall also formulate criteria for evaluation of Independent Directors and the Board and devise a policy on Board diversity. It shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Composition of Committee & their attendance at the meetings are as follows:

Names of the members	Status	Nature of Directorship	No. of meetings attended
Mr. Dipankar Chatterji	Chairman	Independent Director	4
Mr. Akshay Poddar	Member	Non – Executive Director	4
Mr. Amandeep	Member	Independent Director	4

Details of Remuneration to all the Directors for the year:

The Board at its meeting held on 4th December, 2025 and the shareholders vide postal ballot dated 8th January, 2026 have approved payment of remuneration to Mr. Nitin M. Kantak, Executive Director for his remaining tenure from 10th January, 2026 to 2nd September, 2026. Accordingly, a remuneration of ₹ 15.50 Lakhs was paid to him from 10th January, 2026 till 31st March, 2026.

The Company does not have pecuniary relationship or transactions with any Non-Executive Directors during the financial year 2025-26.

The Non-Executive Directors of the Company were paid remuneration by way of sitting fees.

Mr. Akshay Poddar, Non-Executive Director of the Company, has waived his right to receive sitting fees for attending Board and Committee meetings of the Company, effective 1st April, 2025.

The details of sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and the Committees and remuneration paid to Executive Director during the financial year ended 31st March, 2026 are given below:

(₹ in Lakhs)

Names of Director	Salary including bonus	Perquisites	Sitting Fees	Retirement benefits – (Leave encashment)
Mr. Saroj Kumar Poddar	Nil	Nil	3.80	Nil
Mr. Akshay Poddar	N.A.	N.A.	N.A.	N.A.
Mr. Nitin M. Kantak	14.03	Nil	Nil	1.47
Mr. Athar Shahab	Nil	Nil	5.40	Nil
Mr. Dipankar Chatterji	Nil	Nil	5.85	Nil
Mr. Amandeep	Nil	Nil	6.15	Nil
Mrs. Reena Suraiya	Nil	Nil	5.40	Nil
Mr. Sanjeev Lall	Nil	Nil	3.00	Nil

No commission/sitting fees was paid to Mr. Nitin M. Kantak during the financial year.

The term of re-appointment of the Executive Director is 3 years w.e.f. 3rd September, 2023.

Notice period for termination of appointment is six months on either side. No severance pay is payable on termination of the appointment of Executive Director.

Pecuniary relationship of Directors:

During the financial year, none of the Directors of the Company had any material pecuniary relationship(s) or transaction(s) with the Company, its Promoters, its Senior Management, its Subsidiaries or Associate Company, apart from the following:

a) Sitting Fees paid to the Non – Executive Directors;

b) Reimbursement of expenses incurred by the Directors in discharging their duties;

c) Mr. Saroj Kumar Poddar and Mr. Akshay Poddar are holding equity shares of the Company, details of which are given in this Report.

c) Stakeholders' Relationship Committee:

Stakeholders' Relationship Committee comprised one Independent Director, one Non- Executive Director and one Executive Director as on 31st March, 2026. The Board has designated Mrs. Asheeba Pereira, Company Secretary as the Secretary of the Committee. The Committee met once i.e. on 4th February, 2026 during the financial year ended 31st March, 2026.

Terms of Reference:

The Board has constituted the Stakeholders' Relationship Committee as required under Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015, which oversees the performance of the share transfer work and recommends measures to improve the level of investor services. In addition, the Committee looks into investors' grievances such as non-receipt of dividend, Annual Reports and other complaints related to share transfers etc.

The Company and the Registrar and Share Transfer Agent, MUFG Intime India Private Limited had received one complaint on SCORES w.r.t. recovery of shares from IEPF for which the Company had given a detailed reply. The Complaint was closed on 26th June, 2025. There were no outstanding complaints as on 31st March, 2026.

The attendance of the members at the meeting is as follows:-

Names of the members	Status	Nature of Directorship	No. of meetings attended
Mr. Athar Shahab	Chairman	Non- Executive Director	1
Mr. Nitin M. Kantak	Member	Executive Director	1
Mrs. Reena Suraiya	Member	Independent Director	1

d) **Corporate Social Responsibility (CSR) Committee**:

The Board of Directors has constituted a CSR Committee and also approved the CSR Policy. The CSR Committee comprised Executive Director, one Independent Director and one Non-Executive Director as on 31st March, 2026. The Board has designated Mrs. Asheeba Pereira, Company Secretary as the Secretary of the Committee.

Terms of reference:

i. The quorum for the meetings shall be at least 2 members.

ii. The Committee shall recommend the amount of expenditure to be incurred on the CSR activities on an annual basis.

iii. The Committee shall monitor & recommend to the Board changes to the Corporate Social Responsibility Policy from time to time.

iv. The Company Secretary shall act as the secretary to the Corporate Social Responsibility Committee.

During the year under review, no meetings of the Committee were held. The Composition of the Committee are as follows:

Names of the members	Status	Nature of Directorship
Mr. Amandeep	Chairman	Independent Director
Mr. Akshay Poddar	Member	Non-Executive Director
Mr. Nitin M. Kantak	Member	Executive Director

e) **Risk Management Committee:**

The Company was in the top 2000 for the last three consecutive years i.e. as on 31st March, 2022, 31st March, 2023 and 31st March, 2024 and also as per the average market capitalization list from 1st July, 2024 to 31st December, 2024. Pursuant to Regulation 3 (2B) of LODR, listed entities which remained outside the applicable threshold of top 1000 Companies based on market capitalization for a period of consecutive 3 years in terms of Reg. 2A of LODR, the provisions that apply basis the market capitalization would cease to apply at the end of the financial year following 31st December of third consecutive year. Hence, the Risk Management Committee was dissolved w.e.f 14th May, 2025. The Board has entrusted the role and responsibility of the Risk Management Committee to the Audit Committee.

f) **Other Committees**

Apart from the above stated Board Committees, the Board has also constituted the Committee of Directors for Banking and Finance. The Committee meetings are held as and when the need arises and at such intervals as may be expedient.

13. Means of communication

a. **Quarterly Results:**

The quarterly results are published in Business Line (All India Edition – English), O Heraldo (Goa Edition – English) and Dainik Herald (Goa Edition – Marathi), being one English national daily, one English daily circulating in the State where the Registered Office of the Company is situated, and one daily published in the regional language of the State where the Registered Office of the Company is situated.

b. **Website on which the results are displayed:** *www.zuari.in*

c. The Company has not made any official news release hence disclosure on website is not applicable.

d. During the year, the Company has not made any Presentations to institutional investors and analysts.

14. Code of Conduct for Directors and Senior Executives:

The Company has adopted a Code of Conduct for the Directors and Senior Executives of the Company. The Code promotes conducting business in an ethical, efficient and transparent manner so as to meet its obligations to its shareholders and all other stakeholders. The Code has set out a broad policy for one's conduct in dealing with the Company, fellow Directors and employees and the external environment in which the Company operates.

The declaration given by the Executive Director of the Company with respect to the affirmation of compliance of the Code by the Board of Directors and Senior Executives of the Company is enclosed as **Annexure 'C'** to this report.

15. Code of Conduct for prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading in securities of the Company, pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board has designated the Company Secretary, as the Compliance Officer to monitor compliance with the aforesaid Regulations.

16. Annual General Meetings:

a) Details of the Special Resolutions passed through Postal Ballot during the financial year 2025-26:

Brief procedure for postal Ballot	Postal Ballot conducted as per section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014.	Postal Ballot conducted as per section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014.	Postal Ballot conducted as per section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014.	Postal Ballot conducted as per section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014.
Type of meeting	Postal Ballot	Postal Ballot	Postal Ballot	Postal Ballot
Date of Postal Ballot Notice	6th February, 2025	14th May, 2025	4th December, 2025	13th February, 2026
Item of Special Resolution passed through the Postal Ballot	Special Resolution for re-appointment of Mr. Amandeep (DIN: 00226905) as a Non-Executive and Independent Director of the Company for a second term of 3 years w.e.f. 29th May, 2025 to 28th May, 2028	Special Resolution for re-appointment of Mr. Sanjeev Lall (DIN:08740906) as a Non - Executive and Independent Director of the Company for a second term of 3 years with effect from 1st September, 2025 to 31st August, 2028	Special Resolution for Payment of remuneration to Mr. Nitin M. Kantak (DIN:08029847), as Executive Director in the category of Whole-Time Director of the Company for his services during the remaining tenure of his appointment from 10th January, 2026 to 2nd September, 2026	Special Resolution for Alteration of the object clause and adoption of amended Memorandum of Association
Details of voting pattern	Votes in favour: 2,75,13,220 (99.94%) Votes against: 17,230 (0.06%) Invalid votes : 0	Votes in favour: 2,52,67,100 (99.99%) Votes against: 2,517 (0.01%) Invalid votes : 0	Votes in favour: 2,78,04,788 (99.99%) Votes against: 1,646 (0.01%) Invalid votes : 0	Votes in favour: 2,81,70,293 (99.84%) Votes against: 44,471 (0.16%) Invalid votes : 0
Name of Scrutinizer for conducting Postal Ballot	Mr. Shivaram Bhat, Practicing Company Secretary	Mr. Shivaram Bhat, Practicing Company Secretary	Mr. Shivaram Bhat, Practicing Company Secretary	Mr. Shivaram Bhat, Practicing Company Secretary
Date of approval and Date of declaration of result	29th April, 2025 and 30th April, 2025	28th July, 2025 and 29th July, 2025,	8th January, 2026 and 9th January, 2026	20th March, 2026

b) Details of the Special Resolution proposed to be passed through Postal Ballot for the financial year 2026-27:

The Board at its meeting held on 15th May, 2026, has accorded its approval to seek consent of the shareholders for appointment of Mr. Nitin M. Kantak as a Managing Director of the Company for a period of 1 year w.e.f 3rd September, 2026

c) **Details of the previous three Annual General Meetings (AGM) are as follows:**

Year	Location	Date	Time	Particulars of Special Resolution passed
2024-25	Through VC	23-09-2025	2.30 P.M.	1. Enhancement in the Limits of investments/Loans and Guarantees under Section 186 of the Companies Act, 2013. 2. Approval of the slump sale of the Company's granulated single super phosphate plant and certain associated business to Mangalore Chemicals and Fertilisers Limited under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and business transfer agreement with Mangalore Chemicals and Fertilisers Limited.
2023-24	Through VC	27-09-2024	2.00 P.M.	-
2022-23	Through VC	27-09-2023	3.00 P.M.	1. Waiver of recovery of excess remuneration paid to Mr. Sunil Sethy, then Managing Director for Financial Year 2019-20. 2. Shifting of the Registered Office of the Company from the State of Goa to the State of Haryana and consequent alteration of Clause II of Memorandum of Association of the Company.

17. General Shareholders Information:

a) **Annual General Meeting :**

The Annual General Meeting of the Company will be held on Wednesday, 16th September, 2026 at 3.30 P.M. (IST) through Video Conferencing mode.

b) **Financial Year:** 1st April to 31st March

c) **Financial calendar (Tentative):**

Financial Period	Declaration of Financial Results
Results for the quarter ended 30th June, 2026	Within 45 days of the end of the quarter or such prescribed period
Results for the half-year ended 30th September, 2026	Within 45 days of the end of the quarter or such prescribed period
Results for the quarter ended 31st December, 2026	Within 45 days of the end of the quarter or such prescribed period
Audited Annual Results 2026-27	Within 60 days of the end of the quarter/ financial year or such prescribed period

d) **Date of book closure:** N.A

e) **Dividend payment date:** No dividend is proposed for the financial year 2025-26.

f) **Management Discussion and Analysis forms part of this Report as Annexure 'E'**

g) **Listing on Stock Exchanges:** The Company's equity shares are presently listed on:

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

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

The Company has paid the annual listing fees to the stock Exchanges for the Financial Year 2025-26.

The International Securities Identification Number (ISIN) of the Company is INE840M01016

h) **Shareholding as on 31st March, 2026:**

a) The distribution of shareholding as on 31st March, 2026 :

No. of shares	No. of share-holders	No. of equity shares	% of Total share-holders
Upto 500	41,951	34,35,121	92.34
501 – 1000	1,718	13,56,029	3.78
1001- 2000	866	13,04,821	1.90
2001 – 3000	296	7,54,262	0.65
3001 – 4000	154	5,49,340	0.34
4001 – 5000	113	5,36,374	0.25
5001 – 10000	181	13,28,061	0.40
10001 and above	154	3,27,93,998	0.34
	45,433	**4,20,58,006**	**100.00**

b) Shareholding Pattern as on 31st March, 2026:

Category	No. of shares held	% shareholding
Promoters/Promoters Group	2,74,24,960	65.21
Banks/Financial Institutions/Insurance Companies/Non Nationalised banks	37,925	0.09
Foreign Portfolio Investors	11,91,016	2.83
NRIs	3,02,476	0.72
Bodies Corporate	8,44,910	2.01
Investor Education Protection Fund	1,70,884	0.41
Central Govt.	300	0.00
Escrow Account	5,320	0.01
Others	1,20,80,215	28.72
TOTAL	**4,20,58,006**	**100.00**

i) **The securities of the Company were not suspended from trading during the year.**

j) **The Company has not issued GDRs/ADRs/Warrants or convertible instruments during the financial year.**

k) **Commodity price risk or foreign exchange risk and hedging activities:**

As the Company is not engaged in the business of commodities which are traded in recognized commodity exchanges, commodity price risk is not applicable. Foreign Currency Exchange risk is hedged in accordance with the Policy formulated by the Company for that purpose and periodical update is given to the Board on a quarterly basis.

l) **Dematerialization of shares and liquidity:**

4,19,37,890 equity shares (99.71%) have been dematerialized as on 31st March, 2026.

m) **Share Transfer System:**

Pursuant to the provisions of Regulation 40 of the SEBI Listing Regulations, 2015, securities can be transferred only in dematerialized form. Members are requested to convert their physical holdings into demat form and may write to the Company's RTA at investor.helpdesk@in.mpms.mufg.com shareholders' requests for transmission / issue of duplicate certificates and other related matters are handled by RTA and are effected within the stipulated timelines, if all the documents are valid and in order.

n) **The Address for correspondence is :**

Registrar and Share Transfer Agent:
MUFG Intime India Private Limited
C-101, 247 Park,
LBS Marg, Vikhroli West
Mumbai 400 083
Tel: 022 – 49186000
Fax: 022 – 49186060
Email: investor.helpdesk@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

Company's Address:
Zuari Agro Chemicals Limited
Jai Kisaan Bhawan,
Zuarinagar, Goa- 403 726.
Tel: 91-0832-2592180
E- mail: shares@adventz.com and/or investor.relations@adventz.com
Website: www.zuari.in

CIN: The CIN of the Company was changed from L65910GA2009PLC006177 to L20121GA2009PLC006177 w.e.f. 15th May, 2026.

The Company maintains an email id: investor.relations@adventz.com to redress the Investor's Grievances as required under Regulation 13 of SEBI (LODR) Regulations, 2015. The correspondence received under this e-mail id is monitored and addressed on a daily basis.

o) **Plant Location:** The Company has sold its SSP Fertiliser plant, situated K-2/5 & K-2/6. MIDC, Mahad, Raigad-402302.

p) **Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor M/s. K. P. Rao & Co., for FY 2025-26 and all entities in the network firm/network entity of which the statutory auditor is a part:**

Fees paid by the Company to M/s. K.P. Rao & Co.

Particulars	Fee (₹ In Lakhs)
As statutory auditors	
Audit Fees	8.50
Tax Audit Fees	3.50
Limited Review fees	2.25
In other capacity	
Certification fees etc.	4.00
Other include reimbursement of expenses	0.71
Total	**18.96**

Fees paid by Zuari Farmhub Limited to K. P. Rao & Co.

Particulars	2025-26
Limited Review for Q1, Q2 and Q3	3.00
Statutory audit	7.50
Tax Audit	1.50
Total	**12.00**

q) **Disclosure as per Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Your Company has complied with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaints or cases were filed with the Company under the Act, and none were pending as at the end of the year.

r) **A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is enclosed as Annexure 'D'.**

s) **The Board has accepted all recommendations of various committees of the Board during the relevant financial year.**

t) **Details of utilization of funds raised through preferential allotment or qualified institutions placement under Regulation 32(7A) of SEBI (LODR)Regulations, 2015:**

The Company has not raised any funds through preferential allotment or qualified institutions placements.

u) **Loans and advances given by the Company and its subsidiaries in the nature of loans to firms/companies in which directors are interested by name and amount:**

Nil during the year ended 31st March, 2026.

v) **Credit Rating:**

During the financial year, the Company has not obtained any Credit Rating.

w) **Details of material subsidiaries of listed entity, including date and place of incorporation and name & date of appointment of statutory auditor of such subsidiaries :**

Name of the material subsidiary	Zuari Farmhub Limited (ZFHL)	*Mangalore Chemicals and Fertilisers Limited (MCFL)
Date and place of incorporation	11th November, 2019, Goa	18th July, 1966, Bengaluru
Name of the statutory auditor and date of appointment	M/s. K. P. Rao & Co, Chartered Accountants FRN 003135S were re-appointed at the 6th Annual General Meeting (AGM) of the ZFHL held on 19th September, 2025 to hold office from the conclusion of the 6th AGM till conclusion of 11th AGM.	M/s. PKF Sridhar & Santhanam LLP, Chartered Accountants (FRN: 003990S/ S200018) were appointed at the 55th AGM of MCFL held on 13th September, 2022 to hold office from the conclusion of the 55th AGM till conclusion of 60th AGM.

*Mangalore Chemicals and Fertilisers Limited (MCFL) ceased to be a subsidiary of the Company effective 13th October, 2025 and thereafter merged with Paradeep Phosphates Limited (PPL) effective 16th October, 2025 pursuant to the scheme of Arrangement between MCFL & PPL.

x) **Disclosures w.r.t. Demat Suspense Account:**

(i) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year – 91 shareholders holding 5320 equity shares.

(ii) Number of shareholders who approached listed entity for transfer of shares from demat suspense account during the year – Nil.

(iii) Number of shareholders to whom shares were transferred from suspense account during the year – Nil.

(iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year- 91 shareholders holding 5320 equity shares.

(v) The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares – Yes.

y) **Particulars of senior management including the changes therein since the close of the previous financial year:**

Mr. Nitin M. Kantak, Executive Director, Mr. Manish Malik, Chief Financial Officer and Mrs. Asheeba Pereira, Company Secretary, are in the Senior Management as per Reg.16(d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

z) Disclosure of certain types of agreements binding listed entities as per clause 5A of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Pursuant to paragraph G of Schedule V read with clause 5A of paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year, the Company, Zuari Maroc Phosphates Private Limited ("ZMPPL") and OCP S.A. entered into an Inter-se Agreement dated 29th July 2025 to record their understanding concerning future acquisitions of securities or voting rights in Paradeep Phosphates Limited ("PPL"). Subject to the terms of the agreement, ZMPPL shall be the sole and exclusive entity on behalf of the promoter/promoter group of PPL for any further acquisition of securities or voting rights in PPL. The disclosure made to the Stock Exchanges is available at: https://www.zuari.in/assets/files/ZACLDisclosureunderReg30dated28072025.pdf

aa) Other Disclosures:

i. The transaction of material nature entered into by the Company with its Promoters, Directors or Management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of the Company:

Slump sale of the Company's granulated single super phosphate plant and certain associated business to Mangalore Chemicals and Fertilisers Limited under Section 188 of the Companies Act, 2013.

All other transactions entered into by the Company with its related parties during the Financial Year 2025-26 were on an arm's length basis and in the ordinary course of business. The disclosure of material related party transactions in Form AOC-2 is enclosed as '**Annexure K'** of the Board's Report and notes to financial statements. The Board has approved a policy for related party transactions which can be accessed at the Company's website: https://www.zuari.in/assets/files/corporate-governance/Related-Party-Transactions-Policy-02022022n.pdf

ii. The Company has complied with the requirements of the Stock Exchanges/ SEBI and Statutory Authorities on all matters related to the capital markets during the last three years. No penalties or strictures were imposed on the Company by these Authorities except as mentioned below:

- The Company along with other Noticees, received a Show Cause Notice (SCN) dated 14th January, 2025 from the Securities and Exchange Board of India ("SEBI") under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and Regulations issued by SEBI thereunder. Subsequently, the Company filed a joint settlement application on behalf of all the noticees named in the SCN, including the Company, for settlement under the SEBI (Settlement Proceedings) Regulations, 2018, without admitting or denying the findings of fact and conclusions of law contained in the SCN. SEBI thereafter passed Settlement Order dated 5th March, 2026, in respect of the joint settlement application filed by the Company and the other Noticees. Pursuant to the said Order, the Company has paid an amount of INR 1,19,92,500/- to SEBI towards settlement and has also voluntarily undertaken a debarment from buying, selling or trading in securities market for a period of 3 months in accordance with the terms of the settlement.

iii. The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has also adopted Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

iv. The Company has also formulated a Whistle Blower Policy ("Policy") which provides for adequate safeguards against victimisation of persons and has a provision for direct access to the Chairperson of the Audit Committee. The Company has not denied any person from having access to the Chairman of the Audit Committee. Weblink for the policy:

https://www.zuari.in/assets/files/corporate-governance/Whistle-Blower-Policy-08.02.2019n.pdf

v. The Company has a policy for determining 'material' subsidiary and is disclosed on the website. The weblink for the same is:

https://www.zuari.in/assets/files/corporate-governance/Subsidiary-Policy-02022022n.pdf

vi. The Company has Related Party Transaction Policy which is available on the website of the Company. The weblink for the same is:

https://www.zuari.in/assets/files/corporate-governance/Related-Party-Transactions-Policy-02022022n.pdf

vii. Pursuant to the inspection conducted under Section 206(5) of the Companies Act, 2013, thirteen compounding applications were filed during the year under review by certain Directors, former Directors and Key Managerial Personnel of the Company, in relation to certain alleged non-compliances. The applications were filed by the respective individuals in their own names and were at various stages of consideration as at 31st March, 2026. No compounding application had been filed in the name of the Company as at that date.

ab) Non mandatory Requirement:

The Company has complied with the mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also following non mandatory requirement viz. the Internal Auditor reports directly to the Audit Committee.

ANNEXURE 'B' TO THE BOARD'S REPORT

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BY ZUARI AGRO CHEMICALS LIMITED

To the members of **ZUARI AGRO CHEMICALS LIMITED**

I have examined the compliance with conditions of Corporate Governance by ZUARI AGRO CHEMICALS LIMITED (the Company) under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") for the year ended 31st March 2026.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the LODR Regulations. This Certificate is issued pursuant to the requirements of Schedule V (E) of the LODR Regulations.

The compliance with conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures adopted and implementation thereof, by the Company for ensuring compliance with the condition of Corporate Governance under LODR Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company.

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

Shivaram Bhat
Practicing Company Secretary
ACS 10454, CP 7853, PR 1775/2022
UDIN: A010454H000378294

Place: Panaji, Goa
Date : 15th May, 2026

ANNEXURE 'C' TO THE BOARD'S REPORT

DECLARATION BY THE EXECUTIVE DIRECTOR

Pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Nitin M. Kantak, Executive Director of Zuari Agro Chemicals Limited, declare that all Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct and Ethics during the year 2025-26.

Nitin M. Kantak
Executive Director
DIN: 08029847

Date : 15th May, 2026

ANNEXURE 'D' TO THE BOARD'S REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Zuari Agro Chemicals Limited
Jai Kisaan Bhawan, Zuarinagar, Goa-403726

I have examined the relevant registers, records, forms, returns and disclosures received from Directors of **Zuari Agro Chemicals Limited** having CIN L20121GA2009PLC006177 and having registered office at Jai Kisaan Bhawan, Zuarinagar, Goa 403 726 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Saroj Kumar Poddar	00008654	20/05/2011
2	Mr. Akshay Poddar	00008686	14/11/2011
3	Mr. Nitin M. Kantak	08029847	03/09/2020
4	Mr. Athar Shahab	01824891	05/11/2022
5	Mr. Dipankar Chatterji	00031256	14/02/2020
6	Mr. Amandeep	00226905	29/05/2022
7	Mrs. Reena Suraiya	01824778	24/06/2021
8	Mr. Sanjeev Lall	08740906	01/09/2022

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

Shivaram Bhat
Practising Company Secretary
ACS10454 CP7853 PR1775/2022
UDIN: A010454H000378272

Place: Panaji, Goa
Date : 15th May, 2026

ANNEXURE 'E' TO THE BOARD'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

The Board of Directors presents the Management Discussion and Analysis of the business performance and outlook of Zuari Agro Chemicals Limited ("the Company") in the context of the prevailing economic conditions, regulatory framework, and market environment.

The Company has undergone a significant transformation during the year pursuant to the divestment of its manufacturing undertakings. As a result, the Company currently does not have any operating business segments and has significant investments in its subsidiary, joint ventures, and other companies.

The Company is in the process of evaluating strategic opportunities for redeployment of capital into new business areas with a focus on long-term value creation. The timing and outcome of such initiatives remain subject to market conditions and regulatory approvals.

Industry Structure and Developments

During the financial year under review, the Company has undergone a significant structural transformation pursuant to the divestment of its manufacturing undertaking. The Company continues to evaluate its operational and business structure in line with evolving market conditions and long-term strategic objectives.

The fertilizer industry in India continues to be largely driven by government policies, subsidy support, monsoon conditions and global commodity price trends. However, these industry developments do not have a direct impact on the Company's current operations.

Post divestment, the Company's structure is primarily that of an investment holding entity, with investments in subsidiary, joint ventures and other companies. The Company is in the process of evaluating strategic opportunities to diversify into new business areas, including manufacturing, trading, investments, and other sectors, with a focus on disciplined capital allocation and long-term value creation.

Fertilizer Subsidy

Pursuant to the sale of the Mahad Plant and the Company's consequent exit from fertilizer manufacturing operations, the Company ceased to be eligible for fertilizer subsidy with effect from 1st October 2025. Accordingly, fertilizer subsidy was applicable only up to 30th September 2025, and no fertilizer subsidy was applicable to the Company for the remaining period of the financial year under review.

Opportunities and Threat

Post divestment of the manufacturing undertaking, the Company has the opportunity to redeploy its capital into diversified business areas and investments. With a strengthened balance sheet and investments in subsidiary, joint ventures, and other companies, the Company is well positioned to explore new avenues for growth, including manufacturing, trading, investments, and other emerging sectors. Strategic investments, partnerships and disciplined capital allocation are expected to support long-term value creation.

The Company operates in an environment where its performance is influenced by investment returns, market conditions and the pace of execution of new business initiatives. Accordingly, factors such as market volatility, regulatory developments and broader economic trends may impact investment outcomes.

The identification and timely deployment of capital into suitable opportunities remains a key focus area. The Company continues to adopt a measured and prudent approach towards evaluating opportunities, with emphasis on sustainability, scalability and risk-adjusted returns.

Segment wise or product wise performance

In view of the strategic rationalisation of manufacturing operations, the Company does not have any reportable operating segments during the year under review. The product wise details upto September, 2025 are given below:

Product	Qty. (MT)
SSP-Granular:	8,716
SSP-Powdered:	2,106
SSP-Granular (Zincated & Boronated):	778
Total	**11,600**

Outlook

Following the divestment of its manufacturing undertaking, the Company is currently focused on strengthening its financial position and enhancing the quality of its investment portfolio, while simultaneously evaluating avenues for future business expansion. The Company intends to adopt a prudent and disciplined approach towards capital allocation, with an emphasis on long-term value creation.

The Company continues to evaluate and pursue opportunities across sectors such as manufacturing, trading, investments, and other emerging areas, subject to market conditions and regulatory approvals. The timing and outcome of such initiatives remain uncertain in view of prevailing market conditions.

In the interim, the Company's performance is supported by returns generated from its investment portfolio, while it continues to build a sustainable and diversified business platform for future growth.

Risk and concern

The Company operates in a dynamic business environment where its performance is influenced by factors such as market conditions, investment performance, regulatory developments and broader economic trends. Movements in capital markets, interest rates and macroeconomic variables may have an impact on the value and returns of the Company's investment portfolio.

The Company also faces risks relating to identification and execution of suitable business opportunities for future growth. Any delay or inability in deploying capital effectively may impact the Company's long-term prospects.

Further, regulatory changes, macroeconomic factors, and sector-specific developments may affect the Company's investment decisions and returns. The absence of stable operating revenue streams may also impact financial predictability in the near term.

The Company adopts a disciplined and prudent approach towards risk management, with emphasis on careful evaluation of opportunities, diversification of investments and maintaining financial flexibility. The Audit Committee periodically reviews key risks and mitigation measures to ensure effective oversight.

Internal control system and their adequacy

The Company has in place adequate systems of internal control commensurate with its current size and nature of activities. Post divestment of its manufacturing undertaking, the internal control framework has been aligned to the Company's present structure.

These controls are designed to provide reasonable assurance with respect to maintaining reliable financial information, safeguarding assets, compliance with applicable laws and regulations, and ensuring that transactions are executed with proper authorization in accordance with established policies, including documented Standard Operating Procedures (SOPs) and the Limits of Financial Authority Manual (LOAM), which are reviewed periodically.

The Company continues to leverage its ERP system (SAP S/4 HANA) and GRC framework to support robust financial controls and compliance processes.

The Internal Auditors conduct periodic reviews of the internal control systems and their effectiveness. The reports are placed before the Audit Committee, which reviews the same and provides necessary directions for strengthening the control environment, wherever required.

Discussion of financial performance with respect to operational performance

The revenue from continuing operations (Standalone) for the year ended 31st March 2026 was ₹ Nil Lakhs as compared to ₹ Nil Lakhs for the previous year.

The revenue from discontinued operations (Standalone) for the year ended 31st March 2026 was ₹ 1,941.99 Lakhs as compared to ₹ 4,779.74 Lakhs for the previous year.

The profit before tax from continuing operations for the year ended 31st March 2026 was ₹ 1,11,671.57 Lakhs as compared to Loss of ₹ 7083.83 Lakhs for the year ended 31st March 2025. The profit after Tax from continuing operations stood at ₹ 95,745.25 Lakhs for the year ended 31st March 2026 as compared to loss of ₹ 7,214.93 Lakhs for the previous year.

The loss before tax from discontinued operations for the year ended 31st March 2026 was ₹ 266.65 Lakhs as compared to loss of ₹ 95.23 Lakhs for the year ended 31st March 2025. The loss after tax from discontinued operations stood at ₹ 266.65 Lakhs for the year ended 31st March 2026 as compared to loss of ₹ 95.23 Lakhs for the previous year.

The Company's EBITDA before exceptional item for financial year 2025-26 was ₹ 405.18 Lakhs as against previous year ended 31st March, 2025 was ₹ 1,727.45 Lakhs.

The Finance Costs for 2025-26 were ₹ 5,756.14 Lakhs as against ₹ 8,590.27 Lakhs in 2024-25. During the year the Company's other income stood at ₹ 1,764.76 Lakhs as against ₹ 2,724.87 Lakhs in the previous year.

The Performance of own manufactured fertilizers & other Agri Products

Own Manufacturing Fertilizers and other Agri Inputs		
Particulars	**2025-26**	**2024-25**
Single Super Phosphate Sales- (MT)#	11,600.00	33,090.30
Single Super Phosphate Production- (MT)#	19,198.00	30,265.00
Performance		
Particulars	**2025-26**	**2024-25**
Sale of Single Super Phosphate (₹ In Crores)	19.42	47.67

#Pursuant to the execution of the Business Transfer Agreement (BTA) dated 29th August 2025 between the Company and Mangalore Chemicals and Fertilisers Limited (MCFL), the Company sold its SSP fertilizer plant at Mahad along with the associated business to Mangalore Chemicals and Fertilisers Limited by way of slump sale, which was consummated with effect from 30th September, 2025.

Material development in human resource/ industrial relation front including no of people employed

The overall Industrial Relations situation has been cordial. The HR Policies have been reviewed keeping in mind the business needs. The Company has 9 employees as on 31st March, 2026.

Enterprise Risk Management (ERM)

The Company has in place a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The oversight of risk management is undertaken by the Audit Committee.

The risk management framework is aligned with the Company's present business profile. The Company continuously evaluates potential opportunities and associated risks to ensure balanced and prudent decision-making.

The Company's ERM framework encompasses practices relating to the identification, assessment, monitoring, and mitigation of strategic, financial, compliance and other relevant risks. The framework considers both internal and external factors that may impact the Company's objectives.

Risks are identified and prioritized based on their potential impact and likelihood of occurrence. Inputs from internal audits and periodic risk assessments are also considered in the risk identification and evaluation process. Appropriate mitigation plans are implemented and monitored on an ongoing basis and adopted a disciplined approach towards investment decisions, with emphasis on preserving capital and enhancing long-term value.

The Company has conducted a risk assessment exercise during the year to review the existing processes for identifying, assessing and prioritizing risks. The Audit Committee periodically reviews the key risks and the effectiveness of the mitigation measures to ensure that the Company remains resilient in a dynamic environment.

Details of Significant Changes in Key Financial Ratios, along with detailed explanations

Sr. No.	Profitability Ratios	31st March, 2026	31st March, 2025	Variation %	Reason in Variation
I	Interest Coverage Ratio (EBIT*/Interest (Cost)	20.35	0.16	12616.15%	Increased due to recognition of one time gain during the financial year.
II	Operating Profit Margin (%) (EBITDA**/Revenue)	3158%	(20%)	15892.45%	Increased due to recognition of one time gain during the financial year.
III	Net Profit Margin (%) (Profit After tax/Revenue)	4917%	(153%)	3313.43%	Increased due to recognition of one time gain during the financial year

	Balance Sheet Ratios	31st March, 2026	31st March, 2025	Variation %	Reason in Variation
IV	Debtors Turnover (Debtors/Revenue*365)	-	124.62	-	-
V	Inventory Turnover (COGS/Average Inventory*365)	-	181.90	-	-
VI	Current Ratio (Current Assets/ Current Liabilities)	0.03	0.20	(86.72%)	Due to decrease in working capital
VII	Debt Equity Ratio (Debt/Equity)	0.83	4.18	(80.21%)	Due to exceptional gain on sale of fertilizer plant & sale/ transfer of investments
VIII	Return on Net Worth (Profit after tax/Net Worth)	151%	(0.54)	379.51%	Due to exceptional gain on sale of fertilizer plant & sale/ transfer of investments

* EBIT stands for earnings before interest (both interest cost and interest income) and taxes.

**EBITDA stands for earnings before interest (both interest cost and interest income), taxes, depreciation and amortization.

ANNEXURE 'F' TO THE BOARD'S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

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

To,
The Members,
Zuari Agro Chemicals Limited
Jai Kisaan Bhawan,
Zuarinagar, Goa- 403726

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Zuari Agro Chemicals Limited [CIN L20121GA2009PLC006177]** (hereinafter called as the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2026 (hereinafter referred to as the "Audit Period") generally 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 31st March, 2026 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign / Overseas Direct Investment (*provisions of external commercial borrowing are 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'):

   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 and Sweat Equity) Regulations, 2021 *(Not applicable to the Company during the audit period);*

   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021*(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, 2025 regarding the Companies Act and dealing with client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021*(Not applicable to the Company during the audit period);* and

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *(Not applicable to the Company during the audit period).*

vi. The following laws and Regulations applicable specifically to the Company (as per the representations made by the Company) viz.,

   a) Essential Commodities Act, 1955;

   b) Fertilizer (Control) Order, 1985 and Fertilizer (Movement Control) Order, 1973;

   c) Explosives Act, 1884;

   d) Static and Mobile Pressure Vessels (Unfired) Rules, 2016; and

   e) The Legal Metrology Act, 2009.

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. However, the following may be noted:

a) The Company had received a Show Cause Notice dated 14th January, 2025 from the Securities and Exchange Board of India ("SEBI") for alleged violation of certain provisions of (i) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with IND-AS-8; and (ii) The SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003 read with the SEBI Act, 1992. Upon conducting investigation covering the period from April 1, 2019 to March 31, 2023., the Company submitted a 'settlement application' under SEBI (Settlement Proceedings) Regulations, 2018. Vide Order dated 5 March 2026 the adjudication proceedings initiated against the Company and other Noticees vide Show cause Notice dated 14th January 2025 was disposed off in terms of section 15JB of the SEBI Act read with Regulation 23(1) of the SEBI (Settlement Proceedings) Regulations, 2018 upon payment of ₹ 1,19,92,500 towards settlement and acceptance of voluntary debarment for a period of three months from buying, selling or trading in the securities market.

b) Vide letter dated 2nd August 2023, the Regional Director (RD), Western Region, Mumbai had ordered an inspection under section 206(5) of the Companies Act, 2013. The Company was informed by the Registrar of Companies (RoC) vide email dated 11th September 2025 that RD had sanctioned the initiation of prosecution against the Company and its directors for violation of various provisions of Section 129, 179, 143 and 166 of the Companies Act, 2013 read with relevant Accounting Standards wherever applicable. Compounding application(s) have been submitted by the Directors/KMPs.

I further report that -

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors, including Women Director as prescribed. There was no change in the composition of the Board of Directors during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings including committees thereof along with 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 by the Directors. The decisions were carried unanimously.

I further report that, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review the following Special Resolutions were passed**:**

Particulars		Date of Passing
1	Re-appointment of Mr. Amandeep (DIN: 00226905) as a Non-executive and Independent Director	29th April, 2025
2	Re-appointment of Mr. Sanjeev Lall (DIN: 08740906) as a Non-executive and Independent Director	28th July, 2025
3	Enhancement in the Limits of investments/ Loans and Guarantees under section 186 of the Companies Act, 2013.	23rd Sept 2025
4	Slump sale of the Company's granulated single super phosphate plant and certain associated business to Mangalore Chemicals & Fertilizers Limited under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and business transfer agreement with Mangalore Chemicals and Fertilizers Limited.	23rd Sept 2025
5	Payment of remuneration to Mr. Nitin M. Kantak (DIN: 08029847) as an 'Executive Director' in the category of Whole-time Director of the Company during the remaining tenure of his appointment from January 10, 2026 to September 2, 2026.	8th Jan 2026
6	Alteration of the Object Clauses of the Memorandum of Association	20th Mar 2026

Shivaram Bhat
Practicing Company Secretary
ACS 10454 **CP** 7853 **PR** 1775/2022
UDIN: A010454H000378305

Place: Panaji, Goa
Date: 15th May, 2026

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

ANNEXURE A

(My report of even date is to be read along with this Annexure.)

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, I 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. My examination was limited to the verification of procedures 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.

Shivaram Bhat
Practicing Company Secretary
ACS 10454 **CP** 7853 **PR** 1775/2022
UDIN: A010454H000378305

Place: Panaji, Goa
Date: 15th May, 2026

ANNEXURE 'G' TO THE BOARD'S REPORT

FORM NO. MR 3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Zuari Farmhub Limited
Jai Kisaan Bhawan, Zuarinagar,
Goa, India – 403726

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Zuari Farmhub Limited bearing CIN:U52202GA2019PLC014150 having its registered office at Jai Kisaan Bhawan, Zuarinagar, Goa, India – 403726 (hereinafter called 'the Company') and having corporate office at No. 74, Prestige Ferozes, 3rd Floor Cunningham Road, H.K.P. Road, Bengaluru, Karnataka, India – 560051. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder

(iii) The Depositories Act, 1996 and the Regulations and byelaws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings, if any;

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

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no such events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, et cetera.

Note: The secretarial audit is based on the documents and information made available to us. The scope does not include audit of compliance under labour laws, Foreign Exchange laws, or other applicable laws, except to the extent required under the Companies Act, 2013 and Secretarial Standards.

For Kedarnath & Karthik
Sd/-
Karthik S N
Partner
FCS no.: F12078 | CP no.: 17639
ICSI FRN: P2023KR098600
ICSI PRN: 7583/2026
ICSI UDIN: F012078H000276531

Date : May 05, 2026
Place : Bengaluru

This report is to be read with our letter annexed to the secretarial audit report and forms an integral part of the report.

ANNEXURE TO THE SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE

To
The Members
Zuari Farmhub Limited
Jai Kisaan Bhawan, Zuarinagar,
Goa, India – 403726

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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for 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, etcetera. The compliance under the industry specific laws were examined based on the list of applicable laws provided by the company.
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 procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Kedarnath & Karthik
Sd/-
Karthik S N
Partner
FCS no.: F12078 | CP no.: 17639
ICSI FRN: P2023KR098600
ICSI PRN: 7583/2026
ICSI UDIN: F012078H000276531

Date : May 05, 2026
Place : Bengaluru

ANNEXURE 'H' TO THE BOARD'S REPORT

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. Brief outline on CSR Policy of the Company.

Zuari Agro Chemicals Limited (ZACL), is part of Adventz Group of Companies and its CSR projects and initiatives are guided by the group's CSR Principles and reviewed closely by the CSR Committee constituted by the Board of Directors as per "Section 135 of the Companies Act, 2013".

Driven by our passion to make a difference to society, the Company is committed to upholding the highest standards of corporate social responsibility and has continued its progress on community initiatives with renewed vigour and devotion.

Over the past years, as a responsible business corporation, we have built sustainable and effective CSR initiatives that are vital towards fulfilling critical societal needs in the communities we operate in. We also believe that we have a larger responsibility towards making a difference within our industry and also in society at large. Our initiatives include skills development, promotion of rural development, healthcare & WASH (Water, Sanitation and Hygiene), and Education.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Amandeep	Chairman	Independent Director	Nil	Nil
2.	Mr. Akshay Poddar	Member	Non–Executive Director	Nil	Nil
3.	Mr. Nitin M. Kantak	Member	Executive Director	Nil	Nil

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.
   - Weblink to CSR Policy:https://www.zuari.in/assets/files/corporate-governance/CSR-Policy-13feb2021.pdf
   - Weblink to Composition of CSR Committee : https://www.zuari.in/investor/committees_of_board
   - CSR projects: Not Applicable since the Company was not required to carry CSR expenditure, during the financial year 2025-26 as per the provisions of Section 135 of the Companies Act, 2013.

4. Provide the executive summary along with the web- link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable : Not Applicable

5. a) Average Net Profit of the Company as per sub-Section (5) of Section 135: ₹ (8452.07) Lakhs
   b) Two percent of average net profit of the Company as per sub Section (5) of Section 135: Nil
   c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
   d) Amount required to be set off for the financial year, if any: Nil
   e) Total CSR obligation for the financial year [(b) +(c)-(d)] : Nil

6 a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Nil
   b) Amount spent in Administrative Overheads : Nil
   c) Amount spent on Impact Assessment, if applicable: Nil
   d) Total amount spent for the financial year [(a)+(b)+(c)]: Nil
   e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub Section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub Section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
	-	-	-	-	-

(f) Excess amount for set off, if any :

Sl. No.	Particular	Amount (₹ in Lakhs)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per Section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: Nil

1	2	3	4	5	6		7	8
Sl. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub Section (6) of Section 135 (in ₹)	Balance Amount in unspent CSR Account under sub Section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a fund specified under Schedule VII as per second proviso to sub Section (5) of Section 135, if any		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency if any
					Amount (in ₹)	Date of transfer		
1.	FY-1	-	-	-	-	-	-	-
2.	FY-2	-	-	-	-	-	-	-
3.	FY-3	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes No ✓

9. If Yes, enter the number of Capital asset acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl.No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Nil							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

10. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5). Not Applicable

Nitin M Kantak
Executive Director
DIN :08029847

Amandeep
Chairman of CSR Committee
DIN:00226905

ANNEXURE 'I' TO THE BOARD'S REPORT

Statement of particulars pursuant to the provisions of Section 197 (12) read with Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each Director to the median remuneration (MRE) of the employees of the Company for the financial year 2025-26:

Sr.No.	Name of the Director	Ratio of the remuneration of Directors to the median remuneration of the employees of the Company
1	Mr. Saroj Kumar Poddar - Chairman*	Nil
2	Mr. Akshay Poddar - Non-Executive Director*	Nil
3	Mr. Nitin M. Kantak - Executive Director	Nil
4	Mr. Athar Shahab - Non - Executive Director *	Nil
5	Mr. Dipankar Chatterji - Independent Director*	Nil
6	Mr. Amandeep - Independent Director *	Nil
7	Mrs. Reena Suraiya - Independent Director *	Nil
8	Mr. Sanjeev Lall - Independent Director *	Nil

* The % increase of remuneration is provided only for those directors and KMPs who have drawn remuneration from the Company for full fiscal 2026 and full fiscal 2025. This does not include sitting fees for attending the Meetings. The ratio of remuneration to MRE is provided only for those directors and KMPs who have drawn remuneration from the Company for the full fiscal 2026.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year;

Sr.No.	Name of the Director	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year
1	Mr. Saroj Kumar Poddar - Chairman*	Nil
2	Mr. Akshay Poddar - Non-Executive Director*	Nil
3	Mr. Nitin M. Kantak - Executive Director**	Nil
4	Mr. Athar Shahab - Non-Executive Director*	Nil
5	Mr. Dipankar Chatterji - Independent Director*	Nil
6	Mr. Amandeep - Independent Director*	Nil
7	Mrs. Reena Suraiya - Independent Director*	Nil
8	Mr. Sanjeev Lall - Independent Director*	Nil
9	Mr. Manish Malik - Chief Financial Officer*	10%
10	Mrs. Asheeba Pereira - Company Secretary*	N.A.

*The % increase of remuneration is provided only for those directors and KMPs who have drawn remuneration from the Company for full fiscal 2026 and full fiscal 2025. This does not include sitting fees for attending the Meetings. The ratio of remuneration to MRE is provided only for those directors and KMPs who have drawn remuneration from the Company for the full fiscal 2026.

**He has drawn remuneration only for part of the year; accordingly, comparable remuneration details for the previous financial year are not available.

(iii) The percentage increase in the median remuneration of employees in the financial year: 12.70%

(iv) The number of permanent employees on the rolls of Company:

There are 9 permanent employees on the rolls of the Company as on 31st March, 2026.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Other than the managerial personnel and KMP, the employees were given increment of 6% on an average.

There were no exceptional circumstances for increase in the managerial remuneration.

(vi) The Remuneration paid to Key Managerial Personnel is as per the Remuneration policy of the Company.

For and On behalf of the Board of Directors of
Zuari Agro Chemicals Limited

Date: 15th May, 2026

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

ANNEXURE 'J' TO THE BOARD'S REPORT

Statement of Particulars of Employees of Zuari Agro Chemicals Limited Pursuant to the Provisions of Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Designation	Remuneration received;	Nature of employment, whether contractual or otherwise;	Qualifications and experience of the employee;	Date of commencement of employment; (DOJ)	The age of such employee; DOB	The last employment held by such employee before joining the company;	The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) of Rule 5	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:
A)	**if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two Lakh rupees;**									
					NOT APPLICABLE					
B)	**if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight Lakh and fifty thousand rupees per month**									
					NOT APPLICABLE					

For and on behalf of the Board of Directors of
Zuari Agro Chemicals Limited

Nitin M. Kantak	**Akshay Poddar**
Executive Director	Director
DIN: 08029847	DIN: 00008686

Date : 15th May, 2026

ANNEXURE 'K' TO THE BOARD'S REPORT

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 transactions under fourth proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Number of contracts or arrangements or transactions not at arm's length basis: Nil

2. Details of material contracts or arrangements or transactions at arm's length basis

Number of material contracts or arrangements or transactions at arm's length basis: 1

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	L24123KA1966PLC002036
Name(s) of the related party	Mangalore Chemicals & Fertilizers Limited (MCFL)
Nature of relationship	Erstwhile subsidiary Company
Nature of contracts/ arrangements/ transactions	Slump sale of the Company's granulated single super phosphate (SSP) plant and certain associated business to MCFL
Duration of the contracts / arrangements/ transactions	As per the validity of the Scheme
Salient terms of the contracts or arrangements or transactions including actual / expected contractual amount	Sale of the Company's granulated single super phosphate (SSP) plant situated at Mahad, Maharashtra together with certain associated business to MCFL on a slump sale basis for a consideration of ₹ 72.25 Crore.
Date of approval by the Board (DD/MM/YYYY)	8th August, 2025
Amount paid as advances, if any	NA

Note: The Company has also entered into other transactions with related parties on an arm's length basis, the details of which are disclosed in the notes to the Financial Statements.

For and On behalf of the Board of Directors of
Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Date: 15th May, 2026

ANNEXURE 'L' TO THE BOARD'S REPORT

Form AOC-1

PART A

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Pursuant to first proviso to sub-Section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014)

Part 'A': Subsidiaries

Number of Subsidiaries : 1

Sr. No.	Particulars	Details
1.	CIN/ any other registration number of subsidiary company	U52202GA2019PLC014150
2.	Name of the subsidiary	Zuari Farmhub Limited
3.	Date since when subsidiary was acquired	23-03-2020
4.	Provisions pursuant to which the company has become a subsidiary (Section 2(87)(i)/Section 2(87)(ii)	Section 2(87)(ii)
5.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-04-2025 to 31-03-2026
6.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Reporting Currency: ₹ In Lakhs Exchange Rate: NA
7.	Share capital	8,660.26
8.	Reserves & surplus	6,749.10
9.	Total Assets	61,518.02
10.	Total Liabilities	46,108.66
11.	Investments	-
12.	Turnover	1,36,596.46
13.	Profit/(Loss) before taxation	3,939.60
14.	Tax expense/(credit)	1,086.05
15.	Profit/(Loss) after Taxation	2,853.55
16.	Proposed Dividend	-
17.	% of shareholding	99.54%

Note 1 : Names of subsidiaries which are yet to commence operations - Nil.

Note 2 : Names of subsidiaries which have been sold during the year – Mangalore Chemicals & Fertilizers Limited (MCFL) ceased to be a subsidiary of the Company with effect from 13-10-2025, consequent upon the transfer of the Company's 24.50% shareholding in MCFL to Zuari Maroc Phosphates Private Limited pursuant to the Scheme of Arrangement between MCFL and Paradeep Phosphates Limited.

For and On behalf of the Board of Directors of
Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
ACS: A48097

Date: 15th May, 2026

PART B- Associates and Joint Ventures

Statement containing salient features of the Financial Statement of Joint Venture & Associates

(Pursuant to proviso to sub-Section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Sr. No.	Particulars	Joint Venture
	Name of Associates/Joint Ventures	**Zuari Maroc Phosphates Private Limited (Consolidated)** **(Rs in Lakhs unless otherwise stated)**
1.	Latest audited Balance sheet	31st March, 2026
2.	Date on which the Joint Venture was acquired	27-06-2011
3.	Shares of Joint Venture held by the Company on the year end	50%
	Number of Shares	18,67,32,401
	Amount of Investment in Joint Venture	35,721.60
	Extent of Holding (in percentage)	50%
4.	Description of how there is significant influence	Based on the Percentage of Holding in the Joint Venture Company
5.	Reason why the Joint Venture is not consolidated	Not Applicable
6.	Net worth attributable to Shareholding as per latest audited Balance sheet	1,75,007.30
7.	Profit/(Loss) for the year {Profit/(Loss) after Tax}	85,359.10
	i. Considered in Consolidation	21,760.04
	ii. Not Considered in Consolidation	63,599.06

Note 1 : Associates or Joint Ventures which are yet to commence Operations-None

Note 2 : Joint Ventures which have been sold during the Year-None

For and On behalf of the Board of Directors of
Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
ACS: A48097

Date: 15th May, 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of Zuari Agro Chemicals Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of Zuari Agro Chemicals Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss including the statement of other comprehensive income, the Statement of Cash Flows and the Statement of changes in Equity for the year then ended, and Notes to the Standalone Financial Statements, including a Summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit including other comprehensive income and its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules there-under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements for the financial year ended 31st March, 2026. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Assessment of Going Concern Basis (As described in Note 49 of the financial statement) Zuari Agro Chemicals Limited ("the Company") has ceased its primary business operations during the year under audit. The Company currently has no revenue from operations and is in the process of evaluating and pursuing new business opportunities, including strategic diversification into mining activities. In pursuance thereof, the Company has altered its object clause to enable it to explore mining and associated activities, and has evaluated making a bid for the auction of Iron Ore blocks in Goa. The Company's net worth as on 31st March 2026 stands at ₹ 632 crores. The Company holds significant immovable properties (including land parcels carried at nominal book value but having substantial realisable market value), strategic financial investments, and other assets, the aggregate realisable value of which is considered by management to be significantly higher than the Company's existing liabilities. Management has concluded, and represented to us, that there exists no material uncertainty that would cast significant doubt on the Company's ability to continue as a going concern. Accordingly, the financial statements have been prepared on a going concern basis.	**Our audit procedures in respect of the going concern assessment included, but were not limited to, the following:** • Obtained and reviewed management's written going concern assessment and representation letter, setting out the factors supporting the appropriateness of the going concern assumption. • Evaluated the reasonableness of management's assessment against the financial position of the Company as at 31st March 2026, including a review of the net worth of ₹ 632 crores, the composition of assets, and the nature and quantum of existing liabilities. • Verified the carrying value of significant immovable properties and financial investments in the books of account and assessed whether management's assertion regarding their realisable market value is supported by available evidence, including independent valuations or market data where available. • Reviewed the Company's Memorandum of Association to verify that the object clause has been duly amended to include mining and associated activities, as represented by management.

Key Audit Matter	How our audit addressed the key audit matter
We have identified the assessment of the appropriateness of the going concern assumption as a Key Audit Matter, given: • The absence of revenue from operations during the year, which is a significant indicator requiring careful evaluation under SA 570 (Revised), Going Concern; • The Company's reliance on asset monetisation, strategic investors, and new business development to sustain operations and meet financial obligations; and • The inherent uncertainty associated with the outcome of exploratory business initiatives, including the proposed foray into mining activities, which are subject to regulatory approvals, competitive bidding outcomes, and market conditions — all outside the control of management. Given the significance of the judgements involved in management's going concern assessment, and the potential impact on the financial statements if these judgements were to change, we have determined this matter to be of most significance in our audit of the financial statements for the year ended 31st March 2026.	• Assessed the Company's ability to meet its financial obligations as they fall due by reviewing the maturity profile of liabilities, the liquidity position, and available unencumbered assets that can be monetised if required. • Reviewed correspondence with lenders, bankers, and key stakeholders, where available, to assess the Company's ongoing ability to raise finance and maintain financial relationships. • Assessed whether the disclosures made in the financial statements in respect of the going concern assumption are adequate and in accordance with the requirements of Ind AS 1 — Presentation of Financial Statements. (Refer Note 49 to the financial statements) • Based on the audit procedures performed, we concur with management's assessment that the going concern assumption is appropriate in the preparation of the financial statements of the Company for the year ended 31st March 2026. We did not identify evidence of a material uncertainty that would cast significant doubt on the Company's ability to continue as a going concern. Accordingly, no modification to our opinion is required in this regard *This Key Audit Matter has been identified in accordance with SA 701, Communicating Key Audit Matters in the Independent Auditor's Report. Since management has concluded that no material uncertainty exists as at 31st March 2026, no Emphasis of Matter paragraph under SA 706 is required.*
Estimates with respect to recognition of deferred tax assets on unused tax losses. For the year ended 31st March, 2026, the company has not recognized deferred tax income/expense in the Standalone financial statements on unused tax losses Deferred tax assets are recognized on unabsorbed tax losses when it is probable that taxable profit will be available against which such tax losses can be utilized. The Company's ability to recognize deferred tax assets on unabsorbed tax losses is assessed by the management at the end of each reporting period, taking into account forecasts of future taxable profits and the assumptions on which such projections are determined by the management. Given the degree of estimation based on the projection of future taxable profits, management's decision to not create deferred tax assets on unabsorbed tax losses has been identified to be a key audit matter.	**Our audit procedures included among the others, the following:** • Gained an understanding of the deferred tax assessment process and assessed the design and tested the operating effectiveness of controls over recognition of deferred tax. • Discussed and evaluated management's assumptions and estimates like projected revenue growth, margins, etc. in relation to the probability of generating future taxable income to support the utilization of deferred tax on unabsorbed tax losses with reference to forecast taxable income and performed sensitivity analysis. • Tested the arithmetical accuracy of the model. • Assessed the related disclosures in respect of the deferred tax assets in the Standalone financial statements.

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and Auditor's Report thereon. The company's annual report is expected to be made available to us after the date of this auditor's report.

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

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

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If We conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone 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 Standalone 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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the **"Annexure 1"**, a statement on the matters

specified in paragraphs 3 and 4 of the said Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss including statement of other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report, are in agreement with the books of account.

   d. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.

   e. On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 2**" to this report.

   g. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to me/us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements refer note 32 of Standalone Financial Statements.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There was no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2026.

      iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 52(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall,

         - 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, as disclosed in the Note 52 (vi) to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall,

         - whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
         - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

         c) Based on such audit procedures performed 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 (a) and (b) of clause iv above contain any material mis-statement.

      v. The company has neither declared nor paid any interim dividend or final dividend during the year. Therefore, reporting under rule 11 (f) of companies (Audit and Auditors) Rules 2014 is not applicable.

      vi. The company has used an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all the transactions recorded in the software and the audit trail feature has not been tampered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.

For K.P.Rao & Co
Chartered Accountants
Firm Reg. No. 003135S

Prashanth S
Partner
Membership Number: 228407

UDIN: 26228407GIAANQ7521

Place: Bangalore
Date : 15.05.2026

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE.

(i) a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) As the company is not having any intangible assets, reporting under clause 3(i)(a)(B) of the Order is not applicable.

b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and based on the examination of records of the company and the registered sale deeds / transfer deeds / conveyance deeds provided to us, we report that the title deeds of all the immovable properties, comprising of land and building, are in the name of the company except below mentioned for which title deeds are not in the name of the company and conveyance deeds in respect of the same are yet to be executed in the name of the company.

Particulars	Description	Gross Carrying Value (INR in Lakhs)	Title Deed in the name of	Whether title deed holder is promoter, director or relative	Date of Property held	Reason for not held in the name of the company
Freehold Land	Land	2.97	Jose Robello	No	2011-12	Mutation is in Process

d) The Company has not revalued any of its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.

e) Based on the information and explanation furnished to us, no proceedings have been initiated on the Company under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and Rules made there under.

(ii) a. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and in our opinion, the coverage and procedure of such verification is appropriate. Based on the information and explanation furnished to us, no material discrepancies in excess of 10% or more in the aggregate for classes of inventory were noticed on physical verification.

b. During the year, the company has not availed, at any point of time of the year, working capital limits from banks on the basis of security of current assets. Hence reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) During the year the Company has not made investments in, provided loans, advances in the nature of loans, stood guarantee or provided security to Companies, Firms, Limited Liability Partnerships or any other parties. Hence, the requirement to report under clause 3(iii) of the Order is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of Sections 185 and 186 of the Companies Act, 2013 attract. Hence, clause 3(iv) of the order is not applicable.

(v) The Company has not accepted any deposit, within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year hence, the reporting under clause 3(v) of the order is not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) a. According to the information and explanations given to us and according to the books and records as produced and examined by us, in respect of statutory dues, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Goods & Service Tax, Cess and other material statutory dues as applicable with the appropriate authorities. As at last day of financial year, there were no amounts payable in respect of the aforesaid statutory dues outstanding for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited on account of any dispute except for following:

Name of the Statute	Name of the Dues	Amount (in INR lacs)- CARO 31.03.2026	Period to which amount relates	Forum Where Dispute is pending
Income Tax Act,1961	Disallowance of claim under section 115JB(2C) and disallowance of depreciation on Goodwill.	12.95	2017-18	Commissioner of Income Tax (Appeals)
Income Tax Act,1961	Addition of Income on account of: - u/s 36(1)(iii) of the I.T. Act, - Long Term Capital Gain & - u/s 50C of the Income tax Act	4102.53	2021-22	Commissioner of Income Tax (Appeals)
Income Tax Act,1961	Disallowance on account of - Interest paid to various parties - under section 14A - Advances written off - Depreciation on intangible asset (goodwill) - Depreciation under section 32(1)(iia)	636.32	2019-20	Commissioner of Income Tax (Appeals)
Income Tax act 1961	Disallowance on account of sec 14A – loss on sale of fertilizer bonds	1,519.66	2011-12	Income Tax Appellate Tribunal
Income Tax act 1961	Disallowance on account of sec 14A	292.20	2013-14	Income Tax Appellate Tribunal
Goods and Service Tax Act, 2017, UP	Demand for disallowance of ITC availed on purchases	15.88	2018-19	Additional Commissioner (Appeals) GST
Goods and Service Tax Act, 2017, Maharashtra	Demand for disallowance of ITC availed on purchases	111.67	2019-20	Joint Commissioner of State Tax
Goods and Service Tax Act, 2017, West Bengal	Demand for disallowance of ITC availed on purchases	10.38	2017-18	Additional Commissioner (Appeals) GST
Goods and Service Tax Act, 2017, Chattisgarh	Demand for disallowance of ITC availed on purchases	33.24	2019-2020	Joint Commissioner (Appeals) State Tax,GST
Goods and Service Tax Act, 2017, Odisha	Demand for disallowance of ITC availed on purchases	1.59	2019-20	Joint Commissioner of State Tax (Appeals) GST
Customs Tariff Act, 1975	Short levy of Duty on goods	0.45	2019-20	Assistant Commissioner of Customs

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) a. According to the books and records of the Company examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b. According to the information and explanation given to us and on the basis of our audit procedure, we report that the company has not been declared wilful defaulter by any bank or financial institution or other lenders.

c. In our opinion, and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

d. On an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e. On an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Hence, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

f. On an overall examination of the financial statements of the company, we report that the company has raised loans during the year on the pledge of securities held in its subsidiary. Details of which are given below. Further, the company has not defaulted in repayment of such loans raised.

Name of the Lender	Nature of Loans	Amount of Loan in Rs Lakhs	Name of Subsidiary	Details of Security
360 One Prime Limited	Short Term Loan	15,000	Mangalore chemicals and Fertilizers (Merged with Paradeep Phosphates limited in October 2025	Pledge of equity shares 1,03,36,540 Shares

(x) a. The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments). Hence, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

b. According to the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) a. To the best of our knowledge and according to the information and explanations given to us and on the basis of examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, no fraud by the Company or on the Company was noticed or reported during the year.

b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c. According to the information and explanations given to us including the representation made to us by the management of the Company, no whistle-blower complaints were received by the Company during the year and hence, reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

(xii) The Company is not a Nidhi company and hence, reporting under clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details thereof have been disclosed in the standalone financial statements, as required by the applicable Accounting Standards.

(xiv) a. In our opinion and based on our examination, the company has an internal audit system which is commensurate with the size and nature of its business.

b. We have considered the reports of Internal Auditor of the company issued for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, during the year, Company has not entered into any non-cash transactions with its directors or persons connected with him and accordingly, the reporting under clause 3(xv) of the Order is not applicable to the Company.

(xvi) a. Based on the audited financial statements of the Company for the year ended 31 March 2025 (being the last audited financial statements available during the year), the Company has not met the criteria of principal business as defined for identification of a Non-Banking Financial Company in terms of the Press Release dated 8 April 1999 issued by the Reserve Bank of India. Accordingly, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 during the year ended 31 March 2026.

We further report that although the Company's financial asset and income composition during the year ended 31 March 2026 has exceeded the aforesaid thresholds, such position does not, based on management's assessment and the applicable regulatory framework, necessitate registration under Section 45-IA of the Act during the year.

b. In our Opinion and based on our examination, the Company is not engaged in any Non-Banking Financial or Housing Finance activities, hence reporting under clause xiv(b) of the order is not applicable.

c. Based on the audited financial statements of the Company for the year ended 31 March 2025 (being the last audited financial statements available during the year), the Company has not met the 90-60 criteria referred under Core investment companies (Reserve Bank) Directions 2016. Hence it is not a CIC.

We further report that although the Company's investment positions in the group companies as at the year ended 31 March 2026 has also not exceeded the aforesaid thresholds, it does not necessitate classification of company as CIC during the year.

d. According to the information and explanations given by the management, the group does not have CIC as a part of group. Accordingly, the reporting under Clause 3(xvi)(d) is not applicable to the Company.

(xvii) Based on our examination of books of accounts, the company has not incurred cash losses in the current year. However, it had incurred cash losses in the immediately preceding financial year.

The details of the cash losses 2025-26 is as follows

(INR in lakhs)

Particulars	FY 2025-26	FY 2024-25
Loss after tax	NIL	**7,310.15**
Less: Depreciation and amortization	NIL	**316.17**
Less: Write off of Fixed Assets	NIL	**107.85**
Less Write off Inventory	NIL	**178.33**
Add: Liabilities Written Back	NIL	**467.36**
Cash Loss for the year	NIL	**7,175.16**

(xviii) There has been no resignation of the statutory auditors 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, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.

(xx) The provision of section 135 is not applicable to the company. Accordingly, reporting under clause 3(xx)(a) & (b) of the Order is not applicable to the Company.

For K.P.Rao & Co
Chartered Accountants
Firm Reg. No. 003135S

Prashanth S
Partner
Membership Number: 228407

UDIN: 26228407GIAANQ7521

Place: Bangalore
Date : 15.05.2026

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ZUARI AGRO CHEMICALS 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 standalone financial statements of Zuari Agro Chemicals Limited ('the Company") as of 31st March 2026 in conjunction with our audit of the standalone financial statements of the company as at that date.

In our opinion, the Company has maintained, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31st March 2026, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. However, the existing policies, systems, procedures and internal controls followed by the Company have to be completely and appropriately documented.

Management's and Board of Director's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the 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 the Companies Act, 2013 ('the Act').

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('the Standards'), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with reference to Financial Statements

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

i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and

iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

For K.P.Rao & Co
Chartered Accountants
Firm Reg. No. 003135S

Prashanth S
Partner
Membership Number: 228407
UDIN: 26228407GIAANQ7521

Place: Bangalore
Date : 15.05.2026

Standalone Balance Sheet as at 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

	Notes	As at 31 March 2026	As at 31 March 2025
ASSETS			
Non-current assets			
Property, Plant and Equipment	**3**	513.91	4,714.80
Right of Use Assets	**4**	429.01	768.86
Capital Work in Progress	**3**	-	449.74
Investment Property	**5**	340.99	342.44
Financial Assets			
(i) Investment	**6A**	1,27,278.72	63,267.61
(ii) Others	**6B**	6.22	105.42
Other non-current assets	**7**	604.54	605.58
Income Tax Assets (Net)	**20A**	2,709.53	1,217.14
		1,31,882.92	**71,471.59**
Current assets			
Inventories	**8**	-	205.68
Financial Assets			
(i) Investments	**6A**	114.72	-
(ii) Trade Receivables	**9**	-	694.73
(iii) Cash and cash equivalents	**10**	689.45	15,367.47
(iv) Bank balances other than (iii) above	**10.1**	295.62	184.02
(v) Others	**6B**	0.22	7.27
Other current assets	**7**	266.87	828.79
		1,366.88	**17,287.96**
Assets classified as held for sale	**8A**	-	24,577.83
Total Assets		**1,33,249.80**	**1,13,337.38**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	**11**	4,205.80	4,205.80
Other equity	**12**	59,051.87	9,356.61
Total equity		**63,257.67**	**13,562.41**
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	**13**	10,978.49	13,318.72
(ii) Other financial liabilities	**16**	4.20	-
Provisions	**18**	65.28	62.73
Deferred tax liabilities(Net)	**19**	7,476.94	-
		18,524.91	**13,381.45**

Standalone Balance Sheet as at 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

	Notes	As at 31 March 2026	As at 31 March 2025
Current liabilities			
Financial Liabilities			
(i) Borrowings	**14**	41,345.49	43,353.82
(ii) Trade Payables	**15**		
a) total outstanding dues of micro enterprises and small enterprises		0.16	47.56
b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,223.46	10,636.57
(iii) Other financial liabilities	**16**	6,823.16	31,972.56
Other current liabilities	**17**	99.78	377.21
Provisions	**18**	161.68	5.80
Current tax liabilities (net)	**20B**	1,813.49	-
		51,467.22	**86,393.52**
Liabilities directly associated with the assets held for sale		**-**	**-**
Total liabilities		**69,992.13**	**99,774.97**
Total Equity and Liabilities		**1,33,249.80**	**1,13,337.38**

Summary of significant accounting policies **2**

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place : New Delhi
Date: 15 May 2026

Standalone Statement of Profit and Loss for the period ended 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

		Notes	For the year ended 31 March 2026	For the year ended 31 March 2025
I	**Revenue**			
	Revenue From Operations		-	-
	Other Income	21	1,764.76	2,724.87
	Total Income (I)		**1,764.76**	**2,724.87**
II	**Expenses**			
	Cost of raw material and components consumed		-	-
	Purchases of traded goods		-	-
	Changes in inventories of finished goods, traded goods and work in progress		-	-
	Employee benefits expense	22	235.83	375.35
	Finance costs	23	5,756.14	8,590.27
	Depreciation and amortization expense	24	14.73	5.29
	Other expenses	25	977.85	837.79
	Total expenses (II)		**6,984.55**	**9,808.70**
III	**Profit/(loss) before exceptional items and tax (I-II)**		**(5,219.79)**	**(7,083.83)**
IV	Exceptional Items	26	1,16,891.36	-
V	**Profit/(loss) before tax (III+IV)**		**1,11,671.57**	**(7,083.83)**
VI	**Tax expense:**			
	(1) Current Tax	19	1,813.49	-
	(2) Taxes for earlier years	19	-	131.10
	(3) Deferred Tax	19	14,112.83	-
	Tax expense:		**15,926.32**	**131.10**
VII	**Profit/ (loss) for the year from continuing operations (V-VI)**		**95,745.25**	**(7,214.93)**
VIII	Profit/(Loss) before tax for the year from discontinued operations	27	**(266.65)**	**(95.23)**
IX	Tax income/ (expense) of discontinued operations		**-**	**-**
X	**Profit/(Loss) for the year from discontinued operations (VIII - IX)**		**(266.65)**	**(95.23)**
XI	**Profit/(Loss) for the year (VII + X)**		**95,478.60**	**(7,310.16)**
XII	**Other Comprehensive Income**	29	(45,783.34)	579.11
	A Items that will not be reclassified to profit or loss			
	Re-measurement gains (losses) on defined benefit plans		0.78	11.75
	Income tax relating to items that will not be reclassified to profit or loss	29	-	-
	Net (loss)/ gain on FVTOCI financial instruments	29	(52,420.01)	567.36
	Income tax effect	29	6,635.89	-
	B Items that will be reclassified to profit or loss			
	Income tax relating to items that will be reclassified to profit or loss			
XIII	Total Comprehensive Income/(loss) for the period (XI + XII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		49,695.26	(6,731.05)
XIV	**Earnings per shares from continuing operations**	28		
	(1) Basic		227.65	(17.15)
	(2) Diluted		227.65	(17.15)
XV	**Earnings per shares from discontinued operations**	28		
	(1) Basic		(0.63)	(0.23)
	(2) Diluted		(0.63)	(0.23)
XVI	**Earnings per shares from continuing and discontinued operations**	28		
	(1) Basic		227.02	(17.38)
	(2) Diluted		227.02	(17.38)

Summary of significant accounting policies 2

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place: New Delhi
Date: 15 May 2026

Standalone Statement of cash flows for the year ended 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

		For the year ended 31 March 2026	For the year ended 31 March 2025
A	**Cash flow from operating activities:**		
	Profit/(Loss) before tax from continuing operations	1,11,671.57	(7,083.83)
	Profit/(Loss) before tax from discontinued operations	(266.65)	(95.23)
	Adjustments to reconcile loss before tax to net cash flows:		
	Depreciation of property, plant and equipment	135.45	316.17
	Gain on transfer of business of fertiliser plant	(931.59)	-
	Gain on transfer of Equity Shares	(17,273.20)	-
	Gain on receipt of Equity Shares in SWAP	(98,691.13)	-
	Statutory impact of new Labour Codes	4.56	-
	Loss on discard of Fixed Assets	4.58	107.85
	(Profit) / Loss on disposal of property, plant and equipment & Investment Property (net)	(1.41)	(1,646.70)
	Excess provision / unclaimed liabilities / unclaimed balances written back	(684.45)	(467.36)
	Bad debts, claims and advances written off	65.47	-
	Rental Income	(5.59)	(0.41)
	Interest expense	5,715.34	8,585.70
	Interest income	(46.99)	(95.29)
	Dividend income	(989.23)	(971.23)
	Operating profit before working capital adjustments	**(1,293.27)**	**(1,350.33)**
	Working capital adjustments :		
	Increase / (Decrease) in provisions	178.91	9.23
	Increase / (Decrease) in trade payables and other liabilities	(30,032.86)	20,400.33
	(Increase) / Decrease in trade receivables	(855.65)	1,874.32
	(Increase) / Decrease in inventories	(2,913.80)	2,869.24
	(Increase) / Decrease in other assets, financial assets	(440.01)	316.16
		(34,063.41)	**25,469.28**
	Cash Generated From Operations	**(35,356.68)**	**24,118.95**
	Less : Income tax paid (net of refunds)	(1,492.39)	89.84
	Net cash flow from Operating Activities (A)	**(36,849.07)**	**24,208.79**
B	**Cash flow from investing activities:**		
	Purchase of property, plant and equipment, including intangible assets, CWIP and capital advances	(45.33)	(253.27)
	Proceeds from sale of Property, plant and equipment, Intangible assets, CWIP & Investment property	3.81	2,231.75
	Purchase of Current investments (Net)	(114.72)	-
	Purchase of Non Current investments	(17,739.98)	-
	Proceed from Sale of non-current investments	41,813.28	-
	Proceeds from sale of fertiliser business	7,275.00	-
	Investment in bank deposits (having original maturity of more than 3 months)-Net	(103.85)	458.31
	Interest received	54.04	92.05
	Rent received	5.59	0.41
	Dividend received	989.23	971.23
	Net cash flow (used in) in investing activities (B)	**32,137.07**	**3,500.48**

Standalone Statement of cash flows for the year ended 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

		For the year ended 31 March 2026	For the year ended 31 March 2025
C	**Cash flow from financing activities:**		
	Proceeds from long term borrowings	7,000.00	12,922.54
	(Repayment) of long term borrowings	(7,448.56)	(12,362.04)
	Proceeds from short term loans	31,700.00	43,750.00
	(Repayment) of short term loans	(35,600.00)	(50,850.00)
	Interest paid (5,617.46)	(8,309.18)	
	Net cash flow (used in) financing activities (C)	**(9,966.02)**	**(14,848.68)**
D	**Net (decrease)/increase in cash and cash equivalents (A + B + C)**	**(14,678.02)**	**12,860.59**
	Cash and cash equivalents at the beginning of the period	15,367.47	2,506.88
	Cash and cash equivalents at the period end (Refer Note 10)	**689.45**	**15,367.47**
	Balances with banks		
	- On current accounts	148.45	186.85
	- Deposits with original maturity of less than 3 months	541.00	15,180.50
	Cash on hand	0.12	-
	Cash and cash equivalents	**689.45**	**15,367.47**

Summary of significant accounting policies **2**

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place : New Delhi
Date: 15 May 2026

Standalone Statement of changes in equity for the year ended 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

(a) Equity share capital

4,20,58,006 Equity shares of INR 10 each issued, subscribed and fully paid

(1) As at 31st March 2026

As at 01-04-2025	Changes due to prior period errors	Restated balance as at 01-04-2025	Changed during the year	As at 31-03-2026
4,205.80	-	4,205.80	-	4,205.80

(2) As at 31st March 2025

As at 01-04-2024	Changes due to prior period errors	Restated balance as at 01-04-2024	Changed during the year	As at 31-03-2025
4,205.80	-	4,205.80	-	4,205.80

(b) Other Equity

For the year ended 31st March 2026

	Reserves and surplus (Refer Note 12)			OCI		
	Business Restructuring Reserve	Surplus / (deficit) in the statement of profit and loss	General Reserve	Re-measurement (loss) on defined benefit plans	Equity instruments through Other Comprehensive Income	Total other equity
As at 1st April 2025	**65,404.84**	**(68,240.79)**	**6,150.00**	**332.46**	**5,710.10**	**9,356.61**
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance as at 1st April 2025	**65,404.84**	**(68,240.79)**	**6,150.00**	**332.46**	**5,710.10**	**9,356.61**
Total comprehensive income/(loss) for the year	-	95,478.60	-	0.78	(45,784.12)	**49,695.26**
As at 31st March 2026	**65,404.84**	**27,237.81**	**6,150.00**	**333.24**	**(40,074.02)**	**59,051.87**

For the year ended 31st March 2025

	Reserves and surplus (Refer Note 12)			OCI		
	Business Restructuring Reserve	Surplus / (deficit) in the statement of profit and loss	General Reserve	Re-measurement (loss) on defined benefit plans	Equity instruments through Other Comprehensive Income	Total other equity
As at 1st April 2024	**65,404.84**	**(60,930.63)**	**6,150.00**	**320.71**	**5,142.74**	**16,087.66**
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance as at 1st April 2024	**65,404.84**	**(60,930.63)**	**6,150.00**	**320.71**	**5,142.74**	**16,087.66**
Total comprehensive income/(loss) for the year	-	(7,310.16)	-	11.75	567.36	**(6,731.05)**
As at 31st March 2025	**65,404.84**	**(68,240.79)**	**6,150.00**	**332.46**	**5,710.10**	**9,356.61**

Summary of significant accounting policies 2

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 000086

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place: New Delhi
Date: 15 May 2026

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

1. Corporate Information

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the Company is located at Jai Kisaan Bhawan, Zuarinagar, Goa 403726. The Company is in the business of manufacturing, trading and marketing of chemical fertilizers and fertilizer products. The Company caters to the demand of the farmers across the country, through its "Jai Kisaan" brand of Fertilizers.

Pursuant to a Special Resolution passed by the Members at the Extraordinary General Meeting held on 20 March 2026, the Company altered its Object Clause of the MOA. The alteration permits the Company to carry on the business of mining, excavation, extraction, production, processing, beneficiation, grading, washing, transportation, storage, sale, purchase, import, export and dealing in minerals, ores and mineral substances of all kinds including but not limited to coal, iron ore, bauxite, limestone, manganese, chromite and other metallic and non-metallic minerals, and to participate in, bid for, acquire, hold, operate, develop and work mining leases, prospecting licences, composite licences and other mineral concessions through auction or any other mode as permitted by the Central Government or State Governments under applicable laws, rules and regulations.

These standalone financial statements were approved for issue in accordance with a resolution of the Board of Directors of the Company in their meeting held on 15 May 2026.

2.A. Summary of Significant Accounting Policies

i) Basis of Preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities, which have been measured at fair value:

- Derivative financial instruments,
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Defined benefit plans – plan assets measured at fair value.

The standalone financial statements of the Company are presented in Indian Rupee (INR) and all values are rounded to the nearest Lakhs (INR 00,000), except when otherwise indicated.

The significant accounting policies adopted for preparation and presentation of these Ind AS financial statements have been applied consistently, except for the changes in accounting policy for amendments to the standard that were issued effective for the financial year beginning from on or after April 1, 2025, as stated in Note 2C.

ii) Basis of classification of Current and Non-Current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if

a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or

b) it is held primarily for the purpose of being traded; or

c) it is expected to be realized within twelve months after the reporting date; or

d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets have been classified as non-current.

A liability has been classified as current when

a) it is expected to be settled in the Company's normal operating cycle; or

b) it is held primarily for the purpose of being traded; or

c) it is due to be settled within twelve months after the reporting date; or

d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities have been classified as non-current.

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

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company has identified twelve months as its operating cycle.

iii) Foreign Currency Translation

a) Functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The standalone financial

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

statements are presented in Indian Rupee (INR), which is Company's functional and presentation currency.

b) Initial recognition

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date the transaction first qualifies for recognition.

c) Conversion

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

d) Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

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

iv) Derivative financial instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. 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 directly to statement of profit and loss.

v) Fair value measurement

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

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

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

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

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

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

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

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

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

External valuers are involved for valuation of significant assets, and significant liabilities, if any.

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

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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

vi) Non-current assets classified as held for sale

The Company classifies non-current assets classified as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Cost to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expenses. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

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

vii) Property, plant and equipment

On transition to Ind AS i.e. 1 April 2015, the Company has elected to continue with the carrying value of all of its property, plant and equipment (PPE) recognised as at 1 April 2015 measured as per the Indian GAAP and use that carrying value as the deemed cost of the PPE.

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

Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from the existing PPE beyond its previously assessed standard of performance. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

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

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

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

viii) Depreciation on property, plant and equipment

Depreciation on property, plant and equipment (other than specific asset referred under Para (a) to (e) below is calculated using the straight-line basis using the rates arrived at, based on the useful lives estimated by the management. For this purpose, a major portion of the plant has been considered as continuous process plant. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of principal asset. The Company has used the following rates to provide depreciation on its property, plant and equipment which are equal to the rates specified in Schedule II to Companies Act, 2013.

	Useful lives estimated by the management (years)
Factory buildings	30 years
Other buildings (RCC structures)	60 years
Other buildings (other than RCC structures)	30 years
Plant and equipment (Continuous process plant)	25 years
Plant and equipment (Others)	15 years
Furniture and fixtures	10 years
Roads and Culverts	3, 5 and 10 years
Office equipment	3 to 5 years
Vehicles	8 years
Railway Siding	15 years

The management has estimated, supported by independent assessment by professionals, the useful lives of the following classes of assets:

(a) The useful lives of components of certain plant and equipment are estimated as 5 to 20 years. These lives are lower than those indicated in Schedule II.

(b) The useful lives of certain plant and equipment are estimated as 30 to 40 years. These lives are higher than those indicated in schedule II.

(c) The useful lives of certain buildings are estimated as 5 to 15 years. These lives are lower than those indicated in schedule II.

(d) Insurance/ capital/ critical stores and spares are depreciated over the remaining useful life of related plant and equipment or useful life of insurance/capital/ critical spares, whichever is lower.

(e) Property, plant and equipment whose value is less than INR 5,000/- are depreciated fully in the year of purchase.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if any.

ix) Intangible Assets

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost.

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

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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

The following are the acquired intangible assets:

Software

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

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale

- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

All expenses incurred on research and development activities are expensed as incurred by the Company since these do not meet the recognition criteria as listed above.

x) Investment Property

The Company has elected to continue with the carrying value for all of its investment property as recognized in its previous GAAP standalone financial statements as deemed cost at the transition date, viz., 1 April 2015.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

xi) Impairment of non-financial assets

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. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available, and if no such transactions can be identified an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's CGU's to which the individual assets are allocated. These budgets and forecast calculations are generally cover a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. 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 recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

xii) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

b) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Interest-bearing loans and borrowings.

c) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Ind AS 116:

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to re-measure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the re-measurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Company adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. Accordingly, comparatives for the period ended 31 March 2019 have not be retrospectively adjusted. The Company elected to apply the standard to contracts that were previously identified as leases applying Ind AS 17. The Company also elected to use the exemptions proposed by the standard on lease contracts for which the lease terms ends within 12 months as of the date of initial application, and lease contracts for which the underlying asset is of low value.

a. Nature of the effect of adoption of Ind AS 116

The Company has lease contracts for various guest house, retail outlets and land. Before the adoption of Ind AS 116, the Company classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. A lease was classified as a finance lease if it transferred substantially all of the risks and rewards incidental to ownership of the leased asset to the Company; otherwise it was classified as an operating lease. Finance leases were capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between interest (recognised as finance costs) and reduction of the lease liability. In an operating lease, the leased property was not capitalised and the lease payments were recognised as rent expense in the statement of profit or loss on a straight-line basis over the lease term. Any prepaid rent and accrued rent were recognised under Prepayments and Trade and other payables, respectively.

Upon adoption of Ind AS 116, the Company applied a single recognition and measurement approach for all leases that it is the lessee, except for short-term leases and leases of low-value assets. The standard provides specific transition requirements and practical expedients, which has been applied by the Company.

Leases previously classified as finance leases

The Company did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under Ind AS 17). The requirements of Ind AS 116 was applied to these leases from 1 April 2019.

Leases previously accounted for as operating leases

The Company recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases were recognised based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. In some leases, the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Company also applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months at the date of initial application

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- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease

xiii) Financial instruments

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

a) Financial assets

Initial recognition and measurement

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

Subsequent measurement

Debt Instruments-

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

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

Debt instruments at amortised cost

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

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

(b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

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

Debt instrument at FVTOCI

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

(a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

(b) The asset's contractual cash flows represent sole payments of principal and interest (SPPI).

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

Debt instrument at FVTPL

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

Equity Instruments-

Investments in subsidiaries are subsequently measured at cost.

For the purposes of subsequent measurement of other equity instruments classification is made into below two categories:

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

Equity investments other than investments in subsidiaries are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument - by-instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

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

Derecognition

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

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

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses (ECL) associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

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

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

For recognition of impairment loss on other financial assets and risk exposure, the Company categorizes them into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: When financial assets are first recognized, the Company recognizes an allowance based on 12 months ECLs. Stage 1 financial assets also include facilities where the credit risk has improved and the financial assets has been reclassified from Stage 2.

Stage 2: When a financial assets has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the financial assets has been reclassified from Stage 3.

Stage 3: Financial assets considered credit-impaired. The Company records an allowance for the LTECLs.

b) Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for

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trading if they are incurred for the purpose of repurchasing in the near term.

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

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the 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 or loss.

Financial guarantee contracts

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

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

c) Offsetting of financial instruments

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

xiv) Cash and Cash equivalents

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

xv) Dividend to equity holders of the Company

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

xvi) Inventories

Inventories are valued at the lower of Cost and Net Realisable Value.

The Cost is determined as follows:

a) Raw materials and Store and Spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Moving weighted average method.

b) Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on Moving weighted average method.

c) Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Moving weighted average method.

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

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

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

xvii) Borrowing Costs

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

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

xviii) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in paragraph 2.B.

Sale of goods

Revenue from sale of product is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the product. The normal credit term is 15 to 120 days upon delivery.

Revenue from sale of goods, including concession in respect of Urea, DAP, MOP and Complex Fertilizers receivable from the Government of India under the New Pricing Scheme/Concession Scheme, is recognized when the significant risk and rewards of ownership of the goods have passed to the customers, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

Concessions in respect of Urea as notified under the New Pricing Scheme is recognized with adjustments for escalation/ de–escalation in the prices of inputs and other adjustments as estimated by the management in accordance with the known policy parameters in this regard.

Subsidy for Phosphatic and Potassic (P&K) fertilisers are recognized as per rates notified by the Government of India in accordance with Nutrient Based Subsidy Policy from time to time.

Uniform freight subsidy on Urea, Complex fertilisers, Imported DAP and MOP has been accounted for in accordance with the parameters and notified rates.

In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, and consideration payable to the customer (if any).

i) Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right of return and volume rebates. The rights of return and volume rebates give rise to variable consideration.

(a) Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset (and corresponding adjustment to change in inventory is also recognised for the right to recover products from a customer.

(b) Volume rebates

The Company provides volume rebates to certain customers once the quantity of goods purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that

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best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

ii) Significant financing component

Occasionally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract assets

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

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in paragraph xiii) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

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

Assets and liabilities arising from rights of return

Right of return assets

Right of return asset represents the Company's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

As per Ind AS 115 and the Educational Material of Ind AS 115, From 1 July 2017, the GST regime has been introduced, revenue is being recognised net of GST.

Insurance claims

Insurance claims and receivable on account of interest from dealers on delayed payment are accounted for to the extent the Company is reasonably certain of their ultimate collection.

Interest income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend

Dividend is recognized when the shareholders' right to receive payment is established by the balance sheet date.

xix) Retirement and other employee benefits

i) Provident Fund

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

Till surrender of its exemption to hold contribution in Employees' Provident Fund Trust of the Company (Zuari Industries Limited Employee Provident Fund Trust – ZIL EPF Trust) to Employees' Provident Fund Organisation (EPFO) based on the statutory obligation as at January 31, 2025 Retirement benefits in the form of Provident Fund, is defined benefit obligation and is provided on the basis of actuarial valuation of projected unit credit method made at the end of each financial year. The difference between the actuarial valuation of the provident fund of employees at the year end and the balance of own managed fund is provided for as liability in the books in terms of the provisions under the Employee Provident Fund and Miscellaneous Provisions Act, 1952. Any excess of plan assets over projected benefit obligation is ignored as such surplus is distributed to the beneficiaries of the trust.

ii) Superannuation and Contributory Pension Fund

Retirement benefit in the form of Superannuation Fund and Contributory Pension Fund are defined contribution scheme. The Company has no obligation, other than the contribution payable to the Superannuation Fund and Contributory Pension Fund to Life Insurance Corporation of India (LIC) against the insurance policy taken with them. The Company recognizes contribution payable to the Superannuation Fund and Contributory Pension Fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

iii) Gratuity

Retirement benefit in the form of gratuity is defined benefit obligation and is provided on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

The Company has taken insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees. Where employees are not covered under qualifying gratuity insurance policy, the gratuity plan for such employees is entirely unfunded.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income and such re-measurement gain / (loss) are not reclassified to the statement of profit and loss in the subsequent periods. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

iv) Post-Retirement Medical Benefit

Post-retirement medical benefit is a defined benefit obligation which is provided for based on actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurement, comprising of actuarial gains and losses, are recognised in the period in which they occur, directly in statement of profit & loss.

v) Leave Encashment

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Re-measurement, comprising of actuarial gains and losses, are recognised in the period in which they occur, directly in statement of profit and loss.

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The Company treats accumulated leave expected to be carried forward beyond twelve months as long term employee benefit for measurement purpose. Such long term compensated absences are provided for based on actuarial valuation using the projected unit credit method at the year end. The Company presents the leave as a current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

vi) Pension Fund

Retirement benefit in the form of family pension fund and National Pension Scheme are defined contribution scheme. The Company has no obligation, other than the contribution payable to the pension fund. The Company recognizes contribution payable to the pension fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

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

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

vii) Voluntary Retirement Scheme

Compensation to employees under the voluntary retirement scheme of the Company is computed on the basis of number of employees exercising the retirement option under the scheme.

viii) Short term employee benefits

All employee benefits payable/ available within twelve months of rendering of service are classified as short term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the statement of profit and loss in the period in which the employee renders the related service.

xx) Taxes

Current Income Tax and Deferred Tax

Tax expense comprises current income tax and deferred tax. Current income-tax expense is measured at the amount expected to be paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Goods and Service Tax (GST) / Sales/value added taxes paid on acquisition of assets or on incurring expenses

When GST amount incurred on purchase of assets or services is not recoverable from the taxation authority, the GST paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable. Otherwise, expenses and assets are recognized net of the amount of GST paid. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

xxi) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Company by the weighted average number of the equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

xxii) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy relates to an expenses item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.

Where the grant or subsidy relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

xxiii) Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

In case of seeds division, the Company makes an estimation of probable sales return out of the sales booked during the financial year, considering the terms and condition of the sale and past tendency of such sales return. A provision is made for loss on account of such estimated sales return which is approximate to the amount of profit originally booked on such sale.

xxiv) Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Chief Operating Decision Maker review the performance of the Company according to the nature of products manufactured, traded and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the locations of customers.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting standalone financial statements of the Company as a whole.

2.B. Significant accounting judgements, estimates and assumptions

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Determining the lease term of contracts with renewal and termination options- Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

b) Defined benefit plans

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for defined benefit plans, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on the expected future inflation rates. Further details about the defined benefit obligations are given in Note 35.

c) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets wherever possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 39 for further disclosures.

d) Provision for expected credit losses of trade receivables

The Company uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and coverage by deposits or others instruments).

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables is disclosed in Note 40.

e) **Useful life of Property, plant and equipment**

The management estimates the useful life and residual value of property, plant and equipment based on technical evaluation. These assumptions are reviewed at each reporting date.

f) **Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Company.

g) **Revenue from contracts with customers**

The Company applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the sale of goods include a right of return and volume rebates that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Company determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of goods with rights of return, given the large number of customer contracts that have similar characteristics. In estimating the variable consideration for the sale of goods with volume rebates, the Company determined that using a combination of the most likely amount method and expected value method is appropriate. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Estimating variable consideration for returns and volume rebates

The Company estimates variable considerations to be included in the transaction price for the sale of goods with rights of return and volume rebates.

The Company developed a statistical model for forecasting sales returns. The model used the historical return data of each product to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Company.

The Company's expected volume rebates are analysed on a per customer basis for contracts that are subject to a single volume threshold. Determining whether a customer will be likely entitled to rebate will depend on the customer's historical rebates entitlement and accumulated purchases to date.

The Company applied a statistical model for estimating expected volume rebates for contracts with more than one volume threshold. The model uses the historical purchasing patterns and rebates entitlement of customers to determine the expected rebate percentages and the expected value of the variable consideration. Any significant changes in experience as compared to historical purchasing patterns and rebate entitlements of customers will impact the expected rebate percentages estimated by the Company.

The Company updates its assessment of expected returns and volume rebates quarterly and the refund liabilities are adjusted accordingly. Estimates of expected returns and volume rebates are sensitive to changes in circumstances and the Company's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future.

h) **Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

i) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

2.C. Recent pronouncement

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.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.
2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.
3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

3. Property, plant and equipment

(INR in Lakhs)

Particulars	Freehold Land	Buildings	Plant & machinery	Furniture & fixtures	Office equipment	Vehicles	Total	CWIP	Grand Total
Deemed Cost									
As at 01.04.2024	**-**	**4,325.56**	**3,728.93**	**27.32**	**113.25**	**63.97**	**8,259.05**	**239.10**	**8,498.14**
Additions	-	-	1.79	0.69	3.26	-	5.74	210.64	**216.38**
Disposals	-	321.72	30.26	17.33	77.35	28.83	475.49	-	**475.49**
Asset classified as held for sale	-	-	-	-	-	-	-	-	**-**
As at 31.03.2025	**-**	**4,003.84**	**3,700.46**	**10.68**	**39.16**	**35.14**	**7,789.30**	**449.74**	**8,239.02**
Additions	-	439.80	4.11	35.76	7.94	-	487.61	32.86	**520.47**
Disposals	-	-	-	-	11.10	2.51	13.61	482.60	**496.21**
Discontinued Operations	-	3,962.87	3,704.57	10.68	25.14	-	7,703.26	-	**7,703.26**
Asset held for sale reclassified as PPE	37.75	-	-	-	-	-	37.75	-	**37.75**
As at 31.03.2026	**37.75**	**480.77**	**-**	**35.76**	**10.86**	**32.63**	**597.77**	**-**	**597.77**
Depreciation									
As at 01.04.2024	**-**	**1,292.82**	**1,654.74**	**25.21**	**93.39**	**59.94**	**3,126.11**	**-**	**3,126.11**
Charge for the year	-	138.83	169.10	1.21	2.94	-	312.08	-	**312.08**
Disposals	-	219.37	26.38	16.18	74.37	27.39	363.69	-	**363.69**
Asset classified as held for sale	-	-	-	-	-	-	-	-	**-**
As at 31.03.2025	**-**	**1,212.28**	**1,797.45**	**10.24**	**21.97**	**32.55**	**3,074.50**	**-**	**3,074.50**
Charge for the year	-	59.15	65.00	6.25	3.34	-	133.75	-	**133.75**
Disposals	-	-	-	-	6.53	1.56	8.09	-	**8.09**
Discontinued Operations	-	1,227.81	1,862.46	10.37	15.64	-	3,116.28	-	**3,116.28**
Asset held for sale reclassified as PPE	-	-	-	-	-	-	-	-	**-**
As at 31.03.2026	**-**	**43.61**	**-**	**6.12**	**3.14**	**31.00**	**83.88**	**-**	**83.88**
Net block									
As at 31.03.2026	**37.75**	**437.15**	**-**	**29.64**	**7.73**	**1.64**	**513.91**	**-**	**513.91**
As at 31.03.2025	**-**	**2,791.56**	**1,903.00**	**0.44**	**17.19**	**2.58**	**4,714.80**	**449.74**	**5,164.52**

i. Building included self constructed building with net book value of INR 439.80 Lakhs (31 March 2025: INR 2,276.00 Lakhs) on leasehold land.

ii. Contractual obligations: Nil

iii. Capital work in progress

Capital work in progress comprises of expenditure for Research & development centre for agricultural soil investigation and compatible fertilizer at Bangalore.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

CWIP ageing schedule as at 31 March 2026 **(INR in Lakhs)**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	-	-	-	-	-

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

CWIP ageing schedule as at 31 March 2025 **(INR in Lakhs)**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	210.64	199.17	39.93	-	449.74

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	449.74	-	-	-	**449.74**
Projects temporarily suspended	-	-	-	-	-

v. Title deeds of Immovable Properties not held in name of the Company

Particulars	Description	Gross Carrying Value	Title deed in the name of	Whether title deed holder is promoter, director or relative	Date of property held	Reason for not held in the name of company
Freehold Land	Land	2.97	Jose Robello	NO	2011-12	Mutation is In process

4. Right of use assets

(INR in Lakhs)

Particulars	Right of use Land (refer note below)	Total Right of use assets
As at 01.04.2024	**817.26**	**817.26**
Additions	-	-
Disposals	-	-
As at 31.03.2025	**817.26**	**817.26**
Additions	-	-
Disposals	-	-
Discontinued Operations	**388.25**	**388.25**
Asset held for sale reclassified as PPE	-	-
As at 31.03.2026	**429.01**	**429.01**
Depreciation		
As at 01.04.2024	**44.31**	**44.31**
Charge for the year	**4.09**	**4.09**
Disposals	-	-

Particulars	Right of use Land (refer note below)	Total Right of use assets
As at 31.03.2025	**48.40**	**48.40**
Charge for the year	**1.70**	**1.70**
Disposals	**-**	**-**
Discontinued Operations	**50.10**	**50.10**
Asset held for sale reclassified as PPE	-	-
As at 31.03.2026	**-**	**-**
Net block		
As at 31.03.2026	**429.01**	**429.01**
As at 31.03.2025	**768.86**	**768.86**

i. This includes, land of INR 396.00 Lakhs (31 March 2025 : INR 396.00 Lakhs) wherein lease cum sale agreement is for a year of 10 years. Lesser shall sell the property at the end of the lease year or extended year, if any.

5. Investment property

(INR in Lakhs)

	Amount
As at 1st April 2024	**342.44**
Additions (subsequent expenditure)	**-**
Disposals	**-**
As at 31st March 2025	**342.44**
Additions (subsequent expenditure)	**-**
Disposals	**1.45**
As at 31st March 2026	**340.99**
Depreciation	
As at 1st April 2024	**-**
Depreciation for the year	**-**
As at 31st March 2025	**-**
Depreciation for the period	**-**
As at 31st March 2026	**-**
Net book value	
As at 31st March 2026	**340.99**
As at 31st March 2025	**342.44**

(INR in Lakhs)

Information regarding income and expenditure of Investment property	31 March 2026	31 March 2025
Rental income derived from investment properties	Nil	Nil
Direct operating expenses (including repairs and maintenance) arising from investment property that generating rental income	Nil	Nil
Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income	Nil	Nil
Profit arising from investment properties before depreciation and indirect expenses	Nil	Nil
Less – Depreciation	Nil	Nil
Profit arising from investment properties before indirect expenses	Nil	Nil

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Investment property consist of freehold lands owned by the Company.

The Ministry of Road Transport and Highways vide their gazette notification dated 02.03.2024 notified compulsory acquisition of 450 sq mtr land situated at village Pannagudi, Taluka Naggapattim. During the year ended 31 March 2026, vide order dated 11.08.2025 The Ministry of Road Transport and Highways awarded compensation to the company.

The Company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources including :-

1. Current prices in an active market of properties of different nature or recent prices of similar properties in less active market adjusted to reflect those differences.
2. Discounted cash flow projections based on reliable estimates of future cash flows.
3. Capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

As at 31 March 2026 and 31 March 2025, the fair values of the investment properties are INR 631.75 Lakhs and INR 609.12 Lakhs respectively. These valuations are based on valuations performed by an accredited independent valuer, who is specialist in valuing these types of investment properties. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied. The valuation is done based on current prices in active market of properties of different nature.

Details of key inputs used in the valuation of investment properties are as below :

Property description : Land situated in the Pannagudi & Karaikal Village, Tamil Nadu

Significant unobservable Inputs	Inputs	
	31 March 2026	31 March 2025
Land area*	25.27 acre	25.38 acre
Prevailing market rate (per acre)	INR 25 Lakhs/acre	INR 24 Lakhs/acre
Guidelines rates obtained from register office	INR 4.00 Lakhs/acre	INR 4.00 Lakhs/acre
Assessed / adopted rate for valuation	INR 25.00 Lakhs/acre	INR 24.00 Lakhs/acre

*During the year ended 31 March 2025 Includes 450 sq mtr land notified for compulsory acquisition. During the year ended 31 March 2026, vide order dated 11.08.2025 The Ministry of Road Transport and Highways awarded compensation to the company.

Reconciliation of fair value: **(INR in Lakhs)**

As at 1st April 2024	**559.20**
Fair value difference	49.92
Purchases	-
Disposal	-
As at 31st March 2025	**609.12**
Fair value difference	25.38
Purchases	-
Disposal	(2.75)
As at 31st March 2026	**631.75**

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

6. Financial assets

6A. Investments

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Other financial assets (Unsecured, considered good)				
Investments in unquoted equity Instruments carried at cost				
Investment in Joint Ventures				
18,67,32,401 (31 March 2025: 17,98,16,228) Equity shares of INR 10/- each fully paid-up of Zuari Maroc Phosphates Private Limited (refer note below (a))	35,721.60	17,981.62	-	-
Investment in subsidiaries				
8,62,02,600 (31 March 2025: 8,62,02,600) Equity shares of INR 10/-each fully paid-up of Zuari Farmhub Limited	8,620.26	8,620.26	-	-
Investments in quoted equity Instruments carried at cost				
Investment in subsidiaries				
Nil (31 March 2025: 3,49,91,362) Equity shares of INR 10/- each fully paid-up of Mangalore Chemicals and Fertilisers Limited (refer note below (b), (c), (e) and Note No. 45)	-	29,572.29	-	-
Investments in equity instruments carried at fair value through other comprehensive income (FVTOCI)				
Quoted equity instruments				
6,54,33,846 (31 March 2025: Nil) Equity shares of INR 10/- each fully paid-up of Paradeep Phosphates Limited (refer note below (b), (c), (e) and Note No. 45)	70,171.26	-	-	-
Unquoted equity instruments				
1,44,000 (31 March 2025: 1,44,000) Equity shares of INR 10/- each fully paid up of Indian Potash Limited (Refer note (d) & (e) below)	12,765.60	7,093.44	-	-
Investment in Mutual Fund				
Quoted				
Investments at fair value through profit and loss				
3,743.388 (March 31, 2025: Nil) units of Axis Liquid Fund-Liquid Fund	-	-	114.72	-
Total	**1,27,278.72**	**63,267.61**	**114.72**	**-**
Aggregate value of quoted Investments	**70,171.26**	**29,572.29**	**-**	**-**
Aggregate value of unquoted Investments	**57,107.46**	**33,695.32**	**-**	**-**
Aggregate net assets value of mutual funds	**-**	**-**	**114.72**	**-**
Total	**1,27,278.72**	**63,267.61**	**114.72**	**-**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(a) During the year ended 31 March 2025, the company has been allotted 69,16,173 number of 0.001% series A compulsory convertible preference shares by Zuari Maroc Phosphates Private Limited at face value of INR 10 each for an aggregate consideration of INR 177.40 Crore in terms of the security subscription agreement entered amongst the Company, Zuari Maroc Phosphates Private Limited and OCP S.A. Subsequently the company has exercised its right to convert them into equity shares and on 22 December 2025 has been allotted 69,16,173 equity shares of face value of INR 10 each.

(b) As of 31 March 2026, Nil (31 March 2025: 3,33,55,907) equity shares of Mangalore Chemicals and Fertilizers Limited ("MCFL") are pledged as security for long-term borrowings from banks/financial institutions (refer Note 13 & 14). Out of the total shares pledged at the end of previous financial year, 2,40,90,907 shares were released prior to the adoption of the previous year's financial statements. Consequent to the amalgamation of MCFL with Paradeep Phosphates Limited ("PPL"), the remaining pledged shares were discharged in exchange for equity shares of PPL under the share swap arrangement. During the year ended 31 March 2026, 2,70,77,050 equity shares of Paradeep Phosphates Limited received pursuant to the merger have been pledged as security for the long-term borrowings (refer Note 13 & 14).

(c) During the year ended 31 March 2026, Mangalore Chemicals & Fertilizers Limited ("MCFL") has been amalgamated into Paradeep Phosphates Limited ("PPL") pursuant to the scheme of amalgamation approved by NCLT. In accordance with the approved share-exchange ratio, the Company received 6,54,33,846 equity shares of PPL in exchange for its erstwhile investment in MCFL.

Consequent to the merger and resulting derecognition of MCFL as a subsidiary, and the initial recognition of the investments in PPL effective from September 30, 2025, the Company has classified this investment in PPL as a Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI) in accordance with the principles of Ind AS 109. Refer the detailed note no 45.

(d) The management has assessed fair value of the investment in unquoted share of Indian Potash Limited based on valuation report of an independent valuer. For details of method and assumptions used for the valuation refer Note 35.

(e) Investments at fair value through OCI (fully paid) reflect investment in quoted and unquoted equity securities. These equity shares are designated as fair value through other comprehensive income (FVTOCI) as they are not held for trading purpose. Thus, disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding. The Company has not reclassified any gain or loss within equity in the current or previous period. Refer Note 35 for determination of their fair values.

(f) Pursuant to the SEBI settlement order, the company voluntarily debarred itself from buying, selling or trading in securities market for the period of March 5, 2026 to June 4, 2026. Refer note no 47.

6B Other Financial assets **(INR in Lakhs)**

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Other financial assets (Unsecured, considered good)				
Security deposits				
Unsecured, considered good				
with Others	0.93	92.37	-	-
Margin money deposits*	-	12.30	-	-
Deposit with banks	5.29	0.75	-	-
Interest receivable on bank deposits	-	-	0.22	7.27
Total other financial assets	**6.22**	**105.42**	**0.22**	**7.27**

* Margin money deposits are provided as margin for bank guarantees issued by the banks to various government authorities and others

7. Other assets

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Unsecured, considered good, except where otherwise stated				
Capital advances-				
Others (Refer Note i below)	604.52	605.44	-	-
Advances (other than capital advances)				
Others, considered good	-	-	35.84	50.76
Advance to employees	-	-	11.25	23.29
Balances with statutory authorities	-	-	216.23	744.56
Prepaid expenses	0.02	0.14	3.55	10.18
Total	**604.54**	**605.58**	**266.87**	**828.79**

i. The Company had given an advance of INR 4,029.44 Lakhs in June 2010 to Karnataka Industrial Area Development Board (KIADB) for allotment of land for setting up of 12 Lakhs TPA urea plant in Belgaum district. KIADB failed to acquire the land and after continuous discussion with KIADB for two years, the Company had come out of the project. KIADB had refunded INR 3,425.02 Lakhs and retained INR 604.42 Lakhs which was to be adjusted in case the Company seek some other land in Karnataka. Based on the details of land subsequently provided by the KIADB, the Company has requested to allot 12 acres land at Belapu industrial estate and adjust the retained amount by KIADB to the cost of the new land. However, KIADB has not yet agreed for the adjustment. Management had filed the writ petition in the Hon'ble High Court of Karnataka at Bengaluru against the State of Karnataka - Industries and Commerce Department and KIADB for not allotting land to the Company for setting up Fertilizer Project in Belapu Industrial Area, Udupi District, Karnataka and illegally withholding a sum of INR 604.52 Lakhs. The Hon'ble High Court vide judgement dated 16 September 2019 disposed of the matter and directed the KIADB to consider the application of the Company for the allotment of Land within a period of six weeks from the date of receipt of certified copy of order. Pursuant to the court order, the Company issued a letter to KIADB requesting them to allot alternate land. KIADB vide their order dated 18 November 2019 has refused to adjust the forfeited amount against allotment of land in Belapu. Subsequently, the Company has filed a writ petition with Hon'ble High Court of Karnataka at Bangalore on 10 February 2020 challenging the KIADB order dated 18 November 2019. The Petition was listed for hearing on 23 September 2021. After hearing our counsels briefly on the matter, the Hon'ble court directed for the matter to be listed after two weeks for admission. Later the matter came up for hearing on 13th January 2025, wherein the Government advocate was directed to take notice on behalf of respondent no. 1 (State of Karnataka), and ordered to issue notice to respondent no. 2 (Karnataka Industrial Areas Development Board). The matter is listed for reply of respondent no. 1 and 2. Next date is awaited.

Based on previous judgement and legal opinion obtained by the management for this matter, the management is hopeful to get the above amount adjusted against allotment of land or refund of the same.

8 Inventories (valued at lower of cost and net realisable value)

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Raw materials	-	34.35
Packing materials	-	9.21
Work-in-progress	-	0.05
Finished goods	-	52.29
Stores and spares	-	109.78
Total	**-**	**205.68**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

8A. Assets held for sale/ liabilities directly associated with the assets held for sale

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
(a) Assets held for sale		
- Land (Refer Note i below)	-	37.75
- Shares of Subsidiary (Refer Note iii below and Note No. 45)	-	24,540.08
	-	**24,577.83**
(b) Liabilities directly associated with the assets held for sale	-	-
	-	**24,577.83**

i. During the year ended 31 March 2026, pursuant to a resolution passed by the Board of Directors, the Company decided not to sell the land parcel located in Goa. Instead, management is exploring alternative business opportunities for this site. Accordingly, the land has been reclassified from 'Assets Held for Sale' to 'Property, Plant and Equipment' (PPE).

ii. During the year ended 31 March 2025, the company had sold its Pune office premises.

iii. The board of directors of the Company have at their meeting dated November 25, 2024 approved the revised number of equity shares of Mangalore Chemicals and Fertilizers Limited to be transferred by the Company to Zuari Maroc Phosphates Private Limited ("ZMPPL") from 3,92,06,000 to 2,90,37,000, pursuant to and as an integral part of the composite scheme of arrangement by and amongst Mangalore Chemicals and Fertilizers Limited, Paradeep Phosphates Limited and their respective shareholders and creditors, for an aggregate cash consideration of INR 41,813.28 Lakhs. Accordingly during the year ended 31 March 2025, assets amounting to INR 24,540.08 Lakhs (2,90,37,000 No. of Equity Shares of Mangalore Chemicals and Fertilizers Limited) have been reclassified under "Assets held for sale". Subsequently on 13 October 2025 2,90,37,000 equity shares of Mangalore Chemicals and Fertilizers Limited transferred by the Company to Zuari Maroc Phosphates Private Limited ("ZMPPL") and performance security was returned to Zuari Maroc Phosphates Private Limited ("ZMPPL").

Assets classified as held for sale during the reporting period are measured at lower of its carrying amount and fair value less cost to sell at the time of reclassification. Fair value of the assets were determined using the market approach.

9. Trade receivables (at amortised cost)

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Trade receivables - related parties (Refer Note 33)	-	24.13
Trade receivables - others	-	670.60
Total Trade Receivables	**-**	**694.73**

Break-up for security details: (INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Trade Receivables		
Unsecured, considered good-related parties	-	24.13
Unsecured, considered good [Total subsidy receivable from Government: INR Nil (31 March 2025: INR 641.69 Lakhs)	-	670.60
Trade Receivables which have significant increase in credit risk	-	37.94
Trade receivable - credit impaired	-	0.00
	-	**732.67**
Less: Trade receivable which have significant increase in credit risk	-	(37.94)
Total Trade Receivables	**-**	**694.73**

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director of the Company is a partner, a director or a member.

For terms and conditions relating to related party receivables, Refer Note 33.

Trade receivables from dealers are non-interest bearing during the normal credit periods and are generally on terms of 15 to 120 days.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Trade receivables ageing as at 31 March 2026 **(INR in Lakhs)**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**

Trade receivables ageing as at 31 March 2025 **(INR in Lakhs)**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	653.33	12.71	0.01	28.68	-	694.73
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	0.02	0.00	0.26	37.66	37.94
Total	**653.33**	**12.73**	**0.01**	**28.94**	**37.66**	**732.67**

10. Cash and Cash Equivalent

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Cash and cash equivalents		
a. Balances with banks		
- On Current accounts	148.45	186.85
- On deposits accounts with original maturity of three months or less	541.00	15,180.50
b. Cash on hand	-	0.12
Total	**689.45**	**15,367.47**

10.1 Other Bank balances **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Current:		
Other Bank Balances :		
- Bank deposits	198.87	105.32
- Margin money deposits*	96.75	78.70
Total	**295.62**	**184.02**

* Margin money deposits are provided as margin for bank guarantees issued by the banks to various government authorities and others

Break up of financial assets carried at amortised cost **(INR in Lakhs)**

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Trade Receivable (Refer Note 9)	-	-	-	694.73
Cash and cash equivalents (Refer Note 10)	-	-	689.45	15,367.47
Other Bank Balances (Refer Note 10.1)	-	-	295.62	184.02
Other financial assets (Refer Note 6B)	6.22	105.42	0.22	7.27
Total financial assets carried at amortised cost	**6.22**	**105.42**	**985.29**	**16,253.49**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

11. Share capital

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Authorised share capital		
12,25,00,000 (31 March 2025: 12,25,00,000) Equity Shares of INR 10/- each	12,250.00	12,250.00
3,45,00,000 (31 March 2025: 3,45,00,000) Preference Shares of INR 10/- each	3,450.00	3,450.00
	15,700.00	**15,700.00**
Issued and subscribed capital*		
4,20,58,006 (31 March 2025: 4,20,58,006) Equity Shares of INR 10/- each Fully paid	**4,205.80**	**4,205.80**

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

Equity Shares	31 March 2026		31 March 2025	
	In numbers	INR in Lakhs	In numbers	INR in Lakhs
At the beginning of the period	4,20,58,006	4,205.80	4,20,58,006	4,205.80
Issued during the period	-	-	-	-
Outstanding at the end of the period	**4,20,58,006**	**4,205.80**	**4,20,58,006**	**4,205.80**

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of INR 10 per share. Each share holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of shareholders in the 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.

c. Details of equity shares of INR 10 each fully paid up held by promoters as at:

Promoter Name	As at 01 April 2025	Changes during the year	As at 31 Mar 2026	% of Total Shares	% change during the year
Promoters					
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	-	84,11,601	20.00	-
Zuari Management Services Limited	50,78,909	-	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	-	30,00,125	7.13	-
Globalware Trading And Holding Limited	74,91,750	-	74,91,750	17.81	-
Promoter Group	-	-			
Adventz Finance Private Limited	15,45,842	-	15,45,842	3.68	-
New Eros Tradecom Limited	11,96,767	-	11,96,767	2.85	-
Jeewan Jyoti Medical Society	1,38,550	-	1,38,550	0.33	-
Duke Commerce Limited	1,11,000	-	1,11,000	0.26	-
Adventz Securities Enterprises Limited	98,804	-	98,804	0.23	-
Saroj Kumar Poddar as Trustee of Saroj and Jyoti Poddar Holdings Private Trust	1,50,000	-	1,50,000	0.36	-
Saroj Kumar Poddar	29,406	-	29,406	0.07	-
Jyotsna Poddar	21,621	1,50,000	1,71,621	0.41	693.77
Akshay Poddar	1,50,585	-1,50,000	585	0.00	-99.61
Total	**2,74,24,960**	**-**	**2,74,24,960**	**65.21**	**-**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Details of equity shares of INR 10 each fully paid up held by promoters as at:

Promoter Name	As at 01 April 2024	Changes during the year	As at 31 Mar 2025	% of Total Shares	% change during the year
Promoters					
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601	-	84,11,601	20.00	-
Zuari Management Services Limited	50,78,909	-	50,78,909	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125	-	30,00,125	7.13	-
Globalware Trading And Holding Limited	74,91,750	-	74,91,750	17.81	-
Promoter Group	-	-			
Adventz Finance Private Limited	15,45,842	-	15,45,842	3.68	-
New Eros Tradecom Limited	11,96,767	-	11,96,767	2.85	-
Jeewan Jyoti Medical Society	1,38,550	-	1,38,550	0.33	-
Duke Commerce Limited	1,11,000	-	1,11,000	0.26	-
Adventz Securities Enterprises Limited	98,804	-	98,804	0.23	-
Saroj Kumar Poddar as Trustee of Saroj and Jyoti Poddar Holdings Private Trust	1,50,000	-	1,50,000	0.36	-
Saroj Kumar Poddar	29,406	-	29,406	0.07	-
Jyotsna Poddar	21,621	-	21,621	0.05	-
Akshay Poddar	1,50,585	-	1,50,585	0.36	-
Basant Kumar Birla*	30,000	-30,000	-	-	-100.00
Total	**2,74,54,960**	**-30,000**	**2,74,24,960**	**65.21**	-

*During the year ended 31 March 2025, 30,000 Equity Shares of Late Mr. Basant Kumar Birla forming part of 'Promoter Group' were transmitted to Mr. Kumar Mangalam Birla (Executor to the Estate of Late Mr. Basant Kumar Birla) and the same shares were disposed in the open market.

d. Details of shareholders holding more than 5% of equity shares in the Company

Name of shareholder	31 March 2026		
	No. of shares held	% Holding in class	% change during the period
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601.00	20.00	-
Globalware Trading and Holdings Limited	74,91,750.00	17.81	-
Zuari Management Services Limited	50,78,909.00	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125.00	7.13	-

Name of shareholder	31 March 2025		
	No. of shares held	% Holding in class	% change during the period
Zuari Industries Limited (Formerly Zuari Global Limited)	84,11,601.00	20.00	-
Globalware Trading and Holdings Limited	74,91,750.00	17.81	-
Zuari Management Services Limited	50,78,909.00	12.08	-
Texmaco Infrastructure & Holdings Limited	30,00,125.00	7.13	-

As per records of the Company including its register of share holders/members and other declarations received from share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

*Pursuant to the Scheme of Arrangement and Demerger ("the Scheme") between the Company (Zuari Agro Chemicals Limited) and Zuari Industries Limited (Formerly Zuari Global Limited), the Company had issued 2,94,40,604 equity shares of INR 10/- each aggregating to INR 2,944.06 Lakhs to the existing shareholders of Zuari Industries Limited (Formerly Zuari Global Limited) in the ratio of 1 fully paid up Equity share of INR 10/- each of Zuari Agro Chemicals Limited during the financial year ending 31 March 2013. Out of the above shares issued

Notes to the Standalone Financial Statements for the year ended 31 March 2026

pursuant to the Scheme, 8,051 (31 March 2025: 8,051) Equity Shares entitlements have been kept in abeyance pursuant to Section 206A of the Companies Act, 1956 in accordance with instructions from the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 and in respect of shareholders who could not exercise their rights in view of disputes, mistakes, discrepancy in holdings, etc.

No shares has been issued for consideration other than cash during the period of five years immediately preceding the reporting date.

12. Other Equity

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Business Restructuring Reserve		
Balance at the beginning of the year	65,404.84	65,404.84
Add: Received during the year	-	-
Balance at the end of the year	**65,404.84**	**65,404.84**
General Reserve		
Balance at the beginning of the year	6,150.00	6,150.00
Add: Received during the year	-	-
Balance at the end of the year	**6,150.00**	**6,150.00**
Surplus/(Deficit) in the statement of profit and loss		
Balance at the beginning of the year	(67,908.33)	(60,609.92)
Profit/(Loss) for the period	95,479.38	(7,298.41)
Balance at the end of the year	**27,571.05**	**(67,908.32)**
Equity instruments through Other Comprehensive Income		
Balance at the beginning of the year	5,710.10	5,142.74
Other comprehensive Income/(Loss) for the year	(45,784.12)	567.36
Balance at the end of the year	**(40,074.02)**	**5,710.10**
Total other equity	**59,051.87**	**9,356.61**

Nature and purpose of reserves

Business Restructuring Reserve

In the Finance Year 2012-13, pursuant to the Scheme of Arrangement and Demerger ("The Scheme") between Zuari Industries Limited (Formerly Zuari Global Limited) and Zuari Holdings Limited (now known as Zuari Agro Chemicals Limited, the Company) approved by the Hon'ble High Court of Bombay at Goa, on 2 March 2012, all the assets and liabilities pertaining to Fertiliser Undertaking as on 1 July 2011 of Zuari Industries Limited (Formerly Zuari Global Limited) had been transferred to the Company at their book values and accordingly the surplus of assets over the liabilities of the Fertiliser undertaking so demerged, resulted in creation of Business Restructuring Reserve of INR 65,404.84 Lakhs in terms of the Order of the Hon'ble High Court of Bombay at Goa which was filed with the Registrar of Company on 21 March 2012. The said reserve be treated as free reserve and be restricted and not utilized for declaration of dividend by the Company.

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Surplus / (deficit) in the statement of profit and loss

Surplus / (deficit) in the statement of profit and loss represents the profits / (losses) generated by the Company that are not distributed to the shareholder and are re-invested in the Company.

Equity instruments through Other Comprehensive Income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

13. Non-Borrowings

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
TERM LOAN		
Secured		
Indian rupee loans (Refer Note 1(a), 1(b) & 1(c) below)	12,473.98	7,968.72
Non Convertible Debentures (Refer Note 2(a) below)	-	4,953.82
Unsecured		
Inter Corporate Deposits (Refer Note 3 and Note 33 below)	-	7,850.00
Total	**12,473.98**	**20,772.54**
Less: Amount disclosed under “Short Term Borrowings”	-	-
- Current Maturities of Long Term borrowings (Refer Note 14)	(1,495.49)	(7,453.82)
Total	**10,978.49**	**13,318.72**

1 (a). Indian rupee term loan from a financial institution of INR 1,495.49 Lakhs (including current maturities of INR 1,495.49 Lakhs) carries interest rate of 11.50%-12.00% p.a (31 March 2025: INR 3,991.25 Lakhs (including current maturities of INR 2,500.00 Lakhs) carries interest rate of 12.00% p.a.) The loan is repayable on December 2026. The loan is secured by exclusive charge over land (including structures) with minimum cover of 1.3 times and pledge of shares of Paradeep Phosphates Limited erstwhile Mangalore Chemicals and Fertilisers Limited (“MCFL”), with a minimum share security cover of 1.10 times.

1 (b). Indian rupee term loan from a financial institution of INR 3,983.50 Lakhs (including current maturities of INR Nil) carries interest rate of 11.50%-12.00% p.a (31 March 2025: INR 3,977.47 Lakhs (including current maturities of INR Nil) carries interest rate of 12%). The loan is repayable on September 2027. The loan is secured by exclusive charge over land (including structures) with minimum cover of 1.3 times and pledge of Paradeep Phosphates Limited erstwhile Mangalore Chemicals and Fertilisers Limited (“MCFL”), with a minimum share security cover of 2 times.

1 (c). Indian rupee term loan from a financial institution of INR 6,994.99 Lakhs (including current maturities of INR Nil) carries interest rate of 8.95%-9.00% p.a (31 March 2025: INR Nil (including current maturities of INR Nil) carries interest rate of Nil. The loan is repayable on January 2029. The loan is secured by pledge of shares of of Paradeep Phosphates Limited , with a minimum share security cover of 2 times.

2 (a). Non-Convertible Debentures of INR Nil (including current maturities of INR Nil) [31 March 2025: INR 4,953.82 Lakhs (including current maturities of INR 4,953.82 Lakhs)] carries coupon rate of 11.65% p.a.] were secured by pledge of shares of its subsidiary, Mangalore Chemicals and Fertilisers Limited (“MCFL”), with a minimum share security cover of 2.00 time. The debentures, originally due for maturity in October 2025, were redeemed early in April 2025.

3. Inter-corporate deposit of INR Nil (31 March 2025: INR 7,850.00 Lakhs). These deposits carry an interest rate of 11.00%-12.00% (31 March 2025: 12.00%-12.50% p.a) and are repayable within 12 months from the date of disbursement/ due for renewal.

2,70,77,050 (31 March 2025: 3,33,55,907) number of shares of Paradeep Phosphates Limited erstwhile Mangalore Chemicals and Fertilisers Limited are pledged as security for total secured loans taken from bank/ FI’s (Refer Note 13 & 14).

The Company has not filed any quarterly returns or statement of current assets with banks or financial institutions as there is no working capital loan availed during the period.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

14. Current Borrowings

(INR in Lakhs)

Particulars	Short Term	
	31 March 2026	31 March 2025
Secured		
From Others		
Inter-corporate deposits (Refer Note 1 below)	-	6,400.00
Current Maturities of long term borrowings	1,495.49	7,453.82
Unsecured		
From Others		
Inter-corporate deposits (Refer Note 2 below)	4,000.00	-
From related parties		
Inter-corporate deposits (Refer Note 3 below and Note 33)	35,850.00	29,500.00
Total	**41,345.49**	**43,353.82**

1. Inter-corporate deposit (secured) of INR Nil lakhs (31 March 2025: INR 6,400.00 lakhs). These deposits carried an interest rate of 12.00% - 13.50% p.a. (31 March 2025: 12.00% - 14.00% p.a) and were repayable within 12 months from the date of disbursement or renewal. The borrowing were secured by a pledge of 1,04,00,000 No. of Equity Shares of its erstwhile subsidiary, Mangalore Chemicals and Fertilisers Limited ("MCFL").
2. Inter-corporate deposit (unsecured) of INR 4,000.00 lakhs (31 March 2025: INR Nil) from others. These deposits carry an interest rate of 11.25%-12.00% p.a. and are repayable within 12 months from the date of disbursement/ due for renewal.
3. Inter-corporate deposit (unsecured) of INR 35,850.00 lakhs (31 March 2025: INR 29,500.00 lakhs) from the related parties. These deposits carry an interest rate of 9.25%-12.00% p.a. (31 March 2025: 9.25%-15.00% p.a) and are repayable within 12 months from the date of disbursement/ due for renewal.

15. Trade payables

(INR in Lakhs)

Particulars	Current	
	31 March 2026	31 March 2025
Trade payables		
- Outstanding dues to related parties (Refer Note 33)	12.05	8,940.54
- Outstanding dues to micro, small amd medium enterprises (Refer Note 30)	0.16	47.56
- Outstanding dues to others	1,211.41	1,696.04
Total	**1,223.62**	**10,684.14**

Trade payables ageing as at 31 March 2026:

(INR in Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	0.16	-	-	-	**0.16**
Others	268.02	15.32	168.64	771.48	**1,223.46**
Total	**268.18**	**15.32**	**168.64**	**771.48**	**1,223.62**

Trade payables ageing as at 31 March 2025:

(INR in lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	24.25	14.38	8.93	-	**47.56**
Others	1,111.83	206.01	475.92	8,842.82	**10,636.58**
Total	**1,136.08**	**220.39**	**484.85**	**8,842.82**	**10,684.14**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

16. Other Financial Liabilities

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Other financial liabilities at amortised cost				
Trade deposits - dealers and others				
- from others - Related Party (Refer Note 33)	4.20	-	-	228.41
Other deposits (earnest money)	-	-	600.00	600.00
Performance security received	-	-	-	25,000.00
Employee benefit payable	-	-	18.76	49.80
Payable towards capital goods*	-	-	18.36	22.26
Interest accrued but not due on borrowings	-	-	28.40	266.51
Other interest payable **	-	-	6,141.58	5,805.58
Other payable - Related Party (Refer Note 33)	-	-	16.06	-
Total other financial liabilities at amortised cost (b)	**4.20**	**-**	**6,823.16**	**31,972.56**
Total other financial liabilities	**4.20**	**-**	**6,823.16**	**31,972.56**

*-Including INR 18.36 Lakhs outstanding due to Micro and Small Enterprises (Refer Note 30).

** Includes INR 6,134.92 Lakhs (2025: INR 5,797.25 Lakhs) payable to related party on account of overdue interest (Refer Note 33).

Terms and conditions of the above financial liabilities:

Trade payables are normally non-interest bearing. For maturity profile of trade payables and other financial liabilities, Refer Note 36.For terms and conditions relating to related party payables, Refer Note 33.

For explanations on the Company's credit risk management processes, Refer Note 36.

Break up of financial liabilities carried at amortised cost (INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Non current borrowings (Refer Note 13)	10,978.49	13,318.72	-	-
Current borrowings (Refer Note 14)	-	-	41,345.49	43,353.82
Trade payables (Refer Note 15)	-	-	1,223.62	10,684.14
Other financial liabilities (Refer Note 16)	4.20	-	6,823.16	31,972.56
Total financial liabilities carried at amortised cost	**10,982.69**	**13,318.72**	**49,392.27**	**86,010.52**

17. Other Liabilities

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Statutory Liabilities	-	-	87.83	90.21
Advances received from customers*	-	-	11.95	287.00
Total	**-**	**-**	**99.78**	**377.21**

*Includes advances received from related parties of INR 11.95 Lakhs (31 March 2025: INR 90.76 Lakhs) - refer note 33

Notes to the Standalone Financial Statements for the year ended 31 March 2026

18. Provisions

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Provision for employee benefits				
Gratuity (Refer Note 31)	-	-	23.23	-
Provision for post retirement medical benefit (Refer Note 31)	40.23	37.45	5.77	4.69
Leave encashment (unfunded)	25.05	25.28	132.68	1.11
Total	**65.28**	**62.73**	**161.68**	**5.80**

19. Income tax

The major components of income tax expense for the period ended 31 March 2026 and 31 March 2025 are:

Profit or loss section (INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Current income tax:		
Current income tax charge	1,813.49	-
Adjustments of tax relating to earlier years	-	131.10
Deferred tax:		
Adjustments in respect of deferred tax of earlier years	-	-
Relating to origination and reversal of temporary differences	14,112.83	-
Income tax (income)/expense reported in the statement of profit or loss	**15,926.32**	**131.10**

OCI section

Deferred tax related to items recognised in OCI during the year: (INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Net gain/(Loss) on remeasurements of defined benefit plans	0.78	11.75
Deferred tax charged to OCI	-	-
Net gain/(loss) on equity instruments through other comprehensive income	(52,420.01)	567.36
Deferred tax (credit) to OCI	6,635.89	-

Reconciliation of tax expense/ (income) and the accounting profit multiplied by domestic tax rate for 31 March 2026 and 31 March 2025

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Accounting (loss) before Income tax	**1,11,404.92**	**(7,310.16)**
Income tax rate	25.168%	25.168%
At statutory income tax rate	**28,038.39**	**(1,839.82)**
Adjustment in respect of tax related to earlier years	-	131.10
Tax effect of income that are not taxable in determining taxable profit:		
Non-deductible expenses for tax purposes:		
Adjustments on which deferred tax is not created/reversal of earlier years	(1,295.81)	1,839.82
Other adjustments	1,287.74	-
Impact of change in tax rate	(12,104.00)	-
At the effective income tax rate	**15,926.32**	**131.10**
Income tax expense reported in the statement of profit and loss	15,926.32	131.10
	15,926.32	**131.10**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Deferred tax: **(INR in Lakhs)**

Particulars	As at 1 April 2024	Provided during the year	As at 31 March 2025	Provided during the period	As at 31 March 2026
Deferred tax liability:					
Net gain /(loss) on financial instruments	-	-	-	7,476.94	7,476.94
Total deferred tax liability (A)	**-**	**-**	**-**	**7,476.94**	**7,476.94**
Total deferred tax assets (B)	**-**	**-**	**-**	**-**	**-**
Deferred tax liability (net) (B - A)	**-**	**-**	**-**	**(7,476.94)**	**(7,476.94)**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

During the year ended 31 March 2026, the Company has made assessment regarding the recognition criteria in relation to deferred tax asset and tax balances on the basis of future profitability projections.

Deferred tax on unabsorbed business losses and others items available for set off have not been recognised to the extent there are no tax planning opportunities or other evidence of recoverability for the same in the next future. Deferred tax liabilities have been recognised only to the extend that can not be set off with the unabsorbed business loss.

20A. Income tax assets (net)

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Income tax assets - related parties (Refer Note 33 and Note 42)	522.15	522.15
Income tax assets (net)	2,187.38	694.99
Total Income tax assets (net)	**2,709.53**	**1,217.14**

20B. Income tax liabilities (net)

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Income tax assets (net)	1,813.49	-
Total Income tax assets (net)	**1,813.49**	**-**

21. Other income

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Interest Income on		
Bank deposits	35.17	85.02
Income tax refund	6.35	9.41
Interest on delay of Land acquisition compensation	0.06	-
Overdue debtors, employee loans and others etc.	-	0.86
Dividend Income on non-current investments	989.23	971.23
Other non-operating income		
Rent received	5.59	0.41
Excess provision/unclaimed liabilities/unclaimed balances written back	684.45	5.96
Profit on disposal of fixed assets (net)	1.44	1,646.70
Net gain realised on sale of mutual fund investments	13.93	-
Net fair value gain on mutual fund investments mandatorily measured at fair value through Profit & Loss	0.88	-
Miscellaneous income	27.66	5.28
Total	**1,764.76**	**2,724.87**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Total interest income (calculated using the effective interest method) for financial assets that are not at fair value through profit or loss

Particulars	31 March 2026	31 March 2025
In relation to Financial assets classified at amortised cost	35.17	85.87
Total	**35.17**	**85.87**

22. Employee Benefits Expense

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Salaries, wages and bonus	212.17	176.78
Contribution to provident and other funds (Refer Note 31 & 50)	10.04	184.26
Post-retirement medical benefit (Refer Note 31)	2.86	3.61
Staff welfare expenses	10.76	10.70
Total	**235.83**	**375.35**

23. Finance Costs

(INR in Lakhs)

Particulars	31 March 2025	31 March 2024
Interest expense	5,715.34	8,585.63
Interest on Income Tax	2.09	-
Other borrowing cost	38.71	4.64
Total	**5,756.14**	**8,590.27**

Total interest expense (calculated using the effective interest method) for financial liabilities that are not at fair value through profit or loss

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
In relation to Financial liabilities classified at amortised cost	5,715.34	8,585.63
	5,715.34	**8,585.63**

24. Depreciation and amortization expense

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Depreciation of property, plant and equipment (Refer Note 3 & 4)	14.73	5.29
Total	**14.73**	**5.29**

25. Other expenses

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Power, fuel and water	76.54	-
Rent	10.71	6.54
Rates and taxes	135.53	124.84
Insurance	2.54	0.18
Repairs and maintenance		
Others	8.37	3.48
Legal and Professional	418.36	312.58
Consultancy Charges	17.47	80.78
Brokerage & Commission	78.83	98.84
Payment to statutory auditors (Refer details below)	18.96	16.50
Bad debts written off	13.77	-
Advances/ recoverables write off	51.70	-

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Particulars	31 March 2026	31 March 2025
Loss on fixed assets discarded	4.58	104.83
Loss on sale of investment property	0.03	-
Director Sitting fee	29.60	27.90
Hire of vehicles charges	16.35	12.29
Demat expenditures	57.71	7.32
Miscellaneous expenses	36.80	41.71
Total	**977.85**	**837.79**

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
As statutory auditors		
Audit fees	8.50	8.50
Tax audit fee	3.50	3.50
Limited review fees	2.25	2.25
In other capacity		
Other services (includes certification fees)	4.00	1.75
Reimbursement of expenses	0.71	0.50
Total	**18.96**	**16.50**

26. Exceptional Items

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Gain on transfer of business of fertiliser plant at Mahad through slump sale (Refer note (a) below)	931.59	-
Gain on transfer of Equity Shares pursuant to the composite Scheme of Amalgamation among Mangalore Chemicals & Fertilizers Limited (“MCFL”) and Paradeep Phosphates Limited (“PPL”) (Refer note (b) below)	17,273.20	-
Gain on receipt of Equity Shares pursuant to the composite Scheme of Amalgamation among Mangalore Chemicals & Fertilizers Limited (“MCFL”) and Paradeep Phosphates Limited (“PPL”) (Refer note (c) below)	98,691.13	-
Statutory impact of new Labour Codes (Refer note (d) below)	(4.56)	-
Total	**1,16,891.36**	**-**

(a) Exceptional items for the year ended 31 March 2026 includes INR 931.59 Lakhs representing gain on slump sale as more fully described in Note 27

(b) Exceptional items for the year ended 31 March 2026 includes INR 17,273.20 Lakhs representing gain in transfer of equity shares as more fully described in Note 45

(c) Exceptional items for the year ended 31 March 2026 includes INR 98,691.13 Lakhs representing gain in transfer of equity shares as more fully described in Note 45

(d) Exceptional items for the year ended 31 March 2026 includes INR (4.56) Lakhs representing loss on statutory impact of new labour codes as more fully described in Note 51

Notes to the Standalone Financial Statements for the year ended 31 March 2026

27. Discontinued operations

i. Pursuant to board approval dated 8th august, 2025, the Company entered into a Business Transfer Agreement (BTA) dated 29th August 2025 with Mangalore Chemicals & Fertilizers Limited (MCFL), subsidiary of Zuari Agro Chemicals Limited, to transfer its fertilizer plant at Mahad and associated businesses as going concern on a slump sale basis for an agreed enterprise value of INR 7,275.00 Lakhs .On 30th September 2025 the Company consummated the sale and transfer of Mahad fertilizer plant and associated business to Mangalore Chemicals & Fertilizers Limited (MCFL) and recognised pre-tax gain of INR 931.59 Lakhs in the standalone financials for the year ended 31 March 2026 as an exceptional income (Refer Note 26)

(a) The results of discontinued operations for the year are presented below: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Revenue		
Revenue from operations	1,941.99	4,779.74
Other income	5.45	464.17
Total income (I)	**1,947.44**	**5,243.91**
Cost of raw material and components consumed	3,013.22	2,674.06
Purchases of traded goods	-	-
Changes in inventories of finished goods, traded goods and work in progress	-1,773.60	617.31
Employee benefits expense	76.82	140.26
Finance costs	0.03	0.07
Depreciation and amortization expense	120.72	310.87
Other expenses	776.90	1,596.57
Total expense (II)	**2,214.09**	**5,339.14**
(Loss) before tax (I-II)	**(266.65)**	**(95.23)**
Exceptional Items	-	-
Profit/(Loss) before tax	**(266.65)**	**(95.23)**
Tax expense		
Current tax	-	-
Deferred tax charge / (credit)	-	-
Income tax expense/ (credit)	**-**	**-**
(Loss) after tax	**(266.65)**	**(95.23)**

(b) Gain on disposal of discontinued operations: **(INR in Lakhs)**

Particulars	31 March 2026
Cash consideration received (net of cost of sell) - I	7,275.00
Net assets/ (liabilities) transferred (refer note no c) - II	6,343.41
Gain on Disposal (I-II)	**931.59**

(c) Information of assets and liabilities transferred: **(INR in Lakhs)**

Particulars	31 March 2026
Assets	
Property, plant and equipment and intangible assets (including capital work in progress)	4,586.96
Right of Use Assets	338.15
Non-current financial assets	85.05
Other non-current assets	4.50
Inventories	3,119.48
Trade receivables {Including subsidy of INR 1008.36 Lakhs}	1,536.61
Other current financial assets	-
Other current assets	956.74
Assets held for sale (I)	**10,627.49**
Liabilities	
Non-current financial liabilities	-
Other non-current liabilities	23.65
Current borrowings	-
Trade payables	3,869.01
Other financial liabilities	215.09
Other current liabilities	175.72
Current provisions	0.61
Liabilities directly associated with assets held for sale (II)	**4,284.08**
Net assets (I-II)	**6,343.41**

(d) The net cash flows are as follows: **(INR in Lakhs)**

Particulars	31 March 2026
Operating	(1,566.04)
Investing	(2.26)
Financing	(0.03)
Net cash flow	**(1,568.33)**

Notes: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Timing of revenue recognition		
Goods transferred to the customers at a point in time	1,941.99	4,779.74
Total revenue from contracts with customers	**1,941.99**	**4,779.74**

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Revenue as per contracted price	1,952.91	4,828.07
Adjustments		
Discount	(10.92)	(48.33)
Revenue from contract with customers	**1,941.99**	**4,779.74**

a. Sale of Finished Product and Traded Products include Government subsidies of INR 869.20 Lakhs (31 March 2025: INR 1,831.49 Lakhs).

b. The subsidy on Phosphatic and Potassic fertilizers has been accounted for as per concession price notified by the Government of India under Nutrient Based Subsidy Policy, from time to time.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

28. Earnings per share (EPS)

Basic and diluted EPS amounts are calculated by dividing the profit / (loss) for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Profit/(Loss) attributable to equity holders of the Company: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Continuing operations (INR in Lakhs) (a)	95,745.25	(7,214.93)
Discontinued operations (INR in Lakhs) (b)	(266.65)	(95.23)
Profit/ (Loss) attributable to equity holders of the Company (INR in Lakhs) (a+b)	95,478.60	(7,310.16)
Weighted average number of shares used in computing earnings per share	4,20,58,006	4,20,58,006
:-From continuing operations (in INR)		
1. Basic	227.65	(17.15)
2. Diluted	227.65	(17.15)
:-From discontinued operations (in INR)		
1. Basic	(0.63)	(0.23)
2. Diluted	(0.63)	(0.23)
:-From continuing and discontinued operations (in INR)		
1. Basic	227.02	(17.38)
2. Diluted	227.02	(17.38)
Face value per share (in INR)	10.00	10.00

29. Components of Other Comprehensive Income (OCI):

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended 31 March 2026 **(INR in Lakhs)**

Particulars	Equity instruments through Other Comprehensive Income	Surplus / (deficit) in the statement of profit and loss
Re-measurement gains on defined benefit plans	-	0.78
Income tax effect	-	-
Net gain on equity instruments through other comprehensive income	(52,420.01)	-
Income tax effect	6,635.89	-
	(45,784.12)	**0.78**

During the year ended 31 March 2025 **(INR in Lakhs)**

Particulars	Equity instruments through Other Comprehensive Income	Surplus / (deficit) in the statement of profit and loss
Re-measurement gains on defined benefit plans	-	11.75
Income tax effect	-	-
Net gain on equity instruments through Other Comprehensive Income	567.36	-
Income tax effect	-	-
	567.36	**11.75**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

30. Dues to Micro, Small and Medium Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
- Principal amount due to micro and small enterprises	18.52	47.56
- Interest due on above	0.03	0.87
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year#	6.66	8.33
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	0.03	0.87

Excluding interest accrued of INR 1.70 Lakhs transferred to Mangalore Chemicals and Fertilisers Limited pursuant to the Business Transfer agreement (Refer Note no 27)

31. Gratuity and other post-employment benefit plans

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
- Gratuity Plan-Asset/ (Liability)	64.91	50.75
- Gratuity (Liability) - Unfunded	(23.23)	-
- Provident Fund -Asset*	-	-
- Post Retirement Medical Benefit Plan - (Liability)	(45.99)	(42.15)
Total	**(4.31)**	**8.60**

* During the year ended 31 March 2025, the Company along with Zuari Industries Limited (Related party of the company) has surrendered its exemption to hold contribution in Employees' Provident Fund Trust of the Company (Zuari Industries Limited Employee Provident Fund Trust – ZIL EPF Trust) to Employees' Provident Fund Organisation (EPFO) based on the statutory obligation as at January 31, 2025 by availing the option of depositing entire corpus of Zuari Industries Limited Employee Provident Fund trust in liquid cash to EPFO. During the year ended 31 March 2025 Till 31st January, 2025 Plan assets have not been recognised in the financial statements, as the surplus of the trust, is distributable among the beneficiaries of the provident fund trust. The above includes amount contributed by Zuari Industries Limited (related party of the Company). W.e.f. 31st January, 2025 due to surrender of exemption of Zuari Industries Limited Employee Provident Fund Trust to the Employees' Provident Fund Organization (EPFO), Government of India, The Company has no obligation other than the contribution payable to the Provident Fund. The Company recognizes contribution payable to the Provident Fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability

a) Gratuity

Funded

Gratuity (being administered by a Trust) is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The Gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement/termination/resignation. The Gratuity plan for the Company is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide

Notes to the Standalone Financial Statements for the year ended 31 March 2026

gratuity benefits. The Trust has taken an insurance policy, whereby these contributions are transferred to the insurer. The Company makes provision of such gratuity asset/liability in the books of account on the basis of actuarial valuation carried out by an independent actuary.

Unfunded

Employees are not covered under qualifying Gratuity insurance policy, Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The Gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, an employee who have completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement/termination/resignation. The Gratuity plan for these employees is entirely unfunded. The Company makes provision of such gratuity liability in the books of account on the basis of actuarial valuation carried out by an independent actuary.

b) Provident Fund

As per Ind-AS 19, Employee Benefits, provident funds setup by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. Actuarial valuation of Provident Fund was carried out in accordance with the guidance note issued by Actuary Society of India. During the year ended 31 March 2025, the Company along with Zuari Industries Limited (Related party of the company) has surrendered its exemption to hold contribution in Employees' Provident Fund Trust of the Company (Zuari Industries Limited Employee Provident Fund Trust – ZIL EPF Trust) to Employees' Provident Fund Organisation (EPFO) based on the statutory obligation as at January 31, 2025 by availing the option of depositing entire corpus of Zuari Industries Limited Employee Provident Fund trust in liquid cash to EPFOW.e.f. 31st January, 2025 due to surrender of exemption of Zuari Industries Limited Employee Provident Fund Trust to the Employees' Provident Fund Organization (EPFO), Government of India, the Company has no obligation other than the contribution payable to the Provident Fund. The Company recognizes contribution payable to the Provident Fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability.As per the arrangement, the Trust has liquidated the investment portfolio and other assets from Zuari Industries Limited Employee Provident Fund Trust and the shortfall/ deficit between the value of investment portfolio held by ZIL EPF Trust and ZIL EPF Trust obligation to EPFO was made good by the Companies. Accordingly, net loss of INR 176.18 Lakhs (94.54% share of the company) is accounted under Employee benefit expenses in the financial statements for the year ended March 31, 2025 and the past accumulations of PF contributions (with interest) as on 31st January, 2025 amounting to INR 1,174.07 Lakhs transferred to EPFO.

c) Post Retirement Medical Benefit Plan

The Company has a defined benefit post retirement medical benefit plan, for its employees. The Company provides medical benefit to those employees who leave the services of the Company on retirement. As per the plan, retired employee and the spouse will be covered till the age of 85 years and the dependent children till they attain the age of 25 years. In case of death of retired employee, the spouse will be covered till the age of 85 years and the dependent children till they attain the age of 25 years. The plan is not funded by the Company.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Net employee benefits expense (recognized in employee cost) for the year ended **(INR in Lakhs)**

Particulars	Gratuity (Funded)	
	31 March 2026	31 March 2025
Current service cost	4.24	4.63
Past service cost	5.36	-
Net interest cost	1.92	2.02
Total	**11.52**	**6.65**

Net employee benefits expense (recognized in employee cost) for the year ended **(INR in Lakhs)**

Particulars	Gratuity (Unfunded)	
	31 March 2026	31 March 2025
Current service cost	-	-
Past service cost	-	-
Net interest cost	-	-
Total	**-**	**-**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(INR in Lakhs)

Particulars	Post Retirement Medical Benefit Plan	
	31 March 2026	31 March 2025
Current service cost	-	-
Net interest cost	2.86	3.61
Total	**2.86**	**3.61**

Amount recognised in other comprehensive income for the year ended **(INR in Lakhs)**

Particulars	Gratuity (Funded)	
	31 March 2026	31 March 2025
Actuarial (gain)/ loss		
- change in demographic assumptions	(0.26)	-
- change in financial assumptions	(4.57)	1.76
- experience variance (i.e. Actual experience vs assumptions)	(0.03)	(0.78)
Return on plan assets (excluding amounts included in net interest expense)	(0.03)	-
Total	**(4.89)**	**0.98**

(INR in Lakhs)

Particulars	Gratuity (Unfunded)	
	31 March 2026	31 March 2025
Actuarial (gain)/ loss		
- experience variance (i.e. Actual experience vs assumptions)	(1.77)	-
Total	**(1.77)**	**-**

(INR in Lakhs)

Particulars	Post Retirement Medical Benefit Plan	
	31 March 2026	31 March 2025
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in financial assumptions	(1.68)	0.83
- experience variance (i.e. Actual experiences assumptions)	2.66	(12.58)
Total	**0.98**	**(11.75)**

Changes in the present value of the defined benefit obligation for the year ended

Gratuity (Funded): **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening defined obligation	**35.79**	**28.16**
Current service cost	4.24	4.63
Interest cost	1.92	2.02
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	(0.26)	-
- change in financial assumptions	(4.57)	1.76
- experience variance (i.e. Actual experiences assumptions)	(0.03)	(0.78)
Benefits paid	(9.42)	-
Transfer out	(14.94)	-
Past service cost	5.36	-
Defined benefit obligation	**18.09**	**35.79**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Gratuity (Unfunded): **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening defined obligation	**-**	**-**
Re-measurement (or Actuarial) (gain) / loss arising from :		
- experience variance (i.e. Actual experiences assumptions)	(1.77)	-
Transfer in	25.00	-
Defined benefit obligation	**23.23**	**-**

Provident Fund: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening defined obligation*	-	**10,125.20**
Settlements / transfer in	-	(10,125.20)
Defined benefit obligation	**-**	**-**

*Also Refer Note no. 50

Post Retirement Medical Benefit Plan: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening defined obligation	**42.15**	**50.29**
Interest cost	2.86	3.61
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in financial assumptions	(1.68)	0.83
- experience variance (i.e. Actual experiences assumptions)	2.66	(12.58)
Defined benefit obligation	**45.99**	**42.15**

Changes in the fair value of plan assets for the year ended

Gratuity: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening fair value of plan assets	**86.54**	**85.90**
Investment income	5.85	6.18
Return on plan assets (excluding amounts included in net interest expense) - Other Comprehensive Income	0.03	(5.54)
Benefits paid	(9.42)	-
Closing fair value of plan assets	**83.00**	**86.54**

The Company expects to contribute INR Nil (31 March 2025 : INR Nil) to gratuity fund in the next financial year.

Provident Fund: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening fair value of plan assets*	**-**	**10,169.57**
Settlements / Transfer in	-	(10,169.57)
Closing fair value of plan assets	**-**	**-**

*Also Refer Note no. 50

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Gratuity **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Investment with insurer (Life Insurance Corporation of India)	83.00	86.54

Provident Fund (Managed Through Trust) **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Equities and related investments	-	-
Other Government Securities	-	-
Other Debt instruments	-	-
Others	-	-

The overall expected rate of return is determined based on the market prices prevailing at that date, applicable to the year over which the obligation is to be settled. These rates are different from the actual rate of return during the current year.

Investment pattern in plan assets:

Particulars	Gratuity		Provident fund	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Funds managed by insurance companies	100%	100%	0%	0%
Funds managed by trust*	0%	0%	0%	0%

* As the provident fund trust has surrendered to EPFO

The principal assumptions used in determining benefit obligation for the Company's plans are shown below:

Particulars	Gratuity		Provident Fund*		Post Retirement Medical Benefit Plan	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Discount rate (in %)	7.60%	6.80%	N.A.	N.A.	7.60%	7.20%
Salary Escalation (in %)	5%	8% for first 2 years and 6.5% thereafter	N.A.	N.A.	-	-
Mortality Rate (in %)	100% of IALM 2012-14	100% of IALM 2012-14	N.A.	N.A.	100% of IALM 2012-14	100% of IALM 2012-14
Withdrawal rate (per annum)	0%-3%	1%-3%	N.A.	N.A.	-	-

* As the provident fund trust has surrendered to EPFO

A quantitative sensitivity analysis for significant assumption for the Company are as shown below:

Gratuity Plan (funded)

	31 March 2026		31 March 2026		31 March 2026		31 March 2026	
Assumptions	Discount rate		Future salary increases		Attrition rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Impact on defined benefit obligation	(1.62)	1.87	1.90	(1.68)	-	-	0.01	(0.02)

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Assumptions	31 March 2025 Discount rate		31 March 2025 Future salary increases		31 March 2025 Attrition rate		31 March 2025 Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**
Impact on defined benefit obligation	(3.19)	3.70	3.67	(3.22)	(0.04)	0.05	-	0.00

Gratuity Plan (Unfunded)

Assumptions	31 March 2026 Discount rate		31 March 2026 Future salary increases		31 March 2026 Attrition rate		31 March 2026 Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**
Impact on defined benefit obligation	(0.21)	0.22	-	-	-	-	-	-

Assumptions	31 March 2025 Discount rate		31 March 2025 Future salary increases		31 March 2025 Attrition rate		31 March 2025 Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**	**INR in Lakhs**
Impact on defined benefit obligation	-	-	-	-	-	-	-	-

A quantitative sensitivity analysis for significant assumption for the Company are as shown below:

Provident Fund

Assumptions	31 March 2026 Interest Rate Guarantee	
Sensitivity Level	NA	NA
	INR in Lakhs	**INR in Lakhs**
Impact on defined benefit obligation	NA	NA

Assumptions	31 March 2025 Interest Rate Guarantee	
Sensitivity Level	NA	NA
	INR in Lakhs	**INR in Lakhs**
Impact on defined benefit obligation	NA	NA

* As the provident fund trust has surrendered to EPFO

Post Retirement Medical Benefit Plan

Assumptions	31 March 2026 Discount rate		31 March 2026 Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Impact on defined benefit obligation	(2.68)	2.87	(1.28)	1.30

Assumptions	31 March 2025 Discount rate		31 March 2025 Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Impact on defined benefit obligation	(2.47)	2.62	(1.18)	1.18

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

Maturity Profile of Defined benefit obligation:

Expected cash flows over the next (valued on undiscounted basis):

Particulars	Gratuity (Funded)		Gratuity (Unfunded)		Post Retirement Medical Benefit Plan	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026	31 March 2025
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Within the next 12 months (next annual reporting period)	0.13	2.94	23.23	-	5.77	4.69
Between 1 and 5 years	0.70	2.87	-	-	19.73	16.53
Between 5 and 10 years	22.38	39.46	-	-	16.04	14.47
Beyond 10 years	21.50	33.39	-	-	11.28	12.98

The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (31 March 2025 : 10 years).

32. Commitments and contingencies

A. Contingent liabilities:

Claims against the Company not acknowledged as debts **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
I Demands / Claims from Government Authorities		
a. In respect of income tax matters	7,085.82	5,273.96
b. In respect of GST and other indirect tax matters	173.2	534.59
II Other claims against the Company not acknowledged as debts (refer below note i & ii)	29,913.34	343.16

i. Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Company, the management does not expect these claims to succeed and hence, no provision there against is considered necessary.

ii. Subsequent to the end of Finance year 31 March 2026, the Company had received a demand notice of INR 29,645.99 Lakhs on vide letter dated 21 April 2026 from the Office of the Executive Engineer WD IV DDW Fatorda, GOA towards arrears of water/ sewerage charges. Even prior to receiving this demand, the Company has represented to the agency to rectify the invoices/ charges. Based on agreed terms of the arrangement with the agency, the company has recognised liability of INR 75.81 Lakhs at

Notes to the Standalone Financial Statements for the year ended 31 March 2026

the year ended 31 March 2026. For the remaining amount, the Company strongly disputes the aforesaid demand and proceeding with appropriate legal recourse to contest the same, hence, no provision has been made for the remaining aforesaid demand amount.

B. Financial guarantees: **(INR in Lakhs)**

Particulars		31 March 2026	31 March 2025
I	**Aggregate amount of guarantees issued by the banks to various Government Authorities and Others****	84.21	84.21

**Bank guarantees of INR 84.21 Lakhs (31 March 2025 : INR 84.21 Lakhs) are secured by a 100% cash margin.

33. Related party transactions

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures', names of the related parties, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods are:

(i) Subsidiaries of the Company

1) Mangalore Chemicals and Fertilisers Limited upto 30-09-2025 (amalgamated into Paradeep Phosphates Limited) - Refer note no 45
2) Zuari Farmhub Limited (ZFL)

(ii) Joint ventures of the Company

1) Zuari Maroc Phosphates Private Limited
2) Paradeep Phosphates Limited (PPL) – Subsidiary of Zuari Maroc Phosphates Private Limited

(iii) Key Management Personnel of the Company

1) Mr. Saroj Kumar Poddar - Chairman, Non-Executive Director
2) Mr. Nitin M Kantak - Executive Director
3) Mr. Akshay Poddar - Non-Executive Director
4) Mr. Dipankar Chatterji - Independent Director
5) Ms. Reena Suraiya - Independent Director
6) Mr. Amandeep - Independent Director
7) Mr. Sanjeev Lall - Independent Director
8) Mr. Athar Shahab - Non Executive Director
9) Mr. Manish Malik - Chief Financial Officer
10) Mr. Manoj Dere - Company Secretary (Up to 30 September 2024)
11) Ms. Asheeba Pereira - Company Secretary (w.e.f. 01 October 2024)

(iv) Parties having significant influence

1) Zuari Industries Limited (formerly Zuari Global Limited)
2) Indian Furniture Products Limited (IFPL)
3) Forte Furniture Products (India) Private Limited (Joint Venture of Zuari Global Limited)
4) Simon India Limited
5) Zuari Management Services Limited
6) Zuari Infraworld India Limited
7) Zuari Finserv Limited
8) Zuari International Limited (formerly Zuari Investments Limited)
9) Zuari Iav Private Limited (formerly Zuari Indian Oil Tanking Private Limited) {Joint Venture of Zuari Industries Limited}
10) Adventz Finance Private Limited
11) Lionel India Limited

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(v) Details of Post Employment Benefit Plans managed through separate trusts (para 9 (b) (v) of Ind AS 24)

1) Zuari Industries Limited Employee Provident Fund
2) Zuari Industries Limited Senior Staff Superannuation Fund
3) Zuari Industries Limited Non Management Employees Pension Fund
4) Zuari Industries Limited Gratuity Fund

Following transactions were carried out with related parties in the ordinary course of business for the year ended :-

(INR in Lakhs)

S. No.	Transaction details	31 March 2026				31 March 2025			
		Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
1	**Expenses incurred on their behalf**								
	- Zuari Industries Limited	-	-	0.69	-	-	-	-	-
2	**Expenses incurred on our behalf**								
	- Paradeep Phosphates Limited	-	33.87	-	-	-	2.02	-	-
	- Zuari Industries Limited	-	-	2.17	-	-	-	34.92	-
	- Zuari Farmhub Limited	33.20	-	-	-	-	-	-	-
3	**Service charges paid**								
	- Zuari Management Services Limited	-	-	1.62	-	-	-	10.51	-
	- Zuari Finserv Limited	-	-	57.76	-	-	-	7.94	-
	- Lionel India Limited	-	-	18.47	-	-	-	-	-
	- Simon India Limited	-	-	15.00	-	-	-	-	-
4	**Transfer of employee benefits**								
	- Paradeep Phosphates Limited	-	145.74	-	-	-	-	-	-
5	**Purchase of raw materials**								
	- Paradeep Phosphates Limited	-	2,603.75	-	-	-	-	-	-
6	**Sale of finished goods**								
	- Zuari Farmhub Limited	53.24	-	-	-	101.19	-	-	-
7	**Sale of Fertiliser Plant**								
	- Mangalore Chemicals and Fertilizers Limited (Amalgamed with Paradeep Phosphates Limited w.e.f. 16.10.2025)	7,275.00	-	-	-	-	-	-	-
8	**Other expenses**								
	- Zuari International Limited	-	-	0.20	-	-	-	0.39	-
9	**Interest paid**								
	- Paradeep Phosphates Limited (net of reversal of INR 0.91 Lakhs (31 March 2025 : net of reversal of INR 498.31 Lakhs))	-	(0.91)	-	-	-	(318.35)	-	-
	- Mangalore Chemicals and Fertilizers Limited (Amalgamed with Paradeep Phosphates Limited w.e.f. 16.10.2025)	374.93	-	-	-	748.88	-	-	-
10	**Inter corporate deposits taken**								
	- Adventz Finance Private Limited	-	-	11,000.00	-	-	-	8,500.00	-

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(INR in Lakhs)

S. No.	Transaction details	31 March 2026				31 March 2025			
		Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
11	**Inter corporate deposits paid**								
	- Adventz Finance Private Limited	-	-	9,500.00	-	-	-	10,000.00	-
	- Zuari Industries Limited	-	-	1,500.00	-	-	-	1,200.00	-
	- Zuari Management Services Limited	-	-	-	-	-	-	4,800.00	-
12	**Interest paid on Inter corporate deposits**								
	- Zuari Industries Limited	-	-	3,178.40	-	-	-	3,531.97	-
	- Zuari Management Services Limited	-	-	-	-	-	-	689.49	-
	- Adventz Finance Private Limited	-	-	864.76	-	-	-	886.13	-
13	**Rent paid**								
	- Simon India Limited	-	-	1.00	-	-	-	6.54	-
	- Zuari International Limited	-	-	9.71	-	-	-	-	-
14	**Rent received**								
	- Paradeep Phosphates Limited	-	-	-	-	-	0.40	-	-
	- Zuari Farmhub Limited	5.60	-	-	-	-	-	-	-
15	**Dividend received**								
	- Mangalore Chemicals and Fertilizers Limited (Amalgamed with Paradeep Phosphates Limited w.e.f. 16.10.2025)	960.43	-	-	-	960.43	-	-	-
16	**Investment in compulsory convertible preference shares**								
	- Zuari Maroc Phosphate Private Limited	-	17,739.98	-	-	-	-	-	-
17	**Conversion of compulsory convertible preference shares in equity shares**								
	- Zuari Maroc Phosphate Private Limited	-	17,739.98	-	-	-	-	-	-
18	**Sale of Investments in equity share**								
	- Zuari Maroc Phosphate Private Limited	-	41,813.28	-	-	-	-	-	-
19	**Purchases for PPE**								
	- Zuari Infraworld India Limited	-	-	-	-	-	-	4.80	-
20	**Sale for PPE**								
	- Paradeep Phosphates Limited	-	-	-	-	-	1,205.00	-	-
21	**Performance Security received**								
	- Zuari Maroc Phosphate Private Limited	-	16,800.00	-	-	-	25,000.00	-	-
22	**Performance Security refunded**								
	- Zuari Maroc Phosphate Private Limited	-	41,800.00	-	-	-	-	-	-
23	**Contribution to provident fund (including employees contribution)**	-	-	-	-	-	-	19.38	-
24	**Contribution to contributory pension fund (including employees contribution)**	-	-	-	-	-	-	4.48	-

Terms and conditions of transactions with related parties

The transactions of sale and purchases with related parties are made on terms equivalent to those prevailing in arm's length transactions. The outstanding balances at the year end of trading activities are generally unsecured. Interest is charged as per terms of the contract with the related parties which is at arm's length. The net outstanding balances are settled generally in cash.

There have been no guarantees provided or received for any related party receivables or payables.

Compensation of key management personnel of the Company**

Particulars	31 March 2026	31 March 2025
	(INR in Lakhs)	(INR in Lakhs)
Short-term employee benefits	97.44	81.41
Retirement benefits	4.96	3.76
Sitting Fee	29.60	27.90
Total compensation paid to key management personnel	**132.00**	**113.07**

**The amount disclosed above are the amounts recognised during the reporting period related to key management personnel. As the liabilities for the gratuity and compensated absence is provided on an actuarial basis for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable and therefore not included above.

Balance Outstanding as on: # **(INR in Lakhs)**

S. No.	Particulars	31 March 2026				31 March 2025			
		Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Subsidiaries	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
1	**Trade payables :**								
	- Mangalore Chemicals and Fertilizers Limited	-	-	-	-	8,121.53	-	-	-
	- Paradeep Phosphates Limited	-	-	-	-	-	818.68	-	-
	- Zuari Finserv Limited	-	-	-	-	-	-	0.33	-
	- Zuari International Limited	-	-	10.49	-	-	-	-	-
	- Lionel India Limited	-	-	1.56	-	-	-	-	-
2	**Interest payable :**								
	Mangalore Chemicals and Fertilizers Limited (Amalgamed with Paradeep Phosphates Limited w.e.f. 16.10.2025)	-	-	-	-	5,797.25	-	-	-
	- Paradeep Phosphates Limited	-	6,134.92	-	-	-	-	-	-
3	**Trade receivable/ Other receivable :**								
	- Zuari Industries Limited	-	-	-	-	-	-	24.13	-
4	**Advance given for income tax liability :**								
	- Zuari Industries Limited	-	-	522.15	-	-	-	522.15	-
5	**Inter corporate deposits**								
	- Zuari Industries Limited	-	-	25,850.00	-	-	-	27,350.00	-
	- Adventz Finance Private Limited	-	-	10,000.00	-	-	-	8,500.00	-
6	**Advance from customers/others**								
	- Zuari Farmhub Limited	11.95	-	-	-	90.76	-	-	-
7	**Other payables - Collections**								
	- Paradeep Phosphates Limited	-	16.06	-	-	-	-	-	-
8	**Performance Security**								
	- Zuari Maroc Phosphate Private Limited	-	-	-	-	-	25,000.00	-	-
9	**Security Deposit received**								
	- Zuari Farmhub Limited	4.20	-	-	-	-	-	-	-
10	**Gratuity fund balance :**	-	-	83.00	-	-	-	86.54	-
11	**Provident fund balance* :**	-	-	-	-	-	-	-	-

*Includes amount contributed by Zuari Industries Limited (related party of the Company).

Notes to the Standalone Financial Statements for the year ended 31 March 2026

34. Fair Values[#]

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR in Lakhs)

	Carrying value		Fair value	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Financial assets				
Investments:				
Investment in quoted equity share at FVTOCI	70,171.26	-	70,171.26	-
Investment in unquoted equity share at FVTOCI	12,765.60	7,093.44	12,765.60	7,093.44
Investment in mutual fund	114.72	-	114.72	-
Others:				
Security deposits	0.93	92.37	0.93	92.37
Other financial assets	5.51	20.32	5.51	20.32
	83,058.02	**7,206.13**	**83,058.02**	**7,206.12**
Financial Liabilities				
Borrowings				
Long term borrowings	10,978.49	13,318.72	10,978.49	13,318.72
Short term borrowings	41,345.49	43,353.82	41,345.49	43,353.82
Others:				
Performance security received	-	25,000.00	-	25,000.00
Other financial liabilities	6,827.36	6,972.56	6,827.36	6,972.56
Total financial liabilities	**59,151.34**	**88,645.10**	**59,151.34**	**88,645.10**

The management assessed that cash and cash equivalents, trade receivables and trade payables approximate their carrying amounts largely due to the short-term maturities of these instruments. Borrowings are primarily Indian domestic long-term rupee loans wherein interest rates are linked to benchmark rates (Marginal Cost of Lending Rates/ Prime Lending Rates) of respective lenders. These benchmark rates are determined based on cost of funds of the lenders, as well as, market rates. The benchmark rates are periodically revised by the lenders to reflect prevalent market conditions. Accordingly, effective cost of debt for Borrowings at any point of time is in line with the prevalent market rates. Due to these reasons, management is of the opinion that they can achieve refinancing, if required, at similar cost of debt, as current effective interest rates. Hence, the discounting rate for calculating the fair value of Borrowings has been taken in line with the current cost of debt.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The following methods and assumptions were used to estimate the fair values:

(i) Security deposits / Employee loans - The fair value of security deposits / employee loans approximates the carrying value and hence, the valuation technique and inputs have not been given.

(ii) The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

(iii) The fair values of the remaining FVTOCI financial assets are derived from quoted market prices in active markets.

(iv) **Performance security:** The Company considers that the performance security received does not include a significant financing component. The performance security receipt is intended to protect the interest of the company, from the counter party obligations under the contract. Accordingly, transaction cost of performance security deposit is considered as fair value at initial recognition and subsequently measured at amortised cost

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis are as shown below:

	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
As on 31 March 2026				
Investment in Unquoted equity share of Indian Potash Limited	DCF Method	WACC and Long Term Growth Rate (LTGR)	WACC 16.81% & LTGR 5.00%	Decrease in LTGR by 0.50% would result in decrease in fair value by INR 37 Lakhs and Increase in LTGR by 0.50% would result in increase in fair value by INR 39 Lakhs respectively.
As on 31 March 2025				
Investment in Unquoted equity share of Indian Potash Limited	DCF Method	WACC and Long Term Growth Rate (LTGR)	WACC 14.19% & LTGR 5.00%	Decrease in LTGR by 0.50% would result in decrease in fair value by INR 112 Lakhs and Increase in LTGR by 0.50% would result in increase in fair value by INR 122 Lakhs respectively.

Reconciliation of fair value measurement of unquoted equity shares classified as FVTOCI assets:

(INR in Lakhs)

As at 31 March 2025	**6,526.08**
Re-measurement gain recognised in OCI	567.36
As at 31 March 2025	**7,093.44**
Re-measurement loss recognised in OCI	5,672.16
As at 31 March 2026	**12,765.60**

35. Fair value measurements

(i) Financial instruments by category **(INR in Lakhs)**

	31 March 2026			31 March 2025		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments-						
Investment in quoted equity share at FVTOCI	-	70,171.26	-	-	-	-
Investment in unquoted equity share at FVTOCI	-	12,765.60	-	-	7,093.44	-
Investment in mutual fund	114.72	-	-	-	-	-
Loans and interest thereon	-	-	-	-	-	-
Security deposits	-	-	0.93	-	-	92.37
Trade receivables	-	-	-	-	-	694.73
Cash and cash equivalents	-	-	689.45	-	-	15,367.48
Bank balances other than above	-	-	295.62	-	-	184.02
Other financial assets	-	-	5.51	-	-	20.32
Total Financial assets	**114.72**	**82,936.86**	**991.51**	**-**	**7,093.44**	**16,358.92**
Financial liabilities						
Borrowings	-	-	52,323.98	-	-	56,672.54
Trade payables	-	-	1,223.62	-	-	10,684.13
Payable for capital goods	-	-	18.36	-	-	22.26
Performance security received	-	-	-	-	-	25,000.00
Others	-	-	6,809.00	-	-	6,950.30
Total Financial liabilities	**-**	**-**	**60,374.96**	**-**	**-**	**99,329.23**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(ii) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2026 : **(INR in Lakhs)**

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
Investment in quoted equity share at FVTOCI	31 March 2026	70,171.26	70,171.26	-	-
Investment in unquoted equity share at FVTOCI	31 March 2026	12,765.60	-	-	12,765.60
Investment in mutual fund	31 March 2026	114.72	114.72		
Assets for which fair values are disclosed					
Security deposits	31 March 2026	0.93	-	0.93	-
Other financial assets	31 March 2026	5.51	-	5.51	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2026 : **(INR in Lakhs)**

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities for which fair values are disclosed					
Long term borrowings	31 March 2026	10,978.49		10,978.49	
Short term borrowings	31 March 2026	41,345.49	-	41,345.49	-
Performance security received	31 March 2026	-	-	-	-
Other financial liabilities	31 March 2026	6,827.36	-	6,827.36	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2025 : **(INR in Lakhs)**

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
Investment in quoted equity share at FVTOCI	31 March 2025	-	-	-	-
Investment in unquoted equity share at FVTOCI	31 March 2025	7,093.44	-	-	7,093.44
Investment in mutual fund	31 March 2025	-	-	-	-
Assets for which fair values are disclosed					
Security deposits	31 March 2025	92.37	-	92.37	-
Other financial assets	31 March 2025	20.32	-	20.32	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2025 : **(INR in Lakhs)**

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Liabilities for which fair values are disclosed (Note 40)					
Long term borrowings	31 March 2025	13,318.72	-	13,318.72	-
Short term borrowings	31 March 2025	43,353.82	-	43,353.82	-
Performance security received	31 March 2025	25,000.00	-	25,000.00	-
Other financial liabilities	31 March 2025	6,972.56	-	6,972.56	-

There have been no transfers between level 1, level 2 and level 3 during the year.

36. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds investments and enters into derivative transactions. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks.The Company's risk management is carried out by a treasury department under policies approved by the Board of directors of the Company. The treasury department identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The Board of directors (Committee of directors for Banking and Finance) provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, investments and derivative financial instruments. The sensitivity analysis in the following sections relate to the position as at 31 March 2026 and 31 March 2025.

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations, provisions, and other non-financial assets.

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2026 and 31 March 2025.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(INR in Lakhs)

Particulars	Increase/ decrease in basis points	Effect on profit before tax
For the year ended 31 March 2026		
INR Borrowings	+50	(261.62)
INR Borrowings	-50	261.62
For the year ended 31 March 2025		
INR Borrowings	+50	(283.36)
INR Borrowings	-50	283.36

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company uses foreign exchange forward contracts to manage its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one to 7 months.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of various currencies with INR, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

For the year ended 31 March 2026 **(INR in Lakhs)**

Particulars	Change in foreign currency rate	Effect on profit before tax
USD	+5%	-
	-5%	-

For the year ended 31 March 2025 **(INR in Lakhs)**

Particulars	Change in foreign currency rate	Effect on profit before tax
USD	+5%	-
	-5%	-

c) Commodity price risk

The Company also deals in purchase of imported raw materials (i.e. P2O5), imported by third party, which are procured by the Company on an high sea sale arrangement and used in the manufacturing of fertiliser. The import prices of these materials are governed by international prices. There is a price and material availability risk.

Equity price risk

The Company's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

At the reporting date, the exposure to unlisted equity securities at fair value was INR 12,765.60 Lakhs (31 March 2025: INR 7,093.44 Lakhs). Sensitivity analyses of these investments have been provided in Note 34.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

At the reporting date, the exposure to listed equity securities at fair value was INR 70,171.26 (31 March 2025 INR Nil). A decrease of 5% on the NSE market price could have an impact of approximately INR 3,508.56 (31 March 2025 : INR Nil) on the OCI or equity attributable to the Company. An increase of 5% in the value of the listed securities would also impact OCI and equity. These changes would not have an effect on profit or loss.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

a) Trade receivables

The Company receivables can be classified into two categories, one is from the customers into the market and second one is from the Government in the form of subsidy. As far as Government portion of receivables are concerned, credit risk is Nil. For market receivables from the customers, the Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customer. The Company monitors the payment track record of the customer. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. The Company has also taken security deposits from its customers, which mitigate the credit risk to some extent. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 9. The Company holds collateral as security for many of its customers. At 31 March 2026, Nil % (31 March 2025 : 32.88%) of the Company's trade receivables are covered by collateral security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several geographical areas and are having long term business relationship with the Company.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The Company adjusts the receipts from customer on first in first out basis. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than five years and are not subject to enforcement activity. Security collaterals obtained by the Company resulted in a decrease in the ECL of INR Nil as at 31 March 2026 (31 March 2025 : INR 0.06 Lakhs). During the year ended 31 March 2026 , the Company had performed certain key steps for recoverability of trade receivables including but not limited to reconciliation with its customers, filing of legal cases with customers, recoverability assessment of aged receivables and etc. Basis these steps taken by the management, the Company is carrying provision of INR Nil (31 March 2025 : INR 37.94 Lakhs) based on their best estimate.

Set out below is the information about the credit risk exposure of the Company's trade receivables and contract asset using provision matrix:

(INR in Lakhs)

	Contract Asset	<1 Yr	1-2 Yr	2-3 Yr	3-4 Yr	4-5 Yr	>5 Yr	Grand Total
	ECL Rate	**0.00%**	**0.00%**	**0.00%**	**0.00%**	**0.00%**	**0.00%**	
31 March 2026	Estimated total gross carrying amount at default	-	-	-	-	-	-	**-**
	ECL- simplified approach	-	-	-	-	-	-	**-**
	Net carrying amount	**-**	**-**	**-**	**-**	**-**	**-**	**-**
31 March 2025	**ECL Rate**	**0.09%**	**2.43%**	**5.37%**	**13.19%**	**36.71%**	**100.00%**	
	Estimated total gross carrying amount at default	24.36	0.01	4.82	-	-	37.66	**66.85**
	ECL- simplified approach	0.02	0.00	0.26	-	-	37.66	**37.94**
	Net carrying amount	**24.34**	**0.01**	**4.56**	**-**	**-**	**-**	**28.91**

Notes to the Standalone Financial Statements for the year ended 31 March 2026

Reconciliation of provision for doubtful debts, loans, other financial assets and other advances falling under stage 3 of impairment testing :

(INR in Lakhs)

	Trade receivables	Loans	Other financial assets	Other advances	Total
Provision as at 1 April 2024:	**38.19**	**-**	**-**	**-**	**38.19**
Add: Provision made during the year	37.94	-	-	-	37.94
Less: Provision utilized/ reversed during the year	(38.19)	-	-	-	(38.19)
Provision as at 31 March 2025 :	**37.94**	**-**	**-**	**-**	**37.94**
Add: Provision made during the year	-	-	-	-	-
Less: Provision utilized/ reversed during the year	(37.94)	-	-	-	(37.94)
Provision as at 31 March 2026 :	**-**	**-**	**-**	**-**	**-**

b) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the guidelines framed by the board of directors of the Company. Guidelines broadly covers the selection criterion and over all exposure which the Company can take with a particular financial institution or bank. Further, the guideline also covers the limit of overall deposit which the Company can make with a particular bank or financial institution. The Company does not maintain the significant amount of cash and deposits other than those required for its day to day operations.

Liquidity risk

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium/ long term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(INR in Lakhs)

	Less than 1 Year	1-3 Years	3-5 years	> 5 years	Total
Year ended 31 March 2026					
Borrowings	41,345.49	10,978.49	-	-	52,323.98
Performance security received	-	-	-	-	-
Other financial liabilities	6,827.36	-	-	-	6,827.36
Trade and other payables	1,223.62	-	-	-	1,223.62
	49,396.47	**10,978.49**	**-**	**-**	**60,374.96**
Year ended 31 March 2025					
Borrowings	43,353.82	13,318.72	-	-	56,672.54
Performance security received	25,000.00	-	-	-	25,000.00
Other financial liabilities	6,972.56	-	-	-	6,972.56
Trade and other payables	10,684.14	-	-	-	10,684.14
	86,010.52	**13,318.72**	**-**	**-**	**99,329.24**

37. Key financial ratios#

Particulars	31 March 2026	31 March 2025	% Change	Reasons for variance
1. Current Ratio (Current Assets/Current Liabilities)	0.03	0.20	86.73%	Due to decrease in working capital
2. Debt - Equity Ratio (Debt/Equity)	0.83	4.18	80.21%	Due to exceptional gain on sale of fertilizer plant & sale/ transfer of investments
3. Debt Service Coverage Ratio (Net profit after tax + Non cash operating expenses)/ (Interest & Lease payments + Principal Repayments)	9.93	0.11	-9307.06%	Increased due to recognition of one time gain during the financial year
4. Return on Equity Ratio (Net profit after taxes/ Average Shareholder's equity)	2.49	(0.43)	675.62%	Increased due to recognition of one time gain during the financial year
5. Inventory turnover ratio (Cost of goods sold/Average Inventory)	12.05	2.01	-500.72%	Significant variance is on account of transfer of assets and liabilities due to slump sale
6. Trade Receivables turnover ratio (Net sales/Average Trade Receivables)	5.59	2.93	-90.87%	Significant variance is on account of transfer of assets and liabilities due to slump sale
7. Trade payables turnover ratio (Total Purchase/ Average Trade Payable)	0.69	0.03	-1953.01%	Significant variance is on account of transfer of assets and liabilities due to slump sale
8. Net capital turnover ratio (Total Sales/Working Capital)	(0.04)	(0.07)	43.96%	Due to exceptional gain on sale of fertilizer plant & sale/ transfer of investments
9. Net profit ratio (Profit after tax/Revenue)	49.17	(1.53)	3314.68%	Increased due to exceptional gain on sale of fertilizer plant & sale/ transfer of investments
10. Return on Capital employed (EBIT/(Total Assets- Total Current Liabilities))	1.43	0.05	-2635.08%	Increased due to exceptional gain on sale of fertilizer plant & sale/transfer of investments

38. Segment Information

Information regarding primary segment reporting as per Ind AS-108

The Company engaged in the business of manufacturing, trading and marketing of chemical fertilizers and fertilizer products which according to the management, is considered as the only business segment. However, w.e.f. 30th September, 2025 the company has divested its sole operating segment.

Accordingly, no separate segmental information has been provided herein.

Geographical segments

The Company operates in India and therefore caters to the needs of the domestic market. Therefore, there is only one geographical segment and hence, geographical segment information is not required to be disclosed.

Revenue from single customer i.e. subsidy income from Government of India amounted to INR Nil (31 March 2025 : INR Nil) arising from sales in the fertilizers segment including discontinued operations of INR 869.20 Lakhs (31 March 2025 : INR 1,831.49 Lakhs).

39. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Total Borrowings (Refer Note 13 and Note 14)	52,323.98	56,672.54
Trade payables (Refer Note 15)	1,223.62	10,684.14
Other payables (Refer Note 16)	6,823.16	31,972.56
Less: Cash and cash equivalents (Refer Note 10)	(689.45)	(15,367.47)
Net debts (a)	**59,681.31**	**83,961.77**
Total Equity (Refer Note 11 and Note 12) (b)	63,257.67	13,562.41
Capital and net debt c = (a+b)	**1,22,938.98**	**97,524.18**
Gearing ratio (%)	**48.55%**	**86.09%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2026 and ended 31 March 2025.

The Company has various covenants to be complied in respect of its borrowings. The primary covenants are total outstanding liabilities to tangible net worth ratio, debt service coverage ratio, interest coverage ratio, fixed assets coverage ratio, current ratio, debt to EBITDA ratio, current assets to current liabilities ratio and total debt to equity ratio. There is no non compliances for debt covenants for borrowings

40. Disclosure required under Section 186 (4) of the Companies Act, 2013

(i) The Company has not given any loans or guarantee or security under section 186(4) of the Companies Act, 2013

(ii) Details of Investments made during the year are given below and the details of investment also given in Note 6A.

Sr. No	Name of the Investee	Investment made	Purpose
1	Zuari Maroc Phosphates Private Limited	Subscription to 69,16,173 Compulsorily Convertible Preference Shares (CCPS) for an Aggregate consideration of ₹ 1,77,39,98,374.50 which were later converted into 69,16,173 equity shares of face value of ₹ 10 each	The Company had invested in CCPS pursuant to scheme of arrangement entered between Mangalore Chemicals and Fertilizers Limited (*"MCFL") and Paradeep Phosphates Limited ("PPL") and their respective shareholders and creditors (such scheme the "Scheme'") and pursuant to Securities Subscription Agreement.
2	Paradeep Phosphates Limited	Allotted 6,54,33,846 equity shares of ₹ 10 each of Paradeep Phosphates Limited. The allotment has been made in the ratio of 187 fully paid-up equity shares of PPL of ₹ 10/- each for every 100 fully paid-up equity shares of Mangalore Chemicals & Fertilizers Limited (MCFL) of ₹ 10/- each in lieu of 3,49,91,362 equity shares of ₹ 10/- each held in MCFL.	Allotment has been made pursuant to Scheme of Arrangement amongst MCFL, PPL and their respective shareholders and creditors.

41. During the financial year 2013-14, the Company had sold part of freehold land to Zuari Industries Limited (formerly, Zuari Global Limited) at a consideration of INR 16,359.32 Lakhs. The possession of the said parcel of land was handed over on 28 March 2014; however the transfer of title of some of the land parcels is under progress. The Company had received full consideration from the buyer in the financial year 2013-14.

42. Zuari Industries Limited (formerly, Zuari Global Limited) had demerged its fertilizer undertaking to the Company with effect from 1 July 2011. ZIL has during an earlier year, based on Hon'ble High Court order on demerger of fertilizer undertaking, identified amount of income tax paid under protest pertaining to fertilizer undertaking demerged into the Company.

The Company has exchanged letter of mutual understanding with ZIL wherein the Company has paid such amount of income tax under protest. The balance carrying value of such amount is INR 522.15 Lakhs (31 March 2025: INR 522.15 Lakhs) and classified under Income Tax Assets under non-current assets.

43. At the 14th Annual General Meeting held on 27th September 2023, the shareholders of the Company, have approved the waiver of recovery of excess remuneration of ₹ 81 Lakh paid to Mr. Sunil Sethy, Ex-Managing Director during the financial year 2019-20. The Company has filed an application under Section 454 read with Section 441 of the Companies Act, 2013 for adjudication of penalties/ compounding of offence under Section 197 of the Companies Act, 2013. Vide Order of Adjudication of Penalty dated 16th August, 2024, a penalty of ₹ 5 Lakh was imposed on the Company which the Company has paid on 10th October, 2024.

44. The Company has paid remuneration of INR 15.50 Lakhs to Mr. Nitin M. Kantak, Executive Director in the category of Whole Time Director for the period from 10th January, 2026 to 31st March, 2026, pursuant to section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act vide special resolution passed by the shareholders of the Company through Postal Ballot on 8th January, 2026.

45. The Composite Scheme of Arrangement between Mangalore Chemicals & Fertilizers Limited ("MCFL"), Paradeep Phosphates Limited ("PPL"), and their respective shareholders and creditors was approved by the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru and Cuttack Benches, by their respective orders dated 24 September 2025 and 26 September 2025. The respective companies filed certified true copies of the NCLT orders with the Registrar of Companies and the scheme has been fully implemented.

Accordingly, the Company has considered the loss of control over MCFL effective from 26 September 2025.

Pursuant to the NCLT Orders, the Company has transferred its investment of 2,90,37,000 equity shares in MCFL to Zuari Maroc Phosphates Private Limited ("ZMPPL") at a consideration of INR 144 per share, aggregating to INR 41813.28 Lakhs. The related accounting effect has been recognised as on 30 September 2025. MCFL has been derecognised as a subsidiary from that date.

The transfer of the Identified Shares by the Company to Zuari Maroc Phosphates Private Limited is considered a 'related party transaction' under the Companies Act. The transfer of the Identified Shares by the Company to Zuari Maroc Phosphates Private Limited has taken place pursuant to and in accordance with the price as set out in the Scheme, and undertaken on an arm's length basis.

Consequent to the Scheme becoming effective, MCFL has been amalgamated with PPL, and in accordance with the approved share-exchange ratio, the Company has received 6,54,33,846 equity shares of PPL in exchange for its investment in MCFL. The effect of such exchange has been considered as on 30 September 2025.

On derecognition of MCFL as a subsidiary and the initial recognition of the investment in PPL effective from 30 September 2025, the Company has classified this investment in PPL as a Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI) in accordance with Ind AS 109. Accordingly, the change in fair value of these shares from the date of initial recognition, a loss of INR 58,092.17 Lakhs has been recognized in the 'Other Comprehensive Income' during the year ended 31 March 2026.

46. During the year ended 31 March 2026 the company has been allotted 69,16,173 number of 0.001% series A compulsory convertible preference shares by Zuari Maroc Phosphates Private Limited at face value of INR 10 each for an aggregate consideration of INR 17739.98 Lakhs in terms of the security subscription agreement entered amongst the Company, Zuari Maroc Phosphates Private Limited and OCP S.A. Subsequently the company has exercised its right to convert them into equity shares and on 22 December 2025 has been allotted 69,16,173 equity shares of face value of INR 10 each.

47. During the year ended 31 March 2025, the Company along with other noticees (3 former and 1 present Key Managerial Personnels), has received a Show Cause Notice (SCN) dated 14th January, 2025 from the Securities and Exchange Board of India ("SEBI") under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and Regulations issued by SEBI. The Company has filed a joint settlement application on behalf of all the noticees named in the SCN, including the Company, for settlement under the SEBI (Settlement Proceedings) Regulation, 2018, without admitting or denying the finding of fact and conclusions of law. Subsequently, SEBI vide Settlement Order dated 5th March, 2026 approved the settlement application and disposed of the adjudication proceedings against the Company and the other noticees upon compliance with the terms and conditions stipulated in the Settlement Order. Accordingly, the matter stands settled and closed.

48. During the major period of the 4th quarter of the financial year ended 31 March 2025, the Mahad plant was temporarily shut down due to shortage of raw materials. Subsequently in the month of June 2025, the Mahad plant had resumed its operations.

49. Pursuant to the Business Transfer Agreement (BTA) dated 29th August 2025 between the company and Mangalore Chemicals & Fertilizers Limited (MCFL), subsidiary of Zuari Agro Chemicals Limited, the Company's business of fertilizer products, which was the sole operating segment has been divested w.e.f. 30th September 2025 (refer note no 27). The company is currently evaluating new strategic business opportunities to strengthen its operational and financial position and create sustainable revenue streams.

Notes to the Standalone Financial Statements for the year ended 31 March 2026

50. During the year ended 31 March 2025, the Company along with Zuari Industries Limited (Related party of the company) has surrendered its exemption to hold contribution in Employees' Provident Fund Trust of the Company (Zuari Industries Limited Employee Provident Fund Trust – ZIL EPF Trust) to Employees' Provident Fund Organisation (EPFO) based on the statutory obligation as at 31 January 2025 by availing the option of depositing entire corpus of Zuari Industries Limited Employee Provident Fund trust in liquid cash to EPFO. As per the arrangement, the Trust has liquidated the investment portfolio and other assets from Zuari Industries Limited Employee Provident Fund Trust and the shortfall/ deficit between the value of investment portfolio held by ZIL EPF Trust and ZIL EPF Trust obligation to EPFO was made good by the Companies. Accordingly, net loss of INR 176.18 Lakhs (94.54% share of the company) is accounted under Employee benefit expenses in the financial statements for the year ended 31 March 2025 and the past accumulations of PF contributions (with interest) as on 31 January 2025 amounting to INR 1,174.08 Lakhs transferred to EPFO.

51. On 21 November 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the basis of the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, nonrecurring nature of this impact, the Company has presented such incremental impact as Exceptional Item as in these financial statements.

Accordingly, net charge of INR 4.56 Lakhs has been recognised as an "Exceptional Item" during the year ended 31 March, 2026. The company will continue to track and evaluate the impact of the rules notified by the Central/ State government post 31 March 2026 and consider the appropriate accounting effect in the relevant periods as needed

52. Other Statutory Information

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

(ii) The Struck off Company details

Name of the Struck off Company	Nature of transactions with struck off company	Balance Outstanding (INR)
Popular Stock and Share services Private Limited	Shares held by struck off comp	4,000.00
Bombay Trading Company Private Limited		4,000.00
Kothari Intergroup Limited		20.00

(iii) The Company does not have any charges or satisfaction pending registration with ROC beyond the statutory period except E-Form CHG-9 for modification of charges bearing charge ID 100574422 vide SRN F17273277 dated 27th July 2022. The same was filed by the Company to secure the Non-Convertible Debentures (NCDs) worth INR 125 Crore by way of land in addition to earlier charge created by pledge over the equity shares of Mangalore Chemicals & Fertilizers Limited and hypothecation of escrow account. The said form was sent for resubmission by MCA on 3rd August 2022 and again on 15th August 2022. Due to transition from V2 to V3 MCA portal from 15th August 2022 to 30th August 2022, the Company could not resubmit the E-form CHG-9 on the V3 portal. Further, the said E-Form CHG-9 was not made available for resubmission on V3 portal till February 2023. The Company had raised various complaints to MCA and submitted various letters to Registrar of Companies, Goa, Diu and Daman, in this behalf. However, the issue could not resolved and the E-Form CHG-9 remained pending in the time prescribed for resubmission. The Company, thereafter, redeemed the NCDs worth INR 25 Crore on 30th June 2023 and INR 21 Crore on 17th January 2024 and relevant E-Forms CHG-9 for modification of charge from INR 125 Crore to INR 100 Crore and from INR 100 Crore to INR 79 Crore, respectively, were filed by the Company. Further, the Company redeemed the remaining NCDs amounting to INR 79 Crore, for which E-Form CHG-4 for satisfaction of charge was filed vide SRN No. AA7138991 on 4th April 2024. Hence, the Company has fully complied with the relevant provisions of the Companies Act, 2013, in this behalf.

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

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

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

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company does not have any such transaction which is not recorded in the books of accounts that 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.

(viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (restriction on number of layers) Rules, 2017.

(ix) The Company has neither declared nor paid any interim dividend or final dividend during the year.

(x) The Company was not required to spend for CSR under section 135 of Companies Act, 2013 for the Financial Year 2025-26.

53. Previous period/year figures have been regrouped/ re-classified wherever necessary.

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place : New Delhi
Date: 15 May 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of Zuari Agro Chemicals Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Zuari Agro Chemicals Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture comprising of the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at March 31, 2026, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its joint venture 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 financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated 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 consolidated financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Assessment of Going Concern Basis (As described in Note 48 of the financial statement) During the year the holding company has ceased its primary business operations during the year under audit. The holding company currently has no revenue from operations and is in the process of evaluating and pursuing new business opportunities, including strategic diversification into mining activities. In pursuance thereof, the holding company has altered its object clause to enable it to explore mining and associated activities, and has evaluated making a bid for the auction of Iron Ore blocks in Goa.	**Our audit procedures in respect of the going concern assessment included, but were not limited to, the following:** • Obtained and reviewed holding company management's written going concern assessment and representation letter, setting out the factors supporting the appropriateness of the going concern assumption. • Evaluated the reasonableness of holding company management's assessment against the financial position of the Company as at 31st March 2026, including a review of the net worth of ₹ 632 crores, the composition of assets, and the nature and quantum of existing liabilities.

Key audit matter	How our audit addressed the key audit matter
The holding company's net worth as on 31st March 2026 stands at 632 crores. The holding company holds significant immovable properties (including land parcels carried at nominal book value but having substantial realisable market value), strategic financialinvestments, and other assets, the aggregate realisable value of which is considered by management to be significantly higher than the holding company's existing liabilities. Holding company's management has concluded, and represented to us, that there exists no material uncertainty that would cast significant doubt on the holding company's ability to continue as a going concern. Accordingly, the financial statements have been prepared on a going concern basis. We have identified the assessment of the appropriateness of the going concern assumption as a Key Audit Matter, given: • The absence of revenue from operations during the year, which is a significant indicator requiring careful evaluation under SA 570 (Revised), Going Concern; • The holding company's reliance on asset monetisation, strategic investors, and new business development to sustain operations and meet financial obligations; and • The inherent uncertainty associated with the outcome of exploratory business initiatives, including the proposed foray into mining activities, which are subject to regulatory approvals, competitive bidding outcomes, and market conditions — all outside the control of management. Given the significance of the judgements involved in holding company's management's going concern assessment, and the potential impact on the financial statements if these judgements were to change, we have determined this matter to be of most significance in our audit of the financial statements for the year ended 31st March 2026.	• Verified the carrying value of significant immovable properties and financial investments in the books of account and assessed whether holding company management's assertion regarding their realisable market value is supported by available evidence, including independent valuations or market data where available. • Reviewed the holding company's Memorandum of Association to verify that the object clause has been duly amended to include mining and associated activities, as represented by management. • Assessed the holding company's ability to meet its financial obligations as they fall due by reviewing the maturity profile of liabilities, the liquidity position, and available unencumbered assets that can be monetised if required. • Reviewed correspondence with lenders, bankers, and key stakeholders, where available, to assess the holding company's ongoing ability to raise finance and maintain financial relationships. • Assessed whether the disclosures made in the consolidated financial statements in respect of the going concern assumption are adequate and in accordance with the requirements of Ind AS 1 — Presentation of Financial Statements. (Refer Note 48 to the consolidated financial statements) • Based on the audit procedures performed, we concur with holding company's management's assessment that the going concern assumption is appropriate in the preparation of the financial statements of the holding Company for the year ended 31st March 2026. We did not identify evidence of a material uncertainty that would cast significant doubt on the holding company's ability to continue as a going concern. Accordingly, no modification to our opinion is required in this regard *This Key Audit Matter has been identified in accordance with SA 701, Communicating Key Audit Matters in the Independent Auditor's Report. Since management has concluded that no material uncertainty exists as at 31st March 2026, no Emphasis of Matter paragraph under SA 706 is required.*
Estimates with respect to recognition of deferred tax assets on unused tax losses. For the year ended 31st March, 2026, the holding company has not recognized deferred tax income/expense in the Standalone financial statements on the unused tax losses Deferred tax assets are recognized on unabsorbed tax losses when it is probable that taxable profit will be available against which such tax losses can be utilized. The holding company's ability to recognize deferred tax assets on unabsorbed tax losses is assessed by their management at the end of each reporting period, taking into account forecasts of future taxable profits and the assumptions on which such projections are determined by their management. Given the degree of estimation based on the projection of future taxable profits, the holding company's management's decision to not create deferred tax assets on unabsorbed tax losses has been identified to be a key audit matter.	**Our audit procedures included among the others, the following:** • Gained an understanding of the deferred tax assessment process and assessed the design and tested the operating effectiveness of controls over recognition of deferred tax. • Discussed and evaluated holding company management's assumptions and estimates like projected revenue growth, margins, etc. in relation to the probability of generating future taxable income to support the utilization of deferred tax on unabsorbed tax losses with reference to forecast taxable income and performed sensitivity analysis. • Tested the arithmetical accuracy of the model. • Assessed the related disclosures in respect of the deferred tax assets in the Standalone financial statements.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated Financial Statements and Auditor's Report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

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

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of the Group and of its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of the Group and of its joint venture.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence

obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 consolidated financial statements for the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

a. The financial statements of one of the subsidiaries whose financial statements include total assets of INR 61,518.02 lakhs as at March 31, 2026, total revenues of INR 1,36,596.46 lakhs and net cash inflows of INR 639.54 lakhs for the year ended on that date have been audited by us.

b. The special purpose financial statements and other financial information, in respect of another subsidiary, whose special purpose financial statements include total assets of INR 2,40,550.99 lakhs as at 30th September, 2025, total revenues of INR 1,86,345.82 lakhs and net cash inflows of INR (4,190.15) lakhs for the period ended on that date. These special purpose financial statement and other financial information have been audited by us.

c. The consolidated financial statements also include the Group's share of net profit of INR 21,907.68 lakhs for the year ended March 31, 2026, as considered in the consolidated special purpose financial statements, in respect of one joint venture, whose special purpose financial statements, have been audited by us.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. A. As required by Section 143(3) of the Act, based on our audit of holding company and our audit of one subsidiary as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company and our reports as the statutory auditors who are appointed under

Section 139 of the Act, of the subsidiary company none of the directors of the holding company and one subsidiary company, incorporated in India, is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

f. With respect to the adequacy and the operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies and its joint venture, incorporated in India, refer to our separate Report in "Annexure 2" to this report;

g. With respect to the matter to be included in the Auditors' report under Section 197(16) of the Act:

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiary which are incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

B. 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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report on separate financial statements, special purpose financial statements, as also the other financial information of the subsidiary and joint venture, as noted in the 'Other matter' paragraph:

(i) The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its joint venture in its consolidated financial statements – Refer Note 35 to the consolidated financial statements;

(ii) The Group and its joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2026;

(iii) There was no amount required to be transferred to investor education and protection fund by the Holding Company, its subsidiary and joint venture, incorporated in India during the year ended March 31, 2026.

(iv) a. The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 54 (v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary company incorporated in India or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b. The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 54 (vi) to the consolidated financial statements, no funds have been received by the Holding Company or its subsidiary company incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary company incorporated in India shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries

c. Based on such audit procedures as 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 (iv)(a) and (iv)(b) contain any material mis-statement.

(v) Based on our examination of the records of the Company and its subsidiaries, we report as follows in respect of declaration and payment of dividend during the year ended 31st March 2026:

The Holding Company and one of its subsidiary companies, both incorporated in India, have not declared or paid any dividend during the financial year ended 31st March 2026.

In respect of another subsidiary company incorporated in India, which ceased to exist as a separate entity with effect from 30th September 2025 pursuant to a Scheme of Amalgamation sanctioned by the competent authority, a Final Dividend was declared in respect of the financial year ended 31st March 2025 and was paid in September 2025, prior to the said amalgamation becoming effective. Based on our examination of the records of the said subsidiary, the aforesaid dividend was declared and paid in accordance with the provisions of Section 123 of the Companies Act, 2013.

(vi) Based on our examination which included test checks, performed by us on the Company and one subsidiary incorporated in India, have used accounting software for maintaining their respective books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, we have not come across any instance of the audit trail feature being tampered with. The audit trail has been preserved by the holding company and one subsidiary as per the statutory requirements for record retention.

For K.P.Rao & Co
Chartered Accountants
Firm Reg. No. 003135S

Prashanth S
Partner
Membership Number: 228407

UDIN: 26228407PVCUEM9062

Place: Bangalore
Date : 15.05.2026

Annexure 1 to the Independent Auditor's Report on the Consolidated Financial Statements of Zuari Agro Chemicals Limited for the year ended March 31, 2026

(Referred to in paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date)

According to the information and explanations given to us, in respect of below mentioned companies incorporated in India and included in the consolidated financial statements:

Name of the Entity	CIN	Nature	Adverse comments of component auditors, if any
Zuari Maroc Phosphates Private Limited	U24124OR2002PTC017414	Joint Venture	NA
Mangalore Chemicals and Fertilisers Limited	L24123KA1966PLC002036	Subsidiary	NA
Zuari Farmhub Limited	U52202GA2019PLC014150	Subsidiary	Nil

For K.P.Rao & Co
Chartered Accountants
Firm Reg. No. 003135S

Prashanth S
Partner
Membership Number: 228407

UDIN: 26228407PVCUEM9062

Place: Bangalore
Date : 15.05.2026

Annexure 2 to the Independent Auditor's Report on the Consolidated Financial Statements of Zuari Agro Chemicals Limited for the year ended March 31, 2026

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

Opinion

In conjunction with our audit of the consolidated financial statements of Zuari Agro Chemicals Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") and Joint venture which are companies incorporated in India, as of that date.

In our opinion, the Holding Company and such companies incorporated in India, which are its subsidiary and joint venture have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Companies Board of Directors included in the Group and joint venture which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to financial reporting criteria established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, 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 with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained during the audit of Holding company and of one subsidiary and special purpose audit of Joint venture is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

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

For K.P.Rao & Co
Chartered Accountants
Firm Reg. No. 003135S

Prashanth S
Partner
Membership Number: 228407

UDIN: 26228407PVCUEM9062

Place: Bangalore
Date : 15.05.2026

Consolidated Balance Sheet as at 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

	Notes	As at 31 March 2026	As at 31 March 2025
Assets			
Non-current assets			
Property, plant and equipment	3A	6,022.75	67,644.41
Right of use assets	3B	7,381.85	7,667.35
Capital work-in-progress	3A	-	449.74
Investment property	4	340.99	342.44
Intangible assets	5	2,112.14	10,889.54
Intangible assets under development	5	-	269.12
Investment in joint ventures	6	175,007.30	135,401.61
Financial assets			
(i) Investments	7A	82,936.86	7,093.44
(ii) Others	7C	350.61	727.09
Deferred tax asset (net)	19A	810.02	622.74
Other non-current assets	8	677.74	761.15
Income tax assets (net)	19B	2,709.54	1,349.19
		278,349.80	**233,217.82**
Current assets			
Inventories	9	26,761.59	17,230.17
Financial assets			
(i) Investments	7A	114.72	-
(ii) Trade receivables	11	9,023.82	8,614.97
(iii) Cash and cash equivalents	12A	3,284.58	17,323.06
(iv) Bank balances other than (iii) above	12B	2,936.01	3,916.70
(v) Loans	7B	0.33	0.70
(vi) Others	7C	6.81	9.77
Other current assets	8	4,573.43	3,401.96
		46,701.29	**50,497.33**
Assets held for sale	10	-	218,924.75
		46,701.29	**269,422.08**
Total assets		**325,051.09**	**502,639.90**
Equity and liabilities			
Equity			
Equity share capital	13	4,205.80	4,205.80
Other equity	13A	204,691.90	181,380.81
Equity attributable to equity holders of the Parent Company		**208,897.70**	**185,586.61**
Non-controlling interests		68.76	66,160.44
Total equity		**208,966.46**	**251,747.05**
Non-current liabilities			
Financial liabilities			
(i) Borrowings	14A	11,060.43	13,467.51
(ia) Lease liabilities	14A	7,012.64	7,313.49
Deferred tax liabilities (net)	19A	7,476.95	-
Provisions	18	916.14	574.74
		26,466.16	**21,355.74**

Consolidated Balance Sheet as at 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

	Notes	As at 31 March 2026	As at 31 March 2025
Current liabilities			
Financial liabilities			
(i) Borrowings	**14B**	44,883.17	49,909.51
(ia) Lease liabilities	**14B**	1,208.18	1,037.63
(ii) Trade payables	**15**		
a) total outstanding dues of micro enterprises and small enterprises		4.99	47.56
b) total outstanding dues of creditors other than micro enterprises and small enterprises		23,267.14	15,853.16
(iii) Others	**16**	9,364.46	28,548.64
Current tax liabilities (net)	**19C**	1,869.70	-
Other current liabilities	**17**	8,774.19	7,282.01
Provisions	**18**	246.64	74.15
		89,618.47	**102,752.66**
Liabilities directly associated with the assets held for sale	**10**	-	126,784.45
Total liabilities		**116,084.63**	**250,892.85**
Total equity and liabilities		**325,051.09**	**502,639.90**

Summary of significant accounting policies **2**

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place : New Delhi
Date: 15 May 2026

Consolidated Statement of Profit and Loss for the year ended 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

		Notes	For the year ended 31 March 2026	For the year ended 31 March 2025
Continuing Operations				
I	**Revenue**			
	Revenue from operations	**20**	319,971.59	443,608.70
	Other income	**21**	2,029.56	5,427.65
	Total income (I)		**322,001.15**	**449,036.35**
II	**Expenses**			
	Cost of raw material and components consumed	**22**	109,131.34	190,798.29
	Purchases of traded goods	**23**	110,052.36	99,105.22
	Changes in inventories of finished goods, traded goods and work in progress	**24**	(3,324.97)	(13,327.65)
	Employee benefits expense	**25**	11,187.78	13,842.97
	Finance costs	**26**	10,140.58	16,830.77
	Depreciation and amortization expense	**27**	5,869.22	10,150.08
	Other expenses	**28**	61,988.68	116,356.73
	Total expense (II)		**305,044.99**	**433,756.41**
III	**Profit/(Loss) before share of profit of joint venture and tax (I - II)**		**16,956.16**	**15,279.94**
IV	Add: Share of profit of joint venture		21,760.04	15,032.96
V	**Profit/(loss) before exceptional items and tax (III + IV)**		**38,716.21**	**30,312.90**
VI	Exceptional items	**29**	81,178.53	-
VII	**Profit/(loss) before tax (V+VI)**		**119,894.74**	**30,312.90**
VIII	**Tax expense:**			
	(1) Current tax	**19**	7,516.72	6,278.37
	(2) Tax relating to earlier years	**19**	-	131.10
	(3) Deferred tax charge	**19**	14,143.00	807.83
	Income tax expense		**21,659.72**	**7,217.30**
IX	**Profit/(loss) for the year from continuing operations (VII - VIII)**		**98,235.02**	**23,095.60**
Discontinued operations				
X	Profit/(Loss) before tax for the year from discontinued operations		-	-
XI	Tax Income/ (expense) of discontinued operations	**19**	-	-
XII	**Profit/(Loss) for the year from discontinued operations (X - XI)**		**-**	**-**
XIII	**Profit/(Loss) for the year (IX + XII)**		**98,235.02**	**23,095.60**
XIV	**Other comprehensive Income/ (loss)**	**13B**	**(45,572.99)**	**330.60**
	A. Items that will not be reclassified to profit or loss			
	Re-measurement gains on defined benefit plans	**13B**	140.68	(186.53)
	Income tax effect	**13B**	(35.21)	49.95
	Net income/ (loss) on equity Instruments through other comprehensive Income	**13B**	(52,420.01)	567.36
	Income tax effect	**13B**	6,635.89	-
	Share of other comprehensive income of joint venture (net of tax)		105.67	(100.18)
	B. Items that will be reclassified to profit or loss		-	-

Consolidated Statement of Profit and Loss for the year ended 31 March 2026

(Amount in INR Lakhs, unless otherwise stated)

		Notes	For the year ended 31 March 2026	For the year ended 31 March 2025
XV	**Total comprehensive Income/(loss) for the year, net of tax (XIII + XIV)**		**52,662.03**	**23,426.20**
	Profit/(loss) for the year			
	Attributed to:			
	Equity holders of the parent		91,980.54	16,476.54
	Non controlling interest		6,254.48	6,619.06
	Comprehensive income/ (loss) for the year			
	Attributed to:			
	Equity holders of the parent		(45,585.03)	373.94
	Non controlling interest		12.04	(43.34)
	Total comprehensive income/ (loss) for the year			
	Attributed to:			
	Equity holders of the parent		46,395.51	16,850.48
	Non controlling interest		6,266.52	6,575.72
XVI	Earnings/ (loss) per equity share: (nominal value of share INR 10/- (31 March 2026 -INR 10/-))	**31**		
	Earnings per shares from continuing operations			
	(1) Basic		218.70	39.18
	(2) Diluted		218.70	39.18
	Earnings per shares from discontinued operations			
	(1) Basic		-	-
	(2) Diluted		-	-
	Earnings per shares from continuing and discontinued operations			
	(1) Basic		218.70	39.18
	(2) Diluted		218.70	39.18

Summary of significant accounting policies **2**

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place : New Delhi
Date: 15 May 2026

Consolidated Statement of cash flows for the year ended 31 March 2026

(Amount in INR lakhs, unless otherwise stated)

		For the year ended 31 March 2026	For the year ended 31 March 2025
A	**Cash flow from operating activities:**		
	Profit/(loss) before tax from continuing operations	119,894.74	30,312.90
	Adjustments to reconcile profit/(loss) before tax to net cash flows:		
	Share of (profit) of a joint venture	(21,760.04)	(15,032.96)
	Gain on loss of control of subsidiary	(81,748.59)	-
	Statutory impact of new Labour Codes	493.07	-
	Provision towards claim	77.00	-
	Depreciation of property, plant and equipment	5,481.28	9,639.19
	Amortisation of intangible assets	387.94	510.88
	Impairment of intangible assets	278.57	-
	Loss / (profit) on disposal of property, plant and equipment (net)	209.90	(719.50)
	Profit on Cancellation of Lease	(201.25)	-
	Fair value loss/(gain) on financial instruments at fair value through profit or loss	-	159.40
	Excess provision / unclaimed liabilities / unclaimed balances written back	(689.70)	(685.07)
	Bad debts, claims and advances written off	65.47	-
	Provision for doubtful debts, claims and advances	91.10	-
	Incentive under packing scheme incentive	-	(17.06)
	Unrealized foreign exchange fluctuation loss	25.62	-
	ESOP Expenses	99.60	-
	Interest expense	9,931.46	15,554.10
	Rent Received	(51.64)	(87.72)
	Interest income	(586.02)	(1,738.56)
	Dividend income	(23.20)	(10.80)
	Operating profit/ (loss) before working capital adjustments	**31,975.31**	**37,884.80**
	Working capital adjustments:		
	Increase/(Decrease) in provisions	(855.26)	(990.36)
	Increase/(Decrease) in trade payables and other liabilities	(16,085.80)	33,122.80
	(Increase)/decrease in trade receivables	24,471.64	3,708.98
	(Increase) /decrease in Inventories	(10,153.98)	(12,966.16)
	Decrease/(Increase) in other assets and financial assets	(4,531.62)	(3,371.82)
	Decrease/(Increase) in loans and advances	278.10	-
		(6,876.92)	**19,503.44**
		25,098.39	**57,388.24**
	Less: Income tax paid (net of refunds)	(4,770.49)	(6,241.22)
	Net cash flow from operating activities (A)*	**20,327.90**	**51,147.02**
B	**Cash flow from investing activities:**		
	Purchase of property, plant and equipment, including intangible assets, capital work in progress and capital advances	(15,965.70)	(10,493.17)
	Proceeds from sale of property, plant and equipment	5,921.47	2,606.32
	Purchase of non-current investments	(17,739.98)	-
	Purchase of short term investments	(25,363.11)	-
	Net cash inflow/(outflow) on loss of control	39,925.78	-
	Investment in bank deposits (having original maturity of more than 3 months)	5,872.29	(6,000.97)
	Interest received	351.75	1,633.53
	Rent Received	51.64	87.72
	Dividend received	23.20	10.80
	Net cash flow (used in) investing activities (B)	**(6,922.66)**	**(12,155.77)**
C	**Cash flow from financing activities:**		
	Proceeds from long term borrowings	17,000.00	13,975.35
	(Repayment) of long term borrowings**	(12,454.28)	(11,605.27)
	(Repayment) of lease Liability	(2,151.91)	(1,735.41)
	Proceeds from short term borrowings	28,700.00	48,250.00
	(Repayment) of short term borrowings	(54,813.54)	(82,354.72)
	Dividend paid on equity shares	(817.30)	(817.37)
	Interest paid	(8,984.34)	(15,085.58)
	Net cash flow (used in) in financing activities (C)	**(33,521.37)**	**(49,373.00)**

Consolidated Statement of cash flows for the year ended 31 March 2026

(Amount in INR lakhs, unless otherwise stated)

		For the year ended 31 March 2026	For the year ended 31 March 2025
D	**Net increase /(decrease) in cash and cash equivalents (A + B + C)**	**(20,116.13)**	**(10,381.75)**
	Cash and cash equivalents at the beginning of the year	23,400.71	33,782.46
	Cash and cash equivalents at the end of the year (Refer Note 12)	**3,284.58**	**23,400.71**

Cash and cash equivalents (excluded Assets held for sale)	**31 March 2026**	**31 March 2025**
Balances with banks:		
- on current accounts	2,743.58	2,142.44
- Deposits with original maturity of less than 3 months	541.00	15,180.50
Cash on hand	-	0.12
Cash and cash equivalents	**3,284.58**	**17,323.06**
Cash and cash equivalents (Assets held for sale)	**31 March 2026**	**31 March 2025**
Balances with banks:		
- on current accounts	-	1,195.49
- Deposits with original maturity of less than 3 months	-	4,880.00
Cash on hand	-	2.16
Cash and cash equivalents	**-**	**6,077.65**
Cash and cash equivalents (included Assets held for sale)	**31 March 2026**	**31 March 2025**
Balances with banks:		
- on current accounts	2,743.58	3,337.93
- Deposits with original maturity of less than 3 months	541.00	20,060.50
Cash on hand	-	2.28
Cash and cash equivalents	**3,284.58**	**23,400.71**

Changes in liabilities arising from financing activities :

	1 April 2025	Cash flows	Impact of loss of control of subsidiary (refer note 50)	Non cash changes***	31 March 2026
Long term borrowings (Refer Note 14A)	13,467.51	4,545.72	(5,079.14)	(340.49)	12,593.60
Short term borrowings (Refer Note 14B)	49,909.51	(26,113.54)	19,088.44	465.59	43,350.00
Lease liabilities (Refer Note 14A)	8,351.12	(2,151.91)	117.40	1,904.21	8,220.82
Total liabilities from financing activities	**71,728.14**	**(23,719.73)**	**14,126.70**	**2,029.31**	**64,164.42**

	1 April 2024	Cash flows	Assets held for sale	Non cash changes**	31 March 2025
Long term borrowings (Refer Note 14A)	43,409.41	2,370.08	(23,091.28)	(9,220.70)	13,467.51
Short term borrowings (Refer Note 14B)	123,968.76	(34,104.72)	(49,175.93)	9,221.40	49,909.51
Lease liabilities (Refer Note 14A)	10,925.13	(1,735.41)	(1,860.79)	1,022.19	8,351.12
Total liabilities from financing activities	**178,303.30**	**(33,470.05)**	**(74,128.00)**	**1,022.89**	**71,728.14**

*Cash flow from operating activities for the 31 March 2026 is after considering corporate social responsibility expenditure of INR 244.42 Lakhs (31 March 2025: INR 307.01 Lakhs)**Includes repayments of principal and interest (excluding repayment of long term borrowings of INR 1,533.17 (31 March 2025: INR 7,719.10 Lakhs classified as current though repayable beyond 12 months)

***includes exchange differences on borrowings, lease additions and interest accretion for lease liabilities.

Summary of significant accounting policies 2

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place : New Delhi
Date: 15 May 2026

Consolidated Statement of changes in equity for the year ended 31 March, 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(a) Equity Share Capital **(INR in Lakhs)**

Equity shares of INR 10 each issued, subscribed and fully paid	31 March 2026		31 March 2025	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	42,058,006	4,205.80	42,058,006	4,205.80
At the end of the year	42,058,006	4,205.80	42,058,006	4,205.80

(b) Other equity

For the period ended 31 March 2026:

	Reserves and surplus (Refer Note 13A)					OCI		Total other equity	Non - controlling Interests	Total Equity
	Business Restructuring Reserve	Capital Reserves	Surplus / (deficit) in the statement of profit and loss	General reserve	Share Based Payment Reserve	Foreign Currency Translation Reserve	Equity instruments through Other Comprehensive Income			
As at 1 April 2025	**65,404.84**	**127,823.90**	**(24,133.93)**	**6,150.00**	**425.92**	**-**	**5,710.08**	**181,380.81**	**66,160.44**	**247,541.25**
Profit/(loss) for the year	-	-	91,980.54	-	-	-	-	91,980.54	6,254.48	**98,235.02**
Addition during the year	-	-	-	-	99.61	-	-	99.61	-	**99.61**
Other comprehensive income (Refer Note 13B)	-	-	199.09	-	-	-	(45,784.12)	(45,585.03)	12.04	**(45,572.99)**
Total comprehensive income / (loss) for the year	**-**	**-**	**92,179.63**	**-**	**99.61**	**-**	**(45,784.12)**	**46,495.12**	**6,266.52**	**52,761.64**
Cash dividends	-	-	(817.30)	-	-	-	-	(817.30)	-	**(817.30)**
Less: Impact due to loss of control on subsidiary (refer note 50)	-	(22,366.73)	-	-	-	-	-	(22,366.73)	(72,358.20)	**(94,724.93)**
As at 31 March, 2026	**65,404.84**	**105,457.17**	**67,228.40**	**6,150.00**	**525.53**	**-**	**(40,074.04)**	**204,691.90**	**68.76**	**204,760.66**

For the period ended 31 March 2025:

	Reserves and surplus (Refer Note 13A)					OCI		Total other equity	Non - controlling Interests	Total Equity
	Business Restructuring Reserve	Capital Reserves	Surplus / (deficit) in the statement of profit and loss	General reserve	Share Based Payment Reserve	Foreign Currency Translation Reserve	Equity instruments through Other Comprehensive Income			
As at 1 April 2024	**65,404.84**	**127,823.90**	**(39,599.68)**	**6,150.00**	**266.52**	**-**	**5,142.72**	**165,188.30**	**59,584.72**	**224,773.02**
Profit/(loss) for the year	-	-	16,476.54	-	-	-	-	**16,476.54**	6,619.06	**23,095.60**
Addition during the year	-	-	-	-	159.40	-	-	**159.40**	-	**159.40**
Other comprehensive income (Refer Note 13B)	-	-	(193.42)	-	-	-	567.36	373.94	(43.34)	**330.60**
Total comprehensive income / (loss) for the year	**-**	**-**	**16,283.12**	**-**	**159.40**	**-**	**567.36**	**17,009.88**	**6,575.72**	**23,585.60**
Cash dividends	-	-	(817.37)	-	-	-	-	(817.37)	-	**(817.37)**
As at 31 March 2025	**65,404.84**	**127,823.90**	**(24,133.93)**	**6,150.00**	**425.92**	**-**	**5,710.08**	**181,380.81**	**66,160.44**	**247,541.25**

Summary of significant accounting policies **2**

The accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place : New Delhi
Date: 15 May 2026

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

1. Corporate Information

The Consolidated Financial Statements comprises financial statements of "Zuari Agro Chemicals Limited" ("the Parent Company" or "ZACL") and its subsidiaries (collectively, the Group) and its joint ventures for the year ended 31 March 2026.

The Parent Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the Parent Company is located at Jai Kisaan Bhawan, Zuarinagar, Goa 403726.

The Group is in the business of manufacturing, trading and marketing of chemical fertilizers, water soluble fertilizers, seeds, pesticides and fertilizer products.

These Consolidated Financial Statements were approved for issue in accordance with a resolution of the Board of Directors of the Parent Company in their meeting held on 15 May 2026.

2.A. Summary of Significant Accounting Policies

i) Basis of Preparation

The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Consolidated Financial Statements.

The Consolidated Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value-

- Derivative financial instruments,
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), and
- Defined benefit plans – plan assets measured at fair value.

The Consolidated Financial Statements of the Group are presented in Indian Rupee (INR) and all values are rounded to the nearest Lakhs (INR 00,000), except when otherwise indicated.

The significant accounting policies adopted for preparation and presentation of these Ind AS financial statements have been applied consistently, except for the changes in accounting policy for amendments to the standard that were issued effective for the financial year beginning from on or after April 1, 2025, as stated in Note 2C.

ii) Basis of consolidation

The Consolidated Financial Statements comprise the financial statements of the Parent Company and its subsidiaries as at 31 March 2026. Control is achieved when the Group has power over the investee, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e., year ended on 31 March.

Consolidation procedure:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the Consolidated Financial Statements at the acquisition date.

b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. However, the non-controlling interests have been restricted to zero on the transition date i.e. 1 April 2015 using the exemption provided by the Ind AS 101 and the accumulated losses attributable to the non-controlling interest holders in excess of their equity on the transition date, in the absence of the contractual obligation on the non-controlling interest holders, the same has been accounted for by the Parent Company.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the former subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any non-controlling interests at the date when control is lost. This includes any components of OCI attributable to them.
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises a distribution if the transaction, event, or circumstances that resulted in the loss of control involves a distribution of shares in the subsidiary to owners in their capacity as owners
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind AS. Such reclassification/ transfer is decided on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.
- Recognises any surplus or deficit in profit or loss

iii) Business combinations and goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations prospectively from 1 April 2015. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward with minimal adjustment.

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured on the basis of indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

iv) Investment in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investment in its associate and joint ventures are accounted for using the equity method from the date on which it becomes an associate or a joint venture. On acquisition of the investment, any difference between the cost of the investment and the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as follows:

a) Goodwill relating to an associate or a joint venture is included in the carrying amount of the investment. Amortisation of that goodwill is not permitted.

b) Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is recognised directly in equity as capital reserve in the period in which the investment is acquired.

The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss includes the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit and loss.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

v) Basis of classification of Current and Non-Current

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if

a) it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle; or

b) it is held primarily for the purpose of being traded; or

c) it is expected to be realized within twelve months after the reporting date; or

d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets have been classified as non-current.

A liability has been classified as current when

a) it is expected to be settled in the Group's normal operating cycle; or

b) it is held primarily for the purpose of being traded; or

c) it is due to be settled within twelve months after the reporting date; or

d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities have been classified as non-current.

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

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Group has identified twelve months as its operating cycle.

vi) Foreign Currency Translation

a) Functional and presentation currency

Items included in the Consolidated Financial Statements of the Group are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The Consolidated Financial Statements are presented in Indian Rupee (INR), which is Group's functional and presentation currency.

b) Initial recognition

Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rates at the date the transaction first qualifies for recognition.

c) Conversion

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

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

d) Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

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

e) Translation of a foreign operation

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation on or after 1 April 2015 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (1 April 2015), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign operation. Therefore, those assets and liabilities are non-monetary items which are already expressed in the functional currency of the Parent and no further translation differences occur.

Cumulative currency translation differences for all foreign operations are deemed to be zero at the date of transition, viz., 1 April 2015. Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

vii) Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. 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 directly to statement of profit and loss.

viii) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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

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

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

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the Consolidated 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 Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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

External valuers are involved for valuation of significant assets, and significant liabilities, if any.

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

The management, in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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

ix) Non-current assets classified as held for sale

The Group classifies non-current assets classified as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset to be highly probable when:

– The appropriate level of management is committed to a plan to sell the asset,

– An active programme to locate a buyer and complete the plan has been initiated (if applicable),

– The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

– The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and

– Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Cost to sell are the incremental cost directly attributable to the disposal of an asset, excluding finance cost and income tax expenses. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

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

x) Property, plant and equipment

On transition to Ind AS i.e. 1 April 2015, the Group has elected to continue with the carrying value of all of its property, plant and equipment (PPE) recognised as at 1 April 2015 measured as per the Indian GAAP and use that carrying value as the deemed cost of the PPE.

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

Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from the existing PPE beyond its previously assessed standard of performance. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

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

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

xi) Depreciation on property, plant and equipment

Depreciation on property, plant and equipment (other than specific asset referred under Para (a) to (d) below is calculated using the straight-line basis using the rates arrived at, based on the useful lives estimated by the management. For this purpose, a major portion of the plant has been considered as continuous process plant. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of principal asset. The Group has used the following rates to provide depreciation on its property, plant and equipment which are equal to the rates specified in Schedule II to Companies Act, 2013.

	Useful lives estimated by the management (years)
Factory buildings	30 years
Other buildings (RCC structures)	60 years
Other buildings (other than RCC structures)	30 years
Plant and equipment (Continuous process plant)	25 years
Plant and equipment (Others)	15 years
Furniture and fixtures	10 years
Roads and Culverts	3 to 30 years
Office equipment	3 to 6 years
Vehicles	8 and 10 years
Railway Siding	15 years

(a) In case of the Group Company, the useful lives of components of certain plant and equipment are estimated as 5 to 20 years. These lives are lower than those indicated in Schedule II.

(b) In case of the Parent Company, the management has estimated, supported by independent assessment by professionals, the useful lives of the following classes of assets -

i. The useful lives of certain plant and equipment are estimated as 30 to 40 years. These lives are higher than those indicated in schedule II.

ii. The useful lives of certain buildings are estimated as 5 to 15 years. These lives are lower than those indicated in schedule II.

(c) Insurance/ capital/ critical stores and spares are depreciated over the remaining useful life of related plant and equipment or useful life of insurance/capital/ critical spares, whichever is lower.

(d) Property, plant and equipment whose value is less than INR 5,000/- are depreciated fully in the year of purchase.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year and adjusted prospectively, if any.

xii) Intangible Assets

On transition to Ind AS, the Group has elected to continue with the carrying value of all of intangible assets recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost.

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

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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

The following are the acquired intangible assets:

Software

Management of the Group assessed the useful life of software as finite and cost of software is amortized over their estimated useful life of three years on straight line basis.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

All expenses incurred on research and development activities are expensed as incurred by the Group since these do not meet the recognition criteria as listed above.

Goodwill (pursuant to the scheme of amalgamation)

Goodwill, which arose pursuant to the scheme of amalgamation of Zuari Speciality Fertilisers Limited (ZSFL) with the Parent Company, has got merged with the Parent Company. Pursuant to business transfer agreement (BTA) executed on 31 March 2020 between the Parent Company and Zuari FarmHub Limited (ZFL), said goodwill has been transferred to ZFL.

xiii) Investment Property

The Group has elected to continue with the carrying value for all of its investment property as recognized in its previous GAAP Consolidated Financial Statements as deemed cost at the transition date, viz., 1 April 2015.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of de-recognition.

xiv) Impairment of non-financial assets

The Group 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 Group 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. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available, and if no such transactions can be identified an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's CGU's to which the individual assets are allocated. These budgets and forecast calculations are generally cover a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

determine the asset's recoverable amount since the last impairment loss was recognized. 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 recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

xv) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Land 3 to 30 years
- Building 2 to 10 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

b) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Interest-bearing loans and borrowings.

c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

During the year ended 31 March 2020, The Group applies, for the first time, Ind AS 116 Leases retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the date of initial application.

The nature and effect of these changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in April 2019, but do not have an impact on the Consolidated Financial Statements of the Group. The Group has not early adopted any standards or amendments that have been issued but are not yet effective.

Ind AS 116:

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Group adopted Ind AS 116 using the modified retrospective method of adoption with the date of initial application of 1 April 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. Accordingly, comparatives for the year ended 31 March 2019 have not be retrospectively adjusted. The Group elected to apply the standard to contracts that were previously identified as leases applying Ind AS 17. The Group also elected to use the exemptions proposed by the standard on lease contracts for which the lease terms ends within 12 months as of the date of initial application, and lease contracts for which the underlying asset is of low value.

a. Nature of the effect of adoption of Ind AS 116

The Group has lease contracts for various guest house, retail outlets and land. Before the adoption of Ind AS 116, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. A lease was classified as a finance lease if it transferred substantially all of the risks and rewards incidental to ownership of the leased asset to the Group; otherwise it was classified as an operating lease. Finance leases were capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between interest (recognised as finance costs) and reduction of the lease liability. In an operating lease, the leased property was not capitalised and the lease payments were recognised as rent expense in the statement of profit or loss on a straight-line basis over the lease term. Any prepaid rent and accrued rent were recognised under Prepayments and Trade and other payables, respectively.

Upon adoption of Ind AS 116, the Group applied a single recognition and measurement approach for all leases that it is the lessee, except for short-term leases and leases of low-value assets. The standard provides specific transition requirements and practical expedients, which has been applied by the Group.

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Leases previously classified as finance leases

The Group did not change the initial carrying amounts of recognised assets and liabilities at the date of initial application for leases previously classified as finance leases (i.e., the right-of-use assets and lease liabilities equal the lease assets and liabilities recognised under Ind AS 17). The requirements of Ind AS 116 was applied to these leases from 1 April 2019.

Leases previously accounted for as operating leases

The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases were recognised based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. In some leases, the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The Group also applied the available practical expedients wherein it:

- Used a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relied on its assessment of whether leases are onerous immediately before the date of initial application
- Applied the short-term leases exemptions to leases with lease term that ends within 12 months at the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease

xvi) Financial instruments

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

a) Financial assets

Initial recognition and measurement

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

Subsequent measurement

Debt Instruments

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

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

Debt instruments at amortised cost

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

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

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

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

Debt instrument at FVTOCI

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

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent sole payments of principal and interest (SPPI).

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

Debt instrument at FVTPL

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

Equity Instruments-

Investments in subsidiaries are subsequently measured at cost.

For the purposes of subsequent measurement of other equity instruments classification is made into below two categories:

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

Equity investments other than investments in subsidiaries are measured at fair value. The Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

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

Derecognition

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

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

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses (ECL) associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

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

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

For recognition of impairment loss on other financial assets and risk exposure, the Group categorizes them into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1 : When financial assets are first recognized, the Group recognizes an allowance based on 12 months ECLs. Stage 1 financial assets also include facilities where the credit risk has

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improved and the financial assets has been reclassified from Stage 2.

Stage 2 : When a financial assets has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the financial assets has been reclassified from Stage 3.

Stage 3 : Financial assets considered credit-impaired. The Group records an allowance for the LTECLs.

b) Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

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

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the 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 or loss.

Financial guarantee contracts

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

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

c) Offsetting of financial instruments

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

xvii) Cash and Cash equivalents

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

For the purpose of the Statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

xviii) Dividend to equity holders of the Parent Company

The Group recognises a liability to make dividend distributions to equity holders of the Parent Company when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

xix) Inventories

Inventories are valued at the lower of Cost and Net Realisable Value.

The Cost is determined as follows:

a. Raw materials and Store and Spares: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Moving weighted average method.

b. Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on Moving weighted average method.

c. Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Moving weighted average method.

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

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

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

xx) Borrowing Costs

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

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

xxi) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in paragraph 2.B.

Sale of goods

Revenue from sale of product is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the product. The normal credit term is 15 to 120 days upon delivery.

Revenue from sale of goods, including concession in respect of Urea, DAP, MOP and Complex Fertilizers receivable from the Government of India under the New Pricing Scheme/Concession Scheme, is recognized when the significant risk and rewards of ownership of the goods have passed to the customers, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

Concessions in respect of Urea as notified under the New Pricing Scheme is recognized with adjustments for escalation/ de–escalation in the prices of inputs and other adjustments as estimated by the management in accordance with the known policy parameters in this regard.

Subsidy for Phosphatic and Potassic (P&K) fertilisers are recognized as per rates notified by the Government of India in accordance with Nutrient Based Subsidy Policy from time to time.

Uniform freight subsidy on Urea, Complex fertilisers, Imported DAP and MOP has been accounted for in accordance with the parameters and notified rates.

In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, and consideration payable to the customer (if any).

i) Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right of return and volume rebates. The rights of return and volume rebates give rise to variable consideration.

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(a) Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability. A right of return asset (and corresponding adjustment to change in inventory) is also recognised for the right to recover products from a customer.

(b) Volume rebates

The Group provides volume rebates to certain customers once the quantity of goods purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Group applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

ii) Significant financing component

Occasionally, the Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract assets

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

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in paragraph xvi) financial instruments – initial recognition and subsequent measurement.

Contract liabilities

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

Assets and liabilities arising from rights of return

Right of return assets

Right of return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

As per Ind AS 115 and the Educational Material of Ind AS 115, sales tax/ VAT is not received by the entity on its own account, it is tax collected on value added to the commodity by the seller on behalf of the Government, therefore, it is excluded from revenue. From 1 July 2017, the GST regime has been introduced, revenue is being recognised net of GST.

Insurance claims

Insurance claims and receivable on account of interest from dealers on delayed payment are accounted for to the extent the Group is reasonably certain of their ultimate collection.

Interest income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend

Dividend is recognized when the shareholders' right to receive payment is established by the balance sheet date.

xxii) Retirement and other employee benefits

a) Provident Fund

Retirement benefits in the form of Provident Fund in respect of the Parent Company is a defined benefit contribution scheme. The Company has no obligation other than the contribution payable to the Provident Fund. The Company recognizes the contribution payable to the Provident Fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability.

Till surrender of its exemption to hold contribution in Employees' Provident Fund Trust of the Company (Zuari Industries Limited Employee Provident Fund Trust – ZIL EPF Trust) to Employees' Provident Fund Organisation (EPFO) based on the statutory obligation as at January 31, 2025 Retirement benefits in the form of Provident Fund, is defined benefit obligation and is provided on the basis of actuarial valuation of projected unit credit method made at the end of each financial year. The difference between the actuarial valuation of the provident fund of employees at the year end and the balance of own managed fund is provided for as liability in the books in terms of the provisions under Employee Provident Fund and Miscellaneous Provisions Act, 1952. Any excess of plan assets over projected benefit obligation is ignored as such surplus is distributed to the beneficiaries of the trust.

Retirement benefits in the form of Provident Fund in case of a subsidiary and other units of the Parent Company is a defined contribution scheme. The Group recognizes contribution payable to the fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to , for example, a reduction in future payment or a cash refund.

b) Superannuation and Contributory Pension Fund

The Parent Company has approved Superannuation Fund and Contributory Pension Fund whereas one subsidiary company have only approved Superannuation Fund, which are defined contribution schemes. Retirement benefit in the form of Superannuation Fund and Contributory Pension Fund are defined contribution scheme. The Group has no obligation, other than the contribution payable to the Superannuation Fund and Contributory Pension Fund to Life Insurance Corporation of India (LIC) against the insurance policy taken with them. The Group recognizes contribution payable to the Superannuation Fund and Contributory Pension Fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the

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scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

c) Gratuity

Retirement benefit in the form of gratuity is defined benefit obligation and is provided on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

The Group has taken insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees. Where employees are not covered under qualifying gratuity insurance policy, the gratuity plan for such employees is entirely unfunded.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income and such re-measurement gain / (loss) are not reclassified to the statement of profit and loss in the subsequent periods. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

d) Post-Retirement Medical Benefit

In respect of the Parent Company post-retirement medical benefit is a defined benefit obligation which is provided for based on actuarial valuation on projected unit credit method made at the end of each financial year. Remeasurement, comprising of actuarial gains and losses, are recognised in the period in which they occur, directly in statement of profit & loss.

e) Leave Encashment

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Remeasurement, comprising of actuarial gains and losses, are recognised in the period in which they occur, directly in statement of profit and loss.

The Group treats accumulated leave expected to be carried forward beyond twelve months as long term employee benefit for measurement purpose. Such long term compensated absences are provided for based on actuarial valuation using the projected unit credit method at the year end. The Group presents the leave as a current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Group has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

f) Pension Fund

In respect of the Parent Company, retirement benefit in the form of family pension fund and National Pension Scheme are defined contribution scheme. The Parent Company has no obligation, other than the contribution payable to the pension fund. The Parent Company recognizes contribution payable to the pension fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

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

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

g) Voluntary Retirement Scheme

Compensation to employees under the voluntary retirement scheme of the Parent Company is computed on the basis of number of employees exercising the retirement option under the scheme.

h) **Short term employee benefits**

All employee benefits payable/ available within twelve months of rendering of service are classified as short term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the statement of profit and loss in the period in which the employee renders the related service.

xxiii) Taxes

Current Income Tax and Deferred Tax

Tax expense comprises current income tax and deferred tax. Current income-tax expense is measured at the amount expected to be paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

In case of subsidiary Company, minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss a current tax for the year. The deferred tax asset

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

is recognised for MAT credit available only to the extent that it is probable the subsidiary company will pay normal income tax during the specified year, i.e., the year for which MAT credit is allowed to be carried forward. In the year in which the subsidiary company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The subsidiary company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

Goods and Service Tax (GST) / Sales/value added taxes paid on acquisition of assets or on incurring expenses

When GST amount incurred on purchase of assets or services is not recoverable from the taxation authority, the GST paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable. Otherwise, expenses and assets are recognized net of the amount of GST paid. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

xxiv) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Parent Company by the weighted average number of the equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders of the Parent Company and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

xxv) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy relates to an expenses item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.

Where the grant or subsidy relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

xxvi) Provisions

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

In case of seeds division, the Parent Company makes an estimation of probable sales return out of the sales booked during the financial year, considering the terms and condition of the sale and past tendency of such sales return. A provision is made for loss on account of such estimated sales return which is approximate to the amount of profit originally booked on such sale.

xxvii) Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Chief Operating Decision Maker review the performance of the Group according to the nature of products manufactured, traded and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the locations of customers.

Segment accounting policies

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Consolidated Financial Statements of the Group as a whole.

2.B. Significant accounting judgements, estimates and assumptions

The preparation of the Group's Consolidated Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

b) Defined benefit plans

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for defined benefit plans, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on the expected future inflation rates. Further details about the defined benefit obligations are given in Note 34.

c) Provision for expected credit losses of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and coverage by deposits or others instruments).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 40.

d) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where ever possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 39 for further disclosures.

e) Useful life of Property, plant and equipment

The management estimates the useful life and residual value of property, plant and equipment based on technical evaluation. These assumptions are reviewed at each reporting date.

f) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Group.

g) Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the sale of goods include a right of return and volume rebates that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of goods with rights of return, given the large number of customer contracts that have similar characteristics. In estimating the variable consideration for the sale of goods with volume rebates, the Group determined that using a combination of the most likely amount method and expected value method is appropriate. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Estimating variable consideration for returns and volume rebates

The Group estimates variable considerations to be included in the transaction price for the sale of goods with rights of return and volume rebates.

The Group developed a statistical model for forecasting sales returns. The model used the historical return data of each product to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Group.

The Group's expected volume rebates are analysed on a per customer basis for contracts that are subject to a single volume threshold. Determining whether a customer will be likely entitled to rebate will depend on the customer's historical rebates entitlement and accumulated purchases to date.

The Group applied a statistical model for estimating expected volume rebates for contracts with more than one volume threshold. The model uses the historical purchasing patterns and rebates entitlement of customers to determine the expected rebate percentages and the expected value of the variable consideration. Any significant changes in experience as compared to historical purchasing patterns and rebate entitlements of customers will impact the expected rebate percentages estimated by the Group.

The Group updates its assessment of expected returns and volume rebates quarterly and the refund liabilities are adjusted accordingly. Estimates of expected returns and volume rebates are sensitive to changes in circumstances and the Group's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future.

h) Taxes

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

i) Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

2.C. Recent pronouncement

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.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

3A. Property, plant and equipment

(INR in Lakhs)

Particulars	Freehold land (Refer Note i below)	Leasehold land (Refer Note ii below)	Buildings	Railway siding	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total	Capital work in progress
Cost										
As at 1 April 2024	**67,472.15**	**-**	**10,806.94**	**726.32**	**132,039.71**	**2,259.91**	**1,436.78**	**1,147.21**	**215,889.03**	**1,356.36**
Additions	-	36.49	82.59	-	1,875.48	82.44	91.21	353.02	**2,521.23**	4,439.78
Disposals	-	-	321.72	-	1,416.80	21.06	113.39	35.46	**1,908.43**	2,241.88
Assets classified as held for disposal	6,817.79	-	5,580.79	726.32	128,179.38	346.68	482.82	1,204.95	**143,338.73**	3,104.52
As at 31 March 2025	**60,654.36**	**36.49**	**4,987.02**	**-**	**4,319.01**	**1,974.61**	**931.77**	**259.82**	**73,163.10**	**449.74**
Additions	-	-	3,257.72	-	3,513.23	156.93	65.41	194.47	**7,187.75**	**19,553.14**
Disposals	-	-	3,971.28	-	4,011.73	74.97	46.17	110.04	**8,214.19**	**1,686.16**
Less: Impact due to loss of control on subsidiary (refer note 51)	57,246.18	-	2,809.50	-	3,189.36	5.86	10.20	3.04	**63,264.15**	**18,316.72**
Add: Asset held for sale reclassified as PPE	37.75	-	-	-	-	-	-	-	**37.75**	-
As at 31 March, 2026	**3,445.93**	**36.49**	**1,463.96**	**-**	**631.15**	**2,050.71**	**940.81**	**341.21**	**8,910.26**	**0.00**
Depreciation and Impairment										
As at 1 April 2024	**-**	**-**	**3,314.70**	**440.71**	**34,936.07**	**976.77**	**962.62**	**422.15**	**41,053.01**	**-**
Charge for the year*	-	1.04	349.18	57.68	7,256.12	196.73	170.36	191.95	**8,223.06**	-
Disposals	-	-	219.37	-	594.85	19.63	105.31	33.35	**972.51**	-
Assets classified as held for disposal	-	-	1,818.36	498.39	39,408.37	244.97	344.20	470.58	**42,784.87**	-
As at 31 March 2025	**-**	**1.04**	**1,626.15**	**-**	**2,188.97**	**908.90**	**683.47**	**110.17**	**5,518.69**	-
Charge for the year	-	1.23	183.96	10.79	3,419.33	187.34	134.12	147.21	**4,083.99**	-
Disposals	-	-	1,230.26	-	1,921.48	42.76	30.85	49.58	**3,274.92**	-
Less: Impact due to loss of control on subsidiary (refer note 51)	-	-	88.34	10.79	3,284.30	9.56	18.01	29.25	**3,440.25**	-
As at 31 March, 2026	**-**	**2.27**	**491.51**	**-**	**402.52**	**1,043.92**	**768.73**	**178.55**	**2,887.51**	**-**
Net book value										
As at 31 March, 2026	**3,445.93**	**34.22**	**972.45**	**-**	**228.63**	**1,006.79**	**172.08**	**162.66**	**6,022.75**	**0.00**
As at 31 March 2025	**60,654.36**	**35.45**	**3,360.87**	**-**	**2,130.04**	**1,065.71**	**248.30**	**149.65**	**67,644.41**	**449.74**
As at 1 April 2024	**67,472.15**	**-**	**7,492.24**	**285.61**	**97,103.64**	**1,283.14**	**474.16**	**725.06**	**174,836.03**	**1,356.36**

*Includes 7,446.06 Lakhs pertaining to the subsidiary that was classified as held for sale as at 31 March 2025. Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 10 & 51), the subsidiary has been deconsolidated during the current year.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

3B. Right of use assets

(INR in Lakhs)

Particulars	Right to use building	Right to use Land (Refer Note ii below)	Total
Cost			
As at 1 April 2024	**11,494.29**	**2,807.20**	**14,301.49**
Additions	871.21	-	871.21
Disposals	894.83	-	894.83
Assets classified as held for disposal	45.48	1,989.94	2,035.42
As at 31 March 2025	**11,425.19**	**817.26**	**12,242.45**
Additions	2,018.90	343.53	2,362.43
Disposals	1,759.95	388.25	**2,148.20**
Less: Impact due to loss of control on subsidiary (refer note 51)	(25.33)	343.53	**318.20**
As at 31 March, 2026	**11,709.47**	**429.01**	**12,138.48**
Depreciation and impairment	**-**		
As at 1 April 2024	**3,766.22**	**526.95**	**4,293.17**
Charge for the year*	1,314.63	100.62	**1,415.25**
Disposals	525.02	-	**525.02**
Assets classified as held for disposal	29.14	579.16	**608.30**
As at 31 March 2025	**4,526.69**	**48.41**	**4,575.10**
Charge for the year*	1,347.05	50.24	**1,397.29**
Disposals	1,138.74	50.12	**1,188.86**
Less: Impact due to loss of control on subsidiary (refer note 51)	(21.63)	48.53	**26.90**
As at 31 March, 2026	**4,756.63**	**0.00**	**4,756.63**
Net book value			
As at 31 March, 2026	**6,952.84**	**429.01**	**7,381.85**
As at 31 March 2025	**6,898.50**	**768.85**	**7,667.35**
As at 1 April 2024	**7,728.07**	**2,280.25**	**10,008.32**

i. This includes freehold land of INR Nil (31 March, 2025 : INR 6,817.79 Lakhs) in respect of a subsidiary company acquired by the Parent Company in a past business combination. The said land is fair valued as per the principles of Ind AS 103 and an addition of INR 57,246.18 Lakhs, on account of fair valuation, was booked in the year of acquisition of the subsidiary as a part of purchase price allocation. Subsequently, the group has derecognised it during the year on account of loss of control over subsidiary. (Also refer note 51)

ii. This includes, in respect of Parent Company, land of INR 396.00 Lakhs (31 March 2025 : INR 396.00 Lakhs) wherein lease cum sale agreement is for a year of 10 years. Lesser shall sell the property at the end of the lease year or extended year, if any.

iii. Assets pledged as security for borrowings: Refer Note 14 for information on property, plant and equipment pledged as security against borrowings.

iv. Building includes self constructed building with net book value of INR 986.94 Lakhs (31 March 2025 : INR 3,357.16 Lakhs) on leasehold land.

v. Contractual obligations: Refer to Note 35 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

vi. Capitalised Expenditure

Borrowing CostsCapital work-in-progress additions during the year includes INR Nil (March 31, 2025: INR 475.68 Lakhs) towards capitalisation of borrowing cost. The rate used to determine the amount of borrowing costs eligible for capitalisation was Nil (March 31, 2025 : 9.47%), which is the average interest rate of borrowings.

vii. Capital work in progress

In case of the Parent Company, Capital work in progress comprises of expenditure for Research & development centre for agricultural soil investigation and compatible fertilizer at Bangalore.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

viii. Capital work in progress ageing

As at 31 March 2026 **(INR in Lakhs)**

CWIP	Amount in capital work in progress for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Project work in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

CWIP Completion schedule as at 31 March, 2026 **(INR in Lakhs)**

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

As at 31 March 2025 **(INR in Lakhs)**

CWIP	Amount in capital work in progress for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Project work in progress	389.43	289.50	39.93	-	**718.86**
Projects temporarily suspended	-	-	-	-	-
Total	**389.43**	**289.50**	**39.93**	**-**	**718.86**

CWIP Completion schedule as at 31 March, 2025 **(INR in Lakhs)**

CWIP	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
Projects in progress	628.53	-	90.33	-	**718.86**
Projects temporarily suspended	-	-	-	-	-

ix. In case of parent Company, Title deeds of Immovable Properties not held in name of the parent Company

Particulars	Description	Gross Carrying Value	Title deed in the name of	Whether title deed holder is promoter, director or relative	Date of property held	Reason for not held in the name of company
Freehold Land	Land	2.97	Jose Robello	NO	2011-12	Mutation is In process

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

4. Investment property

Particulars	(INR in Lakhs)
Opening balance at 1st April 2024	**342.44**
Additions (subsequent expenditure)	-
Disposals	-
Closing balance at 31st March, 2025	**342.44**
Additions (subsequent expenditure)	-
Disposals	1.45
Closing balance at 31st March 2026	**340.99**
Depreciation	
Opening balance at 1st April 2024	**-**
Depreciation for the year	-
Closing balance at 31st March, 2025	**-**
Depreciation for the year	-
Closing balance at 31st March 2026	**-**
Net book value	
As at 31st March, 2026	**340.99**
As at 31st March 2025	**342.44**
As at 1st April 2024	**342.44**

(INR in Lakhs)

Information regarding income and expenditure of Investment property	31 March 2026	31 March 2025
Rental income derived from investment properties	Nil	Nil
Direct operating expenses (including repairs and maintenance) arising from investment property that generating rental income	Nil	Nil
Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income	Nil	Nil
Profit arising from investment properties before depreciation and indirect expenses	Nil	Nil
Less – Depreciation	Nil	Nil
Profit arising from investment properties before indirect expenses	Nil	Nil

Investment property consist of freehold land owned by the Parent Company.

The Ministry of Road Transport and Highways vide their gazette notification dated 02.03.2024 notified compulsory acquisition of 450 sq. mtr land situated at village Pannagudi, Taluka Naggapattim. During the year ended 31 March 2026, order dated 11.08.2025 The Ministry of Road Transport and Highways awarded compensation to the company.

The Parent Company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Parent Company considers information from a variety of sources including :-

1. Current prices in an active market of properties of different nature or recent prices of similar properties in less active market adjusted to reflect those differences.
2. Discounted cash flow projections based on reliable estimates of future cash flows.
3. Capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

As at 31 March, 2026 and 31 March 2025, the fair values of the investment properties are INR 631.75 Lakhs and INR 609.12 Lakhs respectively. These valuations are based on valuations performed by an accredited independent valuer, who is specialist in valuing these types of investment properties. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied. The valuation is done based on current prices in active market of properties of different nature.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Details of key inputs used in the valuation of investment properties are as below:

Property description: Land situated in the Pannagudi & Karaikal Village, Tamil Nadu

Significant unobservable Inputs	Inputs	
	31 March 2026	31 March 2025
Land area*	25.27 acre	25.38 acre
Prevailing market rate (per acre)	INR 25 Lakhs/acre	INR 24 Lakhs/acre
Guidelines rates obtained from registrar office	INR 4.00 Lakhs/acre	INR 4.00 Lakhs/acre
Assessed / adopted rate for valuation	INR 25.00 Lakhs/acre	INR 24.00 Lakhs/acre

*For the year ended 31 March 2025 includes 450 sq. mtr land notified for compulsory acquisition. During the year ended 31 March 2026, vide order dated 11.08.2025 the Ministry of Road Transport and Highways awarded compensation to the company.

Reconciliation of fair value: **(INR in Lakhs)**

Opening balance as at 1 April 2024	**559.20**
Fair value difference	49.92
Purchases	-
Closing balance as at 31 March 2025	**609.12**
Fair value difference	25.38
Purchases	-
Disposal	(2.75)
Closing balance as at 31 March, 2026	**631.75**

The Parent Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

5. Intangible Assets

(INR in Lakhs)

Promoter Name	Software	Goodwill (Pursuant to the scheme of amalgamation)	Goodwill (Pursuant to the scheme of amalgamation)*	Trademark^	Others	Total	Intangible assets under develop-ment**	Total
Cost								
As at 1 April 2024	**532.52**	**443.60**	**1,533.53**	**11,405.00**	**-**	**13,914.65**	**990.33**	**14,904.98**
Additions	104.56	-	-	-	900.00	1,004.56	178.79	1,183.35
Disposals	1.35	-	-	-	-	1.35	900.00	901.35
Assets classified as held for disposal	**487.51**	-	-	-	-	487.51	-	487.51
As at 31 March 2025	**148.22**	**443.60**	**1,533.53**	**11,405.00**	**900.00**	**14,430.35**	**269.12**	**14,699.47**
Additions	1.80	-	-	-	313.82	315.62	-	315.62
Disposals	0.19	-	-	-	-	0.19	269.12	269.31
Adjustment	40.00	(40.00)	-	-	-	-	-	-
Less: Impact due to loss of control on subsidiary (refer note 51)	1.61	-	-	11,405.00	-	11,406.61	-	11,406.61
As at 31 March, 2026	**188.22**	**403.60**	**1,533.53**	**-**	**1,213.82**	**3,339.17**	**-**	**3,339.17**
Amortization								
As at 1 April 2024	**438.84**	**412.02**	**-**	**2,530.23**	**-**	**3,381.09**	**-**	3,381.09
Charge for the year	**60.54**	-	-	**285.13**	**165.21**	510.88	-	510.88
Disposals	1.35	-	-	-	-	1.35	-	1.35
Assets classified as held for disposal	**349.81**	-	-	-	-	349.81	-	349.81

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(INR in Lakhs)

Promoter Name	Software	Goodwill (Pursuant to the scheme of amalgamation)	Goodwill (Pursuant to the scheme of amalgamation)*	Trademark^	Others	Total	Intangible assets under develop-ment**	Total
As at 31 March 2025	**148.22**	**412.02**	**-**	**2,815.36**	**165.21**	**3,540.81**	**-**	**3,540.81**
Charge for the year	30.38	-	-	142.57	214.99	387.94	-	387.94
Impairment	-	-	-	-	278.57	278.57	-	278.57
Disposals	0.19	-	-	-	-	0.19	-	0.19
Adjustment	8.42	(8.42)	-	-	-	-	-	-
Less: Impact due to loss of control on subsidiary (refer note 51)	22.17	-	-	2,957.93	-	2,980.10	-	2,980.10
As at 31 March, 2026	**164.66**	**403.60**	**-**	**-**	**658.77**	**1,227.03**	**-**	**1,227.03**
Net book value								
As at 31 March, 2026	**23.56**	**-**	**1,533.53**	**-**	**555.05**	**2,112.14**	**-**	**2,112.14**
As at 31 March 2025	**0.00**	**31.58**	**1,533.53**	**8,589.64**	**734.79**	**10,889.54**	**269.12**	**11,158.66**
As at 1 April 2024	**93.68**	**31.58**	**1,533.53**	**8,874.77**	**-**	**10,533.56**	**990.33**	**11,523.89**

^Trademark represents acquisition date fair value of brand in one of the subsidiary of the Group.

* Goodwill, which arose pursuant to the scheme of amalgamation of Zuari Speciality Fertilisers Limited (ZSFL) with the Parent Company. Pursuant to business transfer agreement (BTA) executed on 31 March 2020 between the Parent Company and Zuari Farmhub Limited (ZFL), said goodwill has been transferred to ZFL.

** The intangible asset has been considered as a separate cash-generating unit (CGU) for the purpose of impairment assessment at the reporting date. The recoverable amount, determined using the Value-in-Use (VIU) approach based on discounted cash flow projections, was assessed at Nil as anticipated cash outflows during the initial ramp-up phase exceed the expected cash inflows. Accordingly, an impairment loss of 278.57 Lakhs, representing the entire carrying amount of the intangible asset, has been recognized in the Consolidated Statement of Profit and Loss, resulting in the asset being fully written down to Nil as at the year-end.

6. Investment in joint ventures

(INR in Lakhs)

Particulars	Non current			
	31 March 2026	**31 March 2025**	**31 March 2026**	**31 March 2025**
Investments in unquoted equity instruments				
Investment in joint ventures				
18,67,32,401 (31 March 2025: 17,98,16,228) Equity shares of INR 10/- each fully paid-up of Zuari Maroc Phosphates Private Limited	153,141.59		120,468.83	
Add: Share of OCI for the year	105.67		(100.18)	
Add: Share of profit for the year	21,760.04	175,007.30	15,032.96	135,401.61
Total		**175,007.30**		**135,401.61**

During the year ended 31 March 2025, the parent company has been allotted 69,16,173 number of 0.001% series A compulsory convertible preference shares by Zuari Maroc Phosphates Private Limited at face value of INR 10 each for an aggregate consideration of INR 17,739.98 Lakhs in terms of the security subscription agreement entered amongst the Company, Zuari Maroc Phosphates Private Limited and OCP S.A. Subsequently the parent company has exercised its right to convert them into equity shares and on 22 December 2025 has been allotted 69,16,173 equity shares of face value of INR 10 each.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

7. Financial assets

7A. Investments **(INR in Lakhs)**

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Investments in equity instruments carried at fair value through other comprehensive income (FVTOCI)				
Unquoted equity instruments				
1,44,000 (31 March 2025 : 1,44,000) Equity shares of INR 10/- each fully paid up of Indian Potash Limited (Refer Note (a) below)	12,765.60	7,093.44	-	-
Quoted equity instruments				
6,54,33,846(31 March 2025: Nil) Equity shares of INR 10/- each fully paid-up of Paradeep Phosphates Limited	70,171.26	-	-	-
Investments at fair value through profit and loss				
Investment in Quoted mutual fund				
3,743.388 (March 31, 2025: Nil) units of Axis Liquid Fund - Liquid Fund	-	-	114.72	-
Total	**82,936.86**	**7,093.44**	**114.72**	**-**
Aggregate value of quoted investments	70,171.26	-	114.72	-
Aggregate value of unquoted investments	12,765.60	7,093.44	-	-
Total	**82,936.86**	**7,093.44**	**114.72**	**-**
Aggregate amount of impairment in value of investments	-	-	-	-
Market Value of quoted Investments	70,171.26	-	**114.72**	**-**

(a) The management has assessed fair value of the investment in unquoted shares of Indian Potash Limited based on valuation report of an independent valuer. For detail of method and assumptions used for the valuation, Refer Note 39.

(b) Investments at fair value through OCI (fully paid) reflect investment in quoted and unquoted equity securities. These equity shares are designated as fair value through other comprehensive income (FVTOCI) as they are not held for trading purpose. Thus, disclosing their fair value fluctuation in profit and loss will not reflect the purpose of holding. The Group has not transferred any gain or loss within equity in the current or previous year. Refer Note 39 for determination of their fair values.

(c) As of 31 March 2026, Nil (31 March 2025: 3,33,55,907) equity shares of Mangalore Chemicals and Fertilizers Limited ("MCFL") are pledged as security for long-term borrowings from banks/financial institutions (refer Note 14A & 14B). Out of the total shares pledged at the end of previous financial year, 2,40,90,907 shares were released prior to the adoption of the previous year's financial statements. Consequent to the amalgamation of MCFL with Paradeep Phosphates Limited ("PPL"), the remaining pledged shares were discharged in exchange for equity shares of PPL under the share swap arrangement.

During the year ended 31 March 2026, 2,70,77,050 equity shares of Paradeep Phosphates Limited received pursuant to the merger have been pledged as security for the long-term borrowings (refer Note 14A & 14B).

(d) During the year ended 31 March 2026, Mangalore Chemicals & Fertilizers Limited ("MCFL") has been amalgamated into Paradeep Phosphates Limited ("PPL") pursuant to the scheme of amalgamation approved by NCLT. In accordance with the approved share-exchange ratio, the Company received 6,54,33,846 equity shares of PPL in exchange for its erstwhile investment in MCFL.

Consequent to the merger and resulting derecognition of MCFL as a subsidiary, and the initial recognition of the investments in PPL effective from September 30, 2025, the Company has classified this investment in PPL as a Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI) in accordance with the principles of Ind AS 109. Refer the detailed note no 51.

(e) Pursuant to the SEBI settlement order, the Parent company voluntarily debarred itself from buying, selling or trading in securities market for the period of March 5, 2026 to June 4, 2026. Refer note no 52.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

7B. Loans

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Unsecured, considered good, except where otherwise stated				
Other loans and advances				
Unsecured, considered good				
Interest accrued on loans to employees	-	-	0.33	0.70
Total	**-**	**-**	**0.33**	**0.70**

7C. Other Financial Assets

(INR in lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Derivative instruments at fair value through profit or loss				
Derivatives not designated as hedges				
Foreign exchange forward covers	-	-	6.59	-
Other financial assets (Unsecured, considered good)				
Security deposits				
Unsecured, considered good				
- with related parties (Refer Note 36)	-	-	-	-
- with others	345.32	622.94	-	2.50
Margin money deposits*	-	12.30	-	-
Deposit with banks	5.29	0.75	-	-
Interest receivable on bank deposits	-	-	0.22	7.27
Packing scheme incentive grant receivable (net of provision)^	-	91.10	-	-
Total	**350.61**	**727.09**	**6.81**	**9.77**

* Margin money deposits are provided as margin for bank guarantees issued by the banks to various government authorities and others

^One of the subsidiary has created a provision of Rs 91.10 Lakhs during the year against the outstanding receivables under the Package Scheme Incentive Grant.

Break up of financial assets carried at amortised cost

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Loans (Refer Note 7B)	-	-	0.33	0.70
Trade receivables (Refer Note 11)	-	-	9,023.82	8,614.97
Cash and cash equivalents (Refer Note 12A)	-	-	3,284.58	17,323.06
Other bank balances (Refer Note 12B)	-	-	2,936.01	3,916.70
Other financial assets (Refer Note 7C)	350.61	727.09	6.81	9.77
Total financial assets carried at amortised cost	**350.61**	**727.09**	**15,251.55**	**29,865.20**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

8. Other assets

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Unsecured, considered good, except where otherwise stated				
Capital advances				
- to related parties (Refer Note 36)	-	155.57	-	-
- to others (Refer Note (a) below)	677.72	605.44	-	-
Advances (other than capital advances)				
- related parties, considered good (Refer Note 36)	-	-	-	2.40
- others, considered good	-	-	2,882.49	1,876.10
	-	**-**	**2,882.49**	**1,878.50**
Balances with statutory authorities				
- considered good	-	-	1,605.72	1,426.17
	-	**-**	**1,605.72**	**1,426.17**
Less: Balances with statutory authorities - considered doubtful	-	-	-	-
	-	**-**	**1,605.72**	**1,426.17**
Advance to employees	-	-	11.25	23.29
Prepaid expenses	0.02	0.14	73.97	66.60
Gratuity plan asset (Refer note 34)	-	-	-	7.40
	0.02	**0.14**	**85.22**	**97.29**
Total	**677.74**	**761.15**	**4,573.43**	**3,401.96**

Assets pledged as security for borrowings: Refer Note 14 for information on other assets pledged as security against borrowing.

The Parent Company had given an advance of INR 4,029.44 Lakhs in September 2010 to Karnataka Industrial Area Development Board (KIADB) for allotment of land for setting up of 1.20 Million TPA urea plant in Belgaum district. KIADB failed to acquire the land and after continuous discussion with KIADB for two years, the Parent Company had come out of the project. KIADB had refunded INR 3,425.02 Lakhs and retained INR 604.42 Lakhs which was to be adjusted in case the Parent Company seek some other land in Karnataka. Based on the details of land subsequently provided by the KIADB, the Parent Company has requested to allot 12 acres land at Belapur industrial estate and adjust the retained amount by KIADB to the cost of the new land. However, KIADB has not yet agreed for the adjustment. Management had filed the writ petition in the Hon'ble High Court of Karnataka at Bengaluru against the State of Karnataka - Industries and Commerce Department and KIADB for not allotting land to the Parent Company for setting up Fertilizer Project in Belapur Industrial Area, Udupi District, Karnataka and illegally withholding a sum of INR 604.42 Lakhs. The Hon'ble High Court vide judgement dated 16 September 2019 disposed of the matter and directed the KIADB to consider the application of the Parent Company for the allotment of Land within a period of six weeks from the date of receipt of certified copy of order. Pursuant to the court order, the Parent Company issued a letter to KIADB requesting them to allot alternate land. KIADB vide their order dated 18 November 2019 has refused to adjust the forfeited amount against allotment of land in Belapur. Subsequently, the Parent Company has filed a writ petition with Hon'ble High Court of Karnataka at Bangalore on 10 February 2020 challenging the KIADB order dated 18 November 2019. The Petition was listed for hearing on 23 September 2021. After hearing our counsels briefly on the matter, the Hon'ble court directed for the matter to be listed after two weeks for admission. The matter has not been listed till date. Later the matter came up for hearing on 13th January 2025, wherein the Government advocate was directed to take notice on behalf of respondent no. 1 (State of Karnataka), and ordered to issue notice to respondent no. 2 (Karnataka Industrial Areas Development Board). The matter is listed for reply of respondent no. 1and 2. Next date is awaited.

Based on previous judgement and legal opinion obtained by the management for this matter, the management is hopeful to get the above amount adjusted against allotment of land or refund of the same.

9. Inventories (valued at lower of cost and net realisable value)

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Raw materials [includes material in transit: INR Nil (31 March 2025 : INR 4,962.48 Lakhs)]	1,934.95	1,692.59
Work-in-progress	-	0.05
Finished goods	1,134.76	704.61
Traded goods	23,675.74	14,707.17
Stores and spares [includes material in transit: INR Nil (31 March 2025 : INR 194.39 Lakhs)]	16.14	125.75
Total	**26,761.59**	**17,230.17**

Assets pledged as security for borrowings: Refer Note 14 for information on inventories pledged as security against borrowing.

10. Assets held for sale/ liabilities directly associated with the assets held for sale

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
(a) Assets held for sale		
- Land at Sancoale Goa (Refer Note i below)	-	37.75
- Assets of Subsidiary held for sale (Refer Notes iii and iv below)	-	218,887.00
	-	**218,924.75**
(b) Liabilities directly associated with Assets held for sale		
- Liabilities of Subsidiary held for sale (Refer Notes iii and iv below)	-	126,784.45
Total	**-**	**92,140.30**

i. During the year ended 31 March 2026, pursuant to a resolution passed by the Board of Directors, the Company decided not to sell the land parcel located in Goa. Instead, management is exploring alternative business opportunities for this site. Accordingly, the land has been reclassified from 'Assets Held for Sale' to 'Property, Plant and Equipment' (PPE).

ii. During the year ended 31 March 2025, the parent company had sold its Pune office premises.

iii. The board of directors of the Company have at their meeting dated November 25, 2024 approved the revised number of equity shares of Mangalore Chemicals and Fertilizers Limited to be transferred by the Company to Zuari Maroc Phosphates Private Limited ("ZMPPL) from 3,92,06,000 to 2,90,37,000, pursuant to and as an integral part of the composite scheme of arrangement by and amongst Mangalore Chemicals and Fertilizers Limited, Paradeep Phosphates Limited and their respective shareholders and creditors, for an aggregate cash consideration of INR 41,813.28 Lakhs.

In connection with this, ZMPPL has provided INR 25,000.00 Lakhs to the Company as performance security to secure ZMPPL's obligations.

The Company anticipates completion of the sale within 12 months from the year ended March 31, 2025 and accordingly, assets and liabilities of Mangalore Chemicals and Fertilizers Limited under group have been reclassified under "Assets/ Liabilities held for sale" during the year ended March 31, 2025.

During the current reporting period, the assets previously classified as held for sale have been derecognised from the consolidated financial statements pursuant to the deconsolidation of the subsidiary to which such assets pertained (refer note 51).

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

iv. The major classes of assets and liabilities as at 31 March 2025

(INR in Lakhs)

Particulars	31 March 2025
Assets	
Property, plant and equipment and intangible assets (including capital work in progress)	105,223.20
Non-current financial assets	597.75
Other non-current assets	6,905.16
Inventories	27,343.43
Trade receivables	47,521.72
Cash and cash equivalents	6,077.65
Bank balances other than above	7,172.10
Other current financial assets	366.35
Other current assets	17,573.10
Income tax assets	106.54
Assets held for sale (I)	**218,887.00**
Liabilities	
Non-current financial liabilities	24,904.31
Non-current provisions	1,306.36
Other non-current liabilities	-
Current borrowings	49,223.69
Trade payables	21,883.29
Other current Financial liabilities	14,932.37
Other Current Liabilities	1,776.99
Current provisions	1,179.31
Income tax liabilities	652.03
Deferred tax liabilities	10,926.10
Liabilities directly associated with assets held for sale (II)	**126,784.45**
Net assets (I-II)	**92,102.55**

11. Trade receivables (at amortised cost)

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Trade receivables - related parties (Refer Note 36)	1,840.34	2,098.82
Trade receivables - others	7,183.48	6,516.15
Total	**9,023.82**	**8,614.97**

Break-up for security details: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
From Related Parties (Refer Note 36)		
Secured, considered good	-	-
Unsecured, considered good	1,840.34	2,098.82
Unsecured, considered doubtful	-	-
Trade Receivables		
Secured, considered good	-	-
Unsecured, considered good [including subsidy receivable from government of INR Nil (31 March 2025 : INR 641.69 Lakhs)	7,183.48	6,516.15
Trade receivables- credit impaired	181.27	37.94
Total	**9,205.09**	**8,652.91**
Less : Trade receivables- credit impaired	(181.27)	(37.94)
Total	**9,023.82**	**8,614.97**

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

For terms and conditions relating to related party receivables, refer Note 36.

Trade receivables from dealers are non-interest bearing during the normal credit years and are generally on terms of 15 to 120 days.

Assets pledged as Security for borrowings: Refer Note 14 for information on trade receivables pledged as security against borrowing.

Trade receivables ageing as at 31 March 2026 **(INR in Lakhs)**

Particulars	Outstanding for following periods from due date of payment						
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables-Considered good	6,904.97	2,122.85	42.85	59.07	32.55	-	9,162.29
(ii) Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables-Considered good	-	-	-	-	42.80	-	42.80
Total	**6,904.97**	**2,122.85**	**42.85**	**59.07**	**75.35**	**-**	**9,205.09**

Trade receivables ageing as at 31 March 2025 **(INR in Lakhs)**

Particulars	Outstanding for following periods from due date of payment						
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables-Considered good	6,187.60	2,226.77	79.34	62.24	59.02	-	8,614.97
(ii) Undisputed trade receivables-which have significant increase in credit risk	-	-	0.02	0.00	0.26	37.66	37.94
(iii) Undisputed trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables-Considered good	-	-	-	-	-	-	-
Total	**6,187.60**	**2,226.77**	**79.36**	**62.24**	**59.28**	**37.66**	**8,652.91**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

12A. Cash and Cash Equivalent

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Balances with banks:		
- on current accounts	2,743.58	2,142.44
- Deposits with original maturity of less than 3 months	541.00	15,180.50
Cash on hand	-	0.12
Total	**3,284.58**	**17,323.06**

12B. Other Bank balances

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Other Bank Balances :		
Deposits with original maturity for more than 3 months but less than 12 months	2,839.26	3,838.00
Margin money deposits**	96.75	78.70
Total	**2,936.01**	**3,916.70**

**Margin money deposits are provided as margin for bank guarantees issued by the banks to various government authorities and others

13. Share capital

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Authorised share capital		
12,25,00,000, (31 March 2025 : 12,25,00,000) Equity Shares of INR 10/- each	12,250.00	12,250.00
3,45,00,000 (31 March 2025 : 3,45,00,000) Preference Shares of INR 10/- each	3,450.00	3,450.00
	15,700.00	**15,700.00**
Issued and subscribed share capital*		
4,20,58,006 (31 March 2025 : 4,20,58,006) Equity Shares of INR 10/- each fully paid	**4,205.80**	**4,205.80**

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

Equity Shares	31 March 2026		31 March 2025	
	In numbers	INR in Lakhs	In numbers	INR in Lakhs
At the beginning of the year	42,058,006	4,205.80	42,058,006	4,205.80
Issued during the year	-	-	-	-
Outstanding at the end of the year	**42,058,006**	**4,205.80**	**42,058,006**	**4,205.80**

b. Terms/rights attached to equity shares

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

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

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

c. Details of equity shares of INR 10 each fully paid up held by promoters as at:

Promoter Name	As at 01 April 2025	Changes during the year	As at 31 Mar 2026	% of Total Shares	% change during the year
Promoters					
Zuari Industries Limited (Formerly Zuari Global Limited)	8,411,601	-	8,411,601	20.00	-
Zuari Management Services Limited	5,078,909	-	5,078,909	12.08	-
Texmaco Infrastructure & Holdings Limited	3,000,125	-	3,000,125	7.13	-
Globalware Trading And Holding Limited	7,491,750	-	7,491,750	17.81	-
Promoter Group					
Adventz Finance Private Limited	1,545,842	-	1,545,842	3.68	-
New Eros Tradecom Limited	1,196,767	-	1,196,767	2.85	-
Jeewan Jyoti Medical Society	138,550	-	138,550	0.33	-
Duke Commerce Limited	111,000	-	111,000	0.26	-
Adventz Securities Enterprises Limited	98,804	-	98,804	0.23	-
Saroj Kumar Poddar as Trustee of Saroj and Jyoti Poddar Holdings Private Trust	150,000	-	150,000	0.36	-
Saroj Kumar Poddar	29,406	-	29,406	0.07	-
Jyotsna Poddar	21,621	150,000	171,621	0.41	693.77
Akshay Poddar	150,585	-150,000	585	0.00	-99.61
Total	**27,424,960**	**-**	**27,424,960**	**65.21**	-

Details of equity shares of INR 10 each fully paid up held by promoters as at:

Promoter Name	As at 01 April 2024	Changes during the year	As at 31 Mar 2025	% of Total Shares	% change during the year
Promoters					
Zuari Industries Limited (Formerly Zuari Global Limited)	8,411,601	-	8,411,601	20.00	-
Zuari Management Services Limited	5,078,909	-	5,078,909	12.08	-
Texmaco Infrastructure & Holdings Limited	3,000,125	-	3,000,125	7.13	-
Globalware Trading And Holding Limited	7,491,750	-	7,491,750	17.81	-
Promoter Group					
Adventz Finance Private Limited	1,545,842	-	1,545,842	3.68	-
New Eros Tradecom Limited	1,196,767	-	1,196,767	2.85	-
Jeewan Jyoti Medical Society	138,550	-	138,550	0.33	-
Duke Commerce Limited	111,000	-	111,000	0.26	-
Adventz Securities Enterprises Limited	98,804	-	98,804	0.23	-
Saroj Kumar Poddar as Trustee of Saroj and Jyoti Poddar Holdings Private Trust	150,000	-	150,000	0.36	-
Saroj Kumar Poddar	29,406	-	29,406	0.07	-
Jyotsna Poddar	21,621	-	21,621	0.05	-
Akshay Poddar	150,585	-	150,585	0.36	-
Basant Kumar Birla*	30,000	-30,000	-	-	-100.00
Total	**27,454,960**	**-30,000**	**27,424,960**	**65.21**	**-0.11**

*During the year, 30,000 Equity Shares of Late Mr. Basant Kumar Birla forming part of Promoter Group were transmitted to Mr. Kumar Mangalam Birla (Executor to the Estate of Late Mr. Basant Kumar Birla) and the same shares were disposed in the open market.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

d. Details of shareholders holding more than 5% of equity shares in the Company

Name of shareholder	31 March 2026		
	No. of shares held	% Holding in class	% change during the period
Zuari Industries Limited (Formerly Zuari Global Limited)	8,411,601.00	20.00	-
Globalware Trading and Holdings Limited	7,491,750.00	17.81	-
Zuari Management Services Limited	5,078,909.00	12.08	-
Texmaco Infrastructure & Holdings Limited	3,000,125.00	7.13	-

Name of shareholder	31 March 2025		
	No. of shares held	% Holding in class	% change during the period
Zuari Industries Limited (Formerly Zuari Global Limited)	8,411,601.00	20.00	-
Globalware Trading and Holdings Limited	7,491,750.00	17.81	-
Zuari Management Services Limited	5,078,909.00	12.08	-
Texmaco Infrastructure & Holdings Limited	3,000,125.00	7.13	-

As per records of the Company including its register of share holders/members and other declarations received from share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

*Pursuant to the Scheme of Arrangement and Demerger (the Scheme) between the Company (Zuari Agro Chemicals Limited) and Zuari Industries Limited (Formerly Zuari Global Limited), the Company had issued 2,94,40,604 equity shares of INR 10/- each aggregating to INR 2,944.06 Lakhs to the existing shareholders of Zuari Industries Limited (Formerly Zuari Global Limited) in the ratio of 1 fully paid up Equity share of INR 10/- each of Zuari Agro Chemicals Limited during the financial year ending 31 March 2013. Out of the above shares issued pursuant to the Scheme, 8,051 (31 March 2025: 8,051) Equity Shares entitlements have been kept in abeyance pursuant to Section 206A of the Companies Act, 1956 in accordance with instructions from the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 and in respect of shareholders who could not exercise their rights in view of disputes, mistakes, discrepancy in holdings, etc.

No shares has been issued for consideration other than cash during the period of five years immediately preceding the reporting date.

13A. Other Equity

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Business Restructuring Reserve		
Balance at the beginning of the year	65,404.84	65,404.84
Add: Received during the year	-	-
Balance at the closing of the year	**65,404.84**	**65,404.84**
Capital Reserve		
Balance at the beginning of the year	127,823.90	127,823.90
Less: Impact due to loss of control on subsidiary	(22,366.73)	-
Balance at the closing of the year	**105,457.17**	**127,823.90**
General Reserve		
Balance at the beginning of the year	6,150.00	6,150.00
Add: Received during the year	-	-
Balance at the closing of the year	**6,150.00**	**6,150.00**
(Deficit) in the statement of profit and loss		
Balance at the beginning of the year	(24,133.93)	(39,599.68)
Profit/(Loss) for the year	91,980.54	16,476.54
Other comprehensive gain/(loss)	199.09	(193.42)
Less: Appropriations		
Cash dividend	(817.30)	(817.37)
Net (Deficit) in the statement of profit and loss	**67,228.40**	**(24,133.93)**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

13A. Other Equity (Contd...)

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Share Based Payment Reserve		
Balance at the beginning of the year	425.92	266.52
Add: Movement during the year	99.61	159.40
Balance at the closing of the year	**525.53**	**425.92**
Equity instruments through Other Comprehensive Income		
Balance at the beginning of the year	5,710.08	5,142.72
Add: Movement during the year	(45,784.12)	567.36
Balance at the closing of the year	**(40,074.04)**	**5,710.08**
Total reserves and surplus	**204,691.90**	**181,380.81**

Nature and purpose of reserves

Business Restructuring Reserve

In the finance year 2012-13, Pursuant to the Scheme of Arrangement and Demerger ("The Scheme") between Zuari Industries Limited and Zuari Holdings Limited (now known as Zuari Agro Chemicals Limited) the Parent Company, approved by the Hon'ble High Court of Bombay at Goa, on 2 March 2012, all the assets and liabilities pertaining to fertilizer undertaking as on 1 July 2011 of Zuari Industries Limited had been transferred to the Parent Company at their book values and accordingly the surplus of assets over the liabilities of the fertiliser undertaking so demerged, resulted in creation of Business Restructuring Reserve of INR 65,404.84 Lakhs in terms of the Order of the Hon'ble High Court of Bombay at Goa which was filled with the Registrar of Company on 21 March 2012. The said reserve be treated as free reserve and be restricted and not utilised for declaration of dividend by the Parent Company.

Capital Reserve

Capital reserve includes INR 35,300.77 Lakhs as excess of parent company's share in joint venture entity viz. Zuari Maroc Phosphates Private Limited over its investment on date of transition to Ind AS. Also, included INR 22,366.74 Lakhs in previous year as bargain purchase on acquisition of subsidiary, which has been reversed during the year on account of loss of control over subsidiary. (Also refer note 51)

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Surplus / (Deficit) in the statement of profit and loss

Surplus in the statement of profit and loss represents the profits / (losses) generated by the Group that are not distributed to the shareholder and are re-invested in the Group.

Share Based Payment Reserve

The Company has established share based payment plan for certain categories of employees of the Company. Also refer Note 44 for further details on these plans.

Equity instruments through Other Comprehensive Income

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

13B. Components of other comprehensive income (OCI):

The The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended 31 March, 2026 **(INR in Lakhs)**

Particulars	Equity instruments through Other Comprehensive Income	Surplus/ (deficit) in the statement of profit and loss	Non controlling interest
Re-measurement gain on defined benefit plans	-	124.59	16.09
Income tax effect	-	(31.16)	(4.05)
Net income on equity instruments through other comprehensive income	(52,420.01)	-	-
Income tax effect	6,635.89	-	-
Share of OCI of joint ventures (net of tax)	-	105.67	-
	(45,784.12)	**199.10**	**12.04**

During the year ended 31 March, 2025 **(INR in Lakhs)**

Particulars	Equity instruments through Other Comprehensive Income	Surplus/ (deficit) in the statement of profit and loss	Non controlling interest
Re-measurement gain on defined benefit plans	-	(128.58)	(57.95)
Income tax effect	-	35.34	14.60
Net income on equity instruments through other comprehensive income	567.36	-	-
Income tax effect	-	-	-
Share of OCI of joint ventures (net of tax)	-	(100.18)	-
	567.36	**(193.42)**	**(43.35)**

14A. Borrowings

(INR in Lakhs)

Non Current Borrowings (at amortised cost)	31 March 2026	31 March 2025
TERM LOAN		
Secured		
From Banks		
Indian Rupee loans (Refer Note 1 below)	-	-
Vehicle loans (Refer Note 2 below)	119.62	204.48
From financial Institutions		
Indian Rupee loans (Refer Note 3 below)	12,473.98	7,968.72
Non Convertible Debentures (Refer Note 4 below)	-	4,953.82
Unsecured		
From Related Parties		
Intercorporate Deposits (Refer Note 5 below and Note 36)	-	7,850.00
From Others		
Lease liabilities (Refer Note 6 below)	8,220.82	8,351.12
Total	**20,814.42**	**29,328.14**
Less: Amount disclosed under “Short Term Borrowings”		
- Current maturities of long term borrowings (Refer Note 14B)	(1,533.17)	(7,509.51)
- Current maturities of lease liabilities (Refer Note 14B)	(1,208.18)	(1,037.63)
Total	**18,073.07**	**20,781.00**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

1 (a) During the year ended 2025 in case of a subsidiary, Term loan from a bank of INR 13,334.18 Lakhs (including current maturities of INR 2,425.06 Lakhs) has been reclassified as Assets/ Liabilities held for sale carries interest in the range of 9.95% p.a to 10.75% p.a. The loan is repayable in 28 quarterly installments starting from November 2023 with the last instalment due on August 2030. The loan is secured by first pari-passu first charge on movable fixed assets of the Ammonia Energy Efficiency Project of the urea plant, with other participating lenders and first pari passu charge over all movable and immovable fixed assets of the Company excluding those exclusively charged to other term lenders.

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year. Accordingly, these borrowings are no longer included in the consolidated financial statements as at 31 March 2026.

1 (b) During the year ended 2025 in case of a subsidiary, Term loan from a bank of INR 5,005.46 Lakhs (including current maturities of INR 1,061.50 Lakhs) has been reclassified as Assets/ Liabilities held for sale carries interest in the range of 9.90% p.a to 10.40% p.a. The loan is repayable in 28 quarterly installments starting from March 2023 with the last instalment due on December 2029. The loan is secured by first pari-passu first charge on movable fixed assets of the Ammonia Energy Efficiency Project of the urea plant, with other participating lenders and first pari passu charge over all movable and immovable fixed assets of the Company excluding those exclusively charged to other term lenders.

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year. Accordingly, these borrowings are no longer included in the consolidated financial statements as at 31 March 2026.

1 (c) During the year ended 2025 in case of a subsidiary, Term loan from a bank of INR 2,746.46 Lakhs (including current maturities of INR 479.48 Lakhs) has been reclassified as Assets/ Liabilities held for sale carries interest in the range of 9.80% p.a. to 9.90% p.a. The loan is repayable in 28 quarterly installments starting from January 2024 with the last instalment due on October 2030. The loan is secured by first pari-passu first charge on movable fixed assets of the Ammonia Energy Efficiency Project of the urea plant, with other participating lenders and first pari passu charge over all movable and immovable fixed assets of the Company excluding those exclusively charged to other term lenders.

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year. Accordingly, these borrowings are no longer included in the consolidated financial statements as at 31 March 2026.

1 (d) During the year ended 2025 in case of subsidiary, Term loan from a bank of INR 2,419.65 Lakhs (including current maturities of INR 882.02 Lakhs) has been reclassified as Assets/ Liabilities held for sale carries interest in the range of 9.80% p.a. to 9.90% p.a. The loan is repayable in 18 quarterly installments starting from August 2023 with the last instalment due on November 2027. The loan is secured by first pari-passu first charge over movable and immovable fixed assets of the Company, excluding those exclusively charged to other term lenders (including long term loans availed for the energy efficiency capital expenditure).

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year. Accordingly, these borrowings are no longer included in the consolidated financial statements as at 31 March 2026.

1 (e) During the year ended 2025 in case of subsidiary, Term loan from a bank of INR 3,981.08 Lakhs (including current maturities of INR 2,492.56 Lakhs) has been reclassified as Assets/ Liabilities held for sale carries interest rate at 9.40% p.a. The loan is repayable in 10 quarterly installments starting from April 2024 with the last instalment due on July 2026. The loan is secured by first pari-passu first charge over movable and immovable fixed assets of the Company, excluding those exclusively charged to other term lenders (including long term loans availed for the energy efficiency capital expenditure).

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year. Accordingly, these borrowings are no longer included in the consolidated financial statements as at 31 March 2026.

1 (f) During the year ended 2025 in case of subsidiary, Term loan from a bank of INR 2,297.12 Lakhs (including current maturities of INR 435.36 Lakhs) has been reclassified as Assets/ Liabilities held for sale carries interest rate at 9.60% p.a. The loan is repayable in 15 quarterly installments starting from September 2024 with the last instalment due on March 2028. The loan is secured by first pari-passu first charge over movable and immovable fixed assets of the Company, excluding those exclusively charged to other term lenders (including long term loans availed for the energy efficiency capital expenditure).

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year. Accordingly, these borrowings are no longer included in the consolidated financial statements as at 31 March 2026.

1 (g) During the year ended 2025 in case of subsidiary, Term loan from a bank of INR 938.01 Lakhs (including current maturities of INR Nil) has been reclassified as Assets/ Liabilities held for sale carries interest rate at 8.75% p.a.. The loan is repayable in 20 quarterly

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installments starting from June 2027 with the last instalment due on March 2032. The loan is secured by first pari-passu charge over movable fixed assets of the new 300 tpd Sulphuric Acid Plant with other participating lenders and first pari passu charge over all movable and immovable fixed assets of the Company excluding those exclusively charged to other term lenders.

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year. Accordingly, these borrowings are no longer included in the consolidated financial statements as at 31 March 2026.

2 (a) During the year ended 31 March 2025, in respect of a subsidiary, vehicle loans aggregating to 206.57 Lakhs (including current maturities of 61.27 Lakhs) carrying interest rates ranging from 8.85% to 9.35% per annum were classified as liabilities associated with assets held for sale in accordance with Ind AS 105. These loans were repayable in 36 to 60 monthly installments commencing from July 2022, with the last instalment due in June 2030, and were secured by a first pari passu charge on the movable fixed assets financed by the respective term loans.

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year. Accordingly, these borrowings are no longer included in the consolidated financial statements as at 31 March 2026.

2 (b) In case of subsidiary, Vehicle loans from a bank of INR 119.62 (31 March 2025: INR 221.55 Lakhs) including current maturities of INR 37.68 (31 March 2025: INR 55.84 Lakhs) carry interest at 9% p.a. to 9.40% p.a. The loan is repayable in 48 to 60 monthly installments and is secured by hypothecation of vehicles.

3 (a) In case of Parent Company, Indian rupee term loan from a financial institution of INR 1,495.49 Lakhs (including current maturities of INR 1,495.49 Lakhs) carries interest rate of 11.50%-12.00% p.a (31 March 2025: INR 3,991.25 Lakhs (including current maturities of INR 2,500.00 Lakhs) carries interest rate of 12.00% p.a. The loan is repayable on December 2026. The loan is secured by exclusive charge over land (including structures) with minimum cover of 1.3 times and pledge of shares of Paradeep Phosphates Limited erstwhile Mangalore Chemicals and Fertilisers Limited ("MCFL"), with a minimum share security cover of 1.10 times.

3 (b) In case of Parent Company, Indian rupee term loan from a financial institution of INR 3,983.50 Lakhs (including current maturities of INR Nil) carries interest rate of 11.50%-12.00% p.a (31 March 2025: INR 3,977.47 Lakhs (including current maturities of INR Nil) carries interest rate of 12%. The loan is repayable on September 2027. The loan is secured by exclusive charge over land (including structures) with minimum cover of 1.3 times and pledge of Paradeep Phosphates Limited erstwhile Mangalore Chemicals and Fertilisers Limited ("MCFL"), with a minimum share security cover of 2 times.

4. In case of Parent Company, Non-Convertible Debentures of INR Nil (including current maturities of INR Nil) [31 March 2025: INR 4,953.82 Lakhs (including current maturities of INR 4,953.82 Lakhs)] carries coupon rate of 11.65% p.a. are secured by pledge of shares of its subsidiary, Mangalore Chemicals and Fertilisers Limited ("MCFL"), with a minimum share security cover of 2.00 time. The debentures are redeemable in October 2025, were redeemed early in April 2025.

5. In case of Parent Company, Inter-corporate deposit of INR Nil (31 March 2025: INR 7,850.00 Lakhs). These deposits carry an interest rate of 11.00%-12.00% (31 March 2025: 12.00%-12.50% p.a) and are repayable within 12 months from the date of disbursement/ due for renewal.

In case of Parent Company, 2,70,77,050 (31 March 2025: 3,33,55,907) number of shares of Paradeep Phosphates Limited erstwhile Mangalore Chemicals and Fertilisers Limited are pledged as security for total secured loans taken from bank/ FI's (Refer Note 14A & 14B).

6. In respect of Group, set out below are the carrying amounts of lease liabilities and the movements during the year:

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Opening	**8,350.89**	**10,925.13**
Additions	1,843.97	871.21
Disposal	(820.65)	(470.34)
Accretion of interest	780.08	1,021.96
Payments	(1,933.70)	(2,136.28)
Reclassified as assets/ liabilities held for sale	-	(1,860.79)
Closing	**8,220.59**	**8,350.89**
Current	1,208.18	1,037.63
Non-current	7,012.41	7,313.26

The maturity analysis of lease liabilities are disclosed in Note 41.

The average effective interest rate contracted approximates is 9.31% per annum, with maturity between 2026-2037

14B. Borrowings

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Current Borrowings		
Secured		
From Banks		
Working capital demand loans (Refer Note 1 (a) & 1 (b) below)	3,500.00	6,500.00
Current maturities of long term loans (Refer Note 14A)	1,533.17	7,509.51
From Others		
Inter-corporate deposits (Refer Note 3 below)	-	6,400.00
Unsecured		
From related parties		
Inter corporate deposits (Refer Note 4 below)	35,850.00	29,500.00
From Others		
Inter-corporate deposits (Refer Note 5 below)	4,000.00	-
Current Maturity of Lease liabilities (Refer Note 14A)	1,208.18	1,037.63
Total	**46,091.35**	**50,947.14**

1 (a) In respect of the Subsidiary Company, working capital demand loan of INR Nil Lakhs (31 March 2025: INR 3,000 Lakhs) secured by hypothecation by way of first charge over current assets and movable fixed assets of the Company carries interest rate I-MCLR 1Y +0.40% p.a and payable in 5 equal monthly instalments (i.e., Rs 600.00 Lakhs) commenced from October 2025

1 (b) In respect of the Subsidiary Company, working capital demand loan of INR 3,500 Lakhs (31 March 2025: INR 3,500 Lakhs) secured by exclusive charge on immovable properties located at Solapur, Maharashtra, and hypothecation of charge on current assets and movable fixed assets of the Company carries interest rate I-MCLR 6M +1.75% p.a and payable within 90 days.

2. During the year ended 31 March 2025, in respect of a subsidiary, Buyers' / Suppliers' Credit facilities aggregating to 8,607.87 Lakhs and Bill Discounting facilities amounting to 32,728.55 Lakhs were classified as liabilities associated with assets held for sale under Ind AS 105. These borrowings were secured by a first pari passu charge on all current assets (present and future) and a second pari passu charge on all property, plant and equipment of the subsidiary, excluding assets exclusively charged to other lenders. The facilities were repayable within 12 months.Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year.

3. In case of parent company, Inter-corporate deposit (secured) of INR Nil lakhs (31 March 2025: INR 6,400.00 lakhs). These deposits carried an interest rate of 12.00% - 13.50% p.a. (31 March 2025: 12.00% - 14.00% p.a) and were repayable within 12 months from the date of disbursement or renewal. The borrowing were secured by a pledge of 1,04,00,000 No. of Equity Shares of its erstwhile subsidiary, Mangalore Chemicals and Fertilisers Limited (MCFL).

4. In case of parent company, Inter-corporate deposit (unsecured) of INR 35,850.00 Lakhs (31 March 2025: INR 29,500.00 Lakhs) from the related parties. These deposits carry an interest rate of 9.25%-12.00% p.a. (31 March 2025: 9.25%-15.00% p.a) and are repayable within 12 months from the date of disbursement/ due for renewal.

5. In case of parent company, Inter-corporate deposit (unsecured) of INR 4,000.00 Lakhs (31 March 2025: INR Nil) from others. These deposits carry an interest rate of 11.25%-12.00% p.a. and are repayable within 12 months from the date of disbursement/ due for renewal.

6. During the year ended 31 March 2025, in respect of a subsidiary, short-term loans repayable over a maturity period ranging from 45 to 180 days and carrying floating interest rates ranging from 7.92% to 8.69% per annum were classified as liabilities associated with assets held for sale in accordance with Ind AS 105.Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) (refer Note 51), the aforesaid subsidiary has been deconsolidated during the current year. Accordingly, these borrowings are no longer included in the consolidated financial statements as at 31 March 2026.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

15. Trade payables

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Trade payables				
- Outstanding dues to related parties (Refer Note 36)	-	-	9,168.06	7,167.91
- Outstanding dues to micro and small enterprises (Refer Note 32)	-	-	4.99	47.56
- Outstanding dues to others	-	-	14,099.08	8,685.25
Total	**-**	**-**	**23,272.13**	**15,900.72**

Trade payables ageing schedule as at 31 March 2026: **(INR in Lakhs)**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	4.99	-	-	-	4.99
(ii) Others	22,263.57	54.94	177.15	771.48	23,267.14
Total	**22,268.56**	**54.94**	**177.15**	**771.48**	**23,272.13**

Trade payables ageing schedule as at 31 March 2025: **(INR in Lakhs)**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	24.25	14.38	8.93	-	47.56
(ii) Others	13,597.52	374.94	1,159.41	721.29	15,853.16
Total	**13,621.77**	**389.32**	**1,168.34**	**721.29**	**15,900.72**

16. Other Financial Liabilities

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Other financial liabilities at amortised cost				
Trade deposits - dealers and others				
- from others	-	-	1,770.97	1,862.65
Other deposits (earnest money)	-	-	600.00	600.00
Performance security received (Refer Note 36 & 51)	-	-	-	25,000.00
Employee benefits payable	-	-	789.09	788.89
Payable towards capital goods				
- to others*	-	-	18.36	22.26
Interest accrued but not due on borrowings	-	-	28.40	266.51
Other interest payable	-	-	6,141.58	8.33
Other payable - Related Party (Refer Note 36)	-	-	16.06	-
Total other financial liabilities at amortised cost (b)	**-**	**-**	**9,364.46**	**28,548.64**
Total other financial liabilities (a+b)	**-**	**-**	**9,364.46**	**28,548.64**

* - Including INR 18.36 Lakhs outstanding due to Micro and Small Enterprises (Refer Note 32).

** Includes INR 6,134.92 Lakhs (2025: Nil Lakhs) payable to related party on account of overdue interest (Refer Note 36).

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Terms and conditions of the above financial liabilities:

Trade payables are normally non-interest bearing. For maturity profile of trade payables and other financial liabilities, Refer Note 40.For terms and conditions relating to related party payables, Refer Note 36.

For explanations on the Groups credit risk management processes, Refer Note 40.

Break up of financial liabilities carried at amortised cost **(INR in Lakhs)**

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Non current borrowings (Refer Note 14A)	18,073.07	20,781.00	-	-
Current borrowings (Refer Note 14B)	-	-	46,091.35	50,947.14
Trade payables (Refer Note 15)	-	-	23,272.13	15,900.72
Other financial liabilities (Refer Note 16)	-	-	9,364.46	28,548.64
Total financial liabilities carried at amortised cost	**18,073.07**	**20,781.00**	**78,727.94**	**95,396.50**

17. Other Liabilities

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Statutory Liabilities	-	-	260.69	258.36
Contract Liabilities - Advances received from customers	-	-	2,099.87	3,115.64
Rebate to customers and others	-	-	6,336.63	-
Other payable	-	-	77.00	3,908.01
Total	**-**	**-**	**8,774.19**	**7,282.01**

Revenue recognized from amounts included in contract liabilities at the beginning of the year is INR 1,419.89 Lakhs (31 March 2025 : INR 667.49 Lakhs)

Deferred income **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening	**-**	**17.06**
Released to the statement of profit and loss	-	(17.06)
Closing	**-**	**-**

18. Provisions

(INR in Lakhs)

Particulars	Non current		Current	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Provision for employee benefits				
Gratuity (Refer Note 34)	42.34	-	23.23	-
Provision for post retirement medical benefit (Refer Note 34)	40.23	37.45	5.77	4.69
Leave encashment (unfunded)	833.57	537.29	217.64	69.46
Total	**916.14**	**574.74**	**246.64**	**74.15**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

19A. Income tax

The major components of income tax expense for the year ended 31 March, 2026 and 31 March 2025 are:

Profit or loss section **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Current income tax:		
Current income tax charge	7,516.72	6,278.37
Adjustment of tax relating to earlier years	-	131.10
	7,516.72	**6,409.47**
Deferred tax:		
Adjustments in respect of deferred tax of earlier years	-	-
Relating to origination and reversal of temporary differences	14,143.00	807.83
	14,143.00	**807.83**
Income tax expense reported in the statement of profit or loss	**21,659.72**	**7,217.30**

OCI section **(INR in Lakhs)**

Deferred tax related to items recognised in OCI during the year:

Particulars	31 March 2026	31 March 2025
Net loss/(gain) on remeasurements of defined benefit plans	(140.68)	186.53
Deferred tax charged/(credit) to OCI	35.21	(49.95)
Net (gain)/loss on equity instruments through Other Comprehensive Income	52,420.01	(567.36)
Deferred tax charged/(credit) to OCI	(6,635.89)	-

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for 31 March, 2026 and 31 March 2025

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Accounting (loss) before Income tax	119,894.74	30,312.90
Income tax rate	25.168%	25.168%
At statutory income tax rate	30,175.11	7,629.15
Adjustment in respect of tax related to earlier years	-	332.19
Tax impact of Share of profit of joint ventures	(5,476.57)	(3,783.50)
Non-deductible expenses for tax purposes:		
CSR expenditure	44.27	63.43
Mat Credit utilisation/ written off	-	794.82
Unrecognized deferred tax asset	(1,295.81)	1,839.82
Others adjustments	1,283.34	341.39
Effect of gain on deconsolidation	9,033.38	-
Impact of change in tax rate	(12,104.00)	-
Income tax (income)/ expense reported in the statement of profit and loss	**21,659.72**	**7,217.30**
Income tax expense reported in the statement of profit and loss	**21,659.72**	**7,217.30**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Deferred tax: **(INR in Lakhs)**

Particulars	As at 31 March 2024	Provided during the year*	As at 31 March 2025	Provided during the period	As at 31 March 2026
Deferred tax liability:					
Property, plant and equipment impact of difference between tax depreciation and depreciation/amortisation charged for the financial reporting	13,262.41	(13,222.52)	39.89	(92.75)	-52.86
Net gain /(loss) on financial instruments	-	-	-	7,476.94	7,476.94
Others	134.63	(134.63)	-	-	-
Total deferred tax liability (A)	**13,397.04**	**(13,357.15)**	**39.89**	**7,384.19**	**7,424.08**
Deferred tax assets:					
Provision for doubtful debts and advances	390.05	(344.43)	45.62	22.93	68.55
MAT credit entitlement	794.82	(794.82)	-	-	-
Expenses allowable in Income tax on payment basis and deposition of Statutory dues	841.86	(697.66)	144.20	91.33	235.53
Others	1,824.83	(1,352.02)	472.81	(19.73)	453.08
Impact due to loss of control of subsidiary (refer note 51)	-	-	-	(252.66)	-
Total deferred tax assets (B)	**3,851.56**	**(3,188.93)**	**662.63**	**(158.13)**	**757.16**
Deferred Tax Asset / (Liability) (B - A)	**(9,545.48)**	**10,168.22**	**622.74**	**(7,542.32)**	**(6,666.92)**
Disclosed in the Financial Statements					
Deferred Tax Assets	850.78	-	622.74	-	810.02
Deferred Tax Liabilities	(10,396.26)	-	-	-	(7,476.95)

*Including deferred tax liabilities has been reclassified as assets/ liabilities held for sale

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

During the year ended 31 March, 2026, the Parent Company has made assessment regarding the recognition criteria in relation to deferred tax asset and tax balances on the basis of future profitability projections.During the year ended 31 March 2025, In respect of Subsidiary Company, Management has assessed the utilization of Minimum Alternate Tax (MAT) on the basis of future profitability projections. Further, the management also assessed it to be probable that post utilization of MAT the Company will be exercising option to pay Income Tax at reduced rates as per the provisions/conditions defined in the new Section 115BAA in the Income Tax Act, 1961, inserted vide the Taxation Laws (Amendment) Ordinance 2019.

Deferred tax on unabsorbed business losses have not been recognised to the extent there are no tax planning opportunities or other evidence of recoverability for the same in the next future.

The temporary differences associated with investments in subsidiaries and joint venture, for which a deferred tax liability has not been recognised. The Group has determined that undistributed profits of its subsidiaries and joint venture will not be distributed in the foreseeable future, until it obtains the consent from the Parent Company and all the joint venture partners respectively.

19B. Income tax assets (net)

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Income tax assets- related parties (Refer Note 36 and Note 47)	522.15	522.15
Income tax assets- others (net)	2,187.39	827.04
	2,709.54	**1,349.19**

19C. Liabilities for current tax (net)

(INR in Lakhs)

Particulars	31 March 2025	31 March 2024
Income tax Liabilities- others (net)	1,869.70	-
	1,869.70	**-**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

20. Revenue From Operations

(INR in Lakhs)

Revenue from contracts with customers	31 March 2026	31 March 2025
Sale of products		
Finished products	186,528.79	323,400.00
Traded products	133,417.10	119,557.15
Other operating revenues		
Rendering of Services	1.48	56.18
Scrap sales	24.22	595.37
Revenue from operations	**319,971.59**	**443,608.70**

(INR in Lakhs)

Timing of revenue recognition	31 March 2026	31 March 2025
Goods transferred to the customers at a point in time	319,970.11	443,552.52
Service rendered at a point in time	1.48	56.18
Total revenue from contracts with customers	**319,971.59**	**443,608.70**

(INR in Lakhs)

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price	31 March 2026	31 March 2025
Revenue as per contracted price	**329,743.07**	**456,102.75**
Adjustments		
Discount	(9,774.56)	(12,494.05)
Others	3.08	-
Revenue from contract with customers	**319,971.59**	**443,608.70**

Performance obligation

The Group recognises revenue from sale of goods at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. The performance obligation is satisfied upon delivery of the goods and payment is generally due within 15 to 120 days from delivery.The Group also recognises the subsidy income receivable from the Government of India as per New Pricing Scheme for Urea and as per Nutrient Based Subsidy Policy for Phosphatic and Potassic (P&K) fertilisers at the time of sale of goods to its customers. The Direct Benefit Transfer (DBT) Scheme entails 100% payment of subsidy to the Group on the basis of actual sales by the retailer to the beneficiary, however the performance obligation of the Group is satisfied upon delivery of the goods to its customer. The Group does not have any other performance obligation in respect of its supply of goods to the customers.

a. Sales of Finished Products and Traded Products include Government subsidies of INR 1,22,171.28 Lakhs (31 March 2025: INR 2,23,602.39 Lakhs).

b. Government of India has notified the pooling of Gas in Fertiliser (Urea) sector effective from June 2015. As per the notification domestic gas is pooled with Re-gasified Liquefied Natural Gas (RLNG) to provide natural Gas at uniform delivered price to all Natural Gas Grid connected Urea manufacturing plants.

c. The subsidy on Phosphatic and Potassic fertilizers has been accounted for as per concession price notified by the Government of India under Nutrient Based Subsidy Policy, from time to time.

d. In respect of a Subsidiary Company, During the year ended March 31, 2021 recognised urea subsidy income of INR 2,914 Lakhs without benchmarking its cost of production using naphtha with that of gas-based urea manufacturing units recently converted to natural gas, as notified by the Department of Fertilizers [DoF] for subsidy income computation, against which the Company had filed a writ petition against the DoF before the Honble High Court of Delhi [DHC]. Pending finalization of writ petition before the DHC, the management, based on legal opinion and considering the fact that the energy cost is always a pass through in subsidy computation, believes that artificial benchmarking is arbitrary and discriminatory and is confident of realisation of the aforesaid subsidy income.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

21. Other income

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Interest Income on		
Bank deposits	568.79	1,721.56
Income tax refund	12.28	16.14
Others	5.41	0.86
Land acquisition compensation	0.06	-
Dividend Income on		
Dividend income on non-current investments	28.80	10.80
Other non-operating income		
Profit on sale of property, plant and equipment	1.45	1,646.70
Rental income	46.04	87.72
Excess provision/unclaimed liabilities/unclaimed balances written back	689.70	685.07
Incentive under packing scheme incentive	-	17.06
Insurance Claims	0.46	1,112.20
Net gain realised on sale of mutual fund investments	13.93	-
Gain arising on Mutual Fund Investments measured at fair value through Profit & Loss (Short-Term)	0.88	-
Miscellaneous income	661.76	129.54
Total	**2,029.56**	**5,427.65**

Total interest income (calculated using the effective interest method) for financial assets that are not at fair value through profit or loss.

Particulars	31 March 2026	31 March 2025
In relation to Financial assets classified at amortised cost	568.79	1,721.56
Total	**568.79**	**1,721.56**

22. Cost of raw materials and components consumed

(INR in lakhs)

Particulars	31 March 2026	31 March 2025
Inventory at the beginning of the year	13,869.70	13,047.38
Add : Purchases	115,295.79	191,666.37
	129,165.49	**204,713.75**
Less: Inventory at the end of the year	(20,034.15)	(13,915.46)
Cost of raw materials and components consumed	**109,131.34**	**190,798.29**

23. Purchase of Stock-in-Trade

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Traded goods purchase details		
Imported Muriate of potash (IMOP)	-	9,570.24
Pesticides	109,450.35	87,628.92
Others	602.01	1,906.06
Cost of traded goods purchased	**110,052.36**	**99,105.22**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

24. Changes in inventories of finished goods, traded goods and work-in- progress

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Inventories at the end of the year		
Finished goods	5,979.96	9,057.91
Traded goods	23,813.54	16,173.60
Work-in-progress	1,110.19	2,054.62
	30,903.69	**27,286.13**
Inventories at the beginning of the year		
Finished goods	9,350.50	2,108.05
Traded goods	16,173.60	10,239.91
Work-in-progress	2,054.62	1,610.52
	27,578.72	**13,958.48**
Total	**(3,324.97)**	**(13,327.65)**

25. Employee Benefits Expense

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Salaries, wages and bonus	9,941.02	12,037.65
Contribution to provident and other funds (Refer Note 53)	606.56	995.50
Post-retirement medical benefit (Refer Note 34)	2.86	3.61
Gratuity expense (Refer Note 34)	208.52	271.64
Staff welfare expenses	329.22	375.17
Employee Benefits (ESOP)	99.60	159.40
Total	**11,187.78**	**13,842.97**

26. Finance Costs

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Interest expense	8,506.02	14,532.14
Interest on lease liabilities	875.48	1,021.96
Interest on income tax	2.09	46.07
Exchange difference to the extent considered as an adjustment to borrowing cost	-	61.93
Other borrowing cost	756.99	1,168.67
Total	**10,140.58**	**16,830.77**

Total interest expense (calculated using the effective interest method) for financial liabilities that are not at fair value through profit or loss

Particulars	31 March 2026	31 March 2025
In relation to Financial liabilities classified at amortised cost	8,506.02	15,554.10
Total	**8,506.02**	**15,554.10**

27. Depreciation and amortization expense

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Depreciation of property, plant and equipment (Refer Note 3A & 3B)	5,481.28	9,638.31
Amortisation of intangible assets (Refer Note 5)	387.94	510.88
Total	**5,869.22**	**10,149.19**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

28. Other expenses

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Stores and spares consumed	3,070.09	1,280.30
Power, fuel and water	32,722.53	76,613.25
Bagging and other contracting charges	723.37	1,427.74
Outward freight and handling charges	11,841.20	15,241.36
Rent	264.82	502.02
Rates and taxes	455.97	248.03
Insurance	616.32	1,066.91
Repairs and maintenance		
Plant & machinery	70.35	2,993.43
Buildings	499.79	187.94
Others	408.23	929.66
Payment to statutory auditors (Refer details below)	35.79	69.13
Allowance for credit losses/provision for advances	91.10	-
Travelling and conveyance	1,169.45	1,098.27
Legal and professional charges	1,178.83	490.84
Consultants Charges	19.49	93.68
Sales promotion expenses	3,768.89	2,241.84
Director Sitting Fee	-	-
Foreign exchange variation (net)	507.95	387.67
Loss on disposal of property, plant and equipment	211.34	927.20
Impairment of intangible assets	278.57	-
CSR expenditure (Refer details below)	244.42	307.01
Advances write-off	51.70	-
Labour charges	162.41	133.06
Inventories Written Off	78.66	192.42
Miscellaneous expenses	3,517.41	9,924.97
Total	**61,988.68**	**116,356.73**

***Payments to statutory auditors** (INR in Lakhs)

Particulars	31 March 2026	31 March 2025
As statutory auditors		
Audit fees	16.00	39.50
Tax audit fee	5.00	4.50
Limited review fees	9.00	13.75
In other capacity		
Other services (includes certification fees)	4.00	8.80
Reimbursement of expenses	1.79	2.58
Total	**35.79**	**69.13**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

CSR Expenditure: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Gross amount required to be spent by the Group during the year (under Section 135 of the Companies Act, 2013)	455.28	400.42
Amount spent during the year (other than on construction/ acquisition of any asset)	244.42	307.01
Amount spent during the year (on construction/ acquisition of any asset)	-	-
Amount yet to be spent/ paid	210.86	93.41
Total	**244.42**	**307.01**

29. Exceptional Items - Gain/(Loss)

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Gain on loss of control of subsidiary pursuant to the composite Scheme of Amalgamation among Mangalore Chemicals & Fertilizers Limited (MCFL) and Paradeep Phosphates Limited (PPL) (refer note 51)	81,748.59	-
Statutory impact of new Labour Codes (refer note 46)	(493.06)	-
Provision towards claim (refer footnote (i))	(77.00)	-
Total	**81,178.53**	**-**

(i) During the year ended 31 March 2026, a vendor raised a claim of 77 Lakhs in respect of supplies made prior to the Business Transfer Agreement dated 31 March 2020 entered into between the Parent Company and its subsidiary, Zuari Farmhub Limited (ZFHL). The liability, relating to the Crop Protection business transferred under the agreement, had inadvertently not been recorded at the time of the business transfer. Based on the confirmation received from the Parent Company, the claim has been accepted. Accordingly, ZFHL will settle the amount directly with the vendor, without admission of liability, against a full and final settlement. The corresponding amount has been recognised as an exceptional item in the consolidated statement of profit and loss for the current year.

30. Distributions made and proposed

As per Ind AS 1.107, An entity shall present, either in the statement of changes in equity or in the notes, the amount of dividends recognised as distributions to owners during the year, and the related amount of dividends per share.

As per Ind AS 1.137, An entity shall disclose in the

notes:

(a) the amount of dividends proposed or declared before the financial statements were approved for issue but not recognised as a distribution to owners during the year, and the related amount per share; and

(b) the amount of any cumulative preference dividends not recognised.

(INR in Lakhs)

	31 March 2026	31 March 2025
Cash dividends on equity shares declared and paid:		
Final equity dividends: INR 1.50 per equity share (31 March 2025 : INR 1.50 per equity share)	817.37	817.30
Dividend distribution tax on equity dividend	-	-
	817.37	**817.30**
Proposed dividends on equity shares:		
Proposed equity dividends: Nil (31 March 2025 : INR 1.50 per equity share)	-	817.37
Dividend distribution tax on proposed equity dividend	-	-
	-	**817.37**

31. Earnings Per Share (EPS)

Basic Basic and Diluted EPS amounts are calculated by dividing the profit/ (loss) for the year attributable to equity holders of the Parent Company by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

(INR in Lakhs)

Profit/(Loss) attributable to equity holders of the Parent Company:	31 March 2026	31 March 2025
Continuing operations (INR in Lakhs) (a)	91,980.54	16,476.54
Discontinued operations (INR in Lakhs) (b)	-	-
Profit attributable to equity holders of the Parent Company (INR in Lakhs) (c=a+b)	91,980.54	16,476.54
Weighted average number of shares used in computing earnings per share	42,058,006	42,058,006
From continuing operations (in INR)		
1. Basic	218.70	39.18
2. Diluted	218.70	39.18
From discontinued operations (in INR)		
1. Basic	-	-
2. Diluted	-	-
From continuing and discontinued operations (in INR)		
1. Basic	218.70	39.18
2. Diluted	218.70	39.18
Face value per share (in INR)	10.00	10.00

32. Dues to Micro, Small and Medium Enterprises#

The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
- Principal amount due to micro and small enterprises	23.35	1,673.61
- Interest due on above	0.03	1.54
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year#	6.66	8.33
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	0.03	1.54

Excluding interest accrued of INR 1.70 Lakhs transferred to Mangalore Chemicals and Fertilisers Limited pursuant to the Business Transfer agreement. Refer note 48

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

33. Group Information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries and joint ventures, listed in the table below:

(INR in Lakhs)

Name of Subsidiary Company	Country of Incorporation	Ownership Interest (%)	
		31 March 2026	31 March 2025
Mangalore Chemicals and Fertilizers Limited (Ceased w.e.f 26 September 2025) (refer note 51)	India	0.00%	54.03%
Zuari Farmhub Limited	India	99.54%	99.54%

(INR in Lakhs)

Name of Joint Ventures	Country of Incorporation	Ownership Interest (%)	
		31 March 2026	31 March 2025
Zuari Maroc Phosphates Private Limited (ZMPPL)	India	50.00%	50.00%

33A. Material partly-owned subsidiary

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by non-controlling interests:

(INR in Lakhs)

Name	Country of Incorporation and operation	31 March 2026	31 March 2025
Mangalore Chemicals and Fertilisers Limited (Leased w.e.f. 26 September 2025)	India	0.00%	45.97%

Information regarding non-controlling interest **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Accumulated balances of material non-controlling interest:	-	65,288.07

(INR in Lakhs)

Particulars	From 1 April 2025 to 26 September 2025	31 March 2025
Total Comprehensive Income allocated to material non-controlling interest:	6,252.97	6,564.04
Dividend distributed and paid to non-controlling interest:	817.37	817.30

The summarised financial information of the subsidiary is provided below. This information is based on amounts before inter - company eliminations.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Summarised statement of profit and loss for the year ended: **(INR in Lakhs)**

Particulars	From 1 April 2025 to 26 September 2025	31 March 2025
Revenue from operations	185,183.92	333,189.59
Other Income	1,161.90	3,664.74
Cost of raw material and components consumed	102,808.20	185,975.43
Purchases of traded goods	602.01	11,476.30
Change in inventories of finished goods, work-in-progress and traded goods	6,990.67	(7,958.93)
Employee benefit expenses	3,762.28	7,147.65
Finance costs	3,290.74	7,639.58
Depreciation and amortization expense	3,624.41	7,611.68
Other expenses	47,044.60	104,357.93
Profit before tax	**18,222.91**	**20,604.69**
Income tax	4,647.35	6,233.42
Profit for the year	**13,575.56**	**14,371.27**
Other Comprehensive income/ (loss) for the year	25.39	(93.72)
Total comprehensive income	**13,600.95**	**14,277.55**
Attributable to non-controlling interests	6,252.97	6,564.04
Dividends paid to non-controlling interests	817.37	817.30

Summarised balance sheet as at: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Inventories and cash and cash equivalents	-	33,421.08
Property, plant and equipment, other non-current financial assets and other non-current assets	-	112,726.12
Trade Receivable, other financial assets and other current assets	-	86,998.88
Trade and other payable	-	(40,317.45)
Non current liabilities	-	(1,306.36)
Lease Liabilities	-	(1,860.79)
Interest-bearing loans and borrowing and deferred tax liabilities (non-current)	-	(83,193.31)
Total equity	**-**	**106,468.17**
Attributable to:		
Non-controlling interest *	-	65,288.07

*Includes impact of fair valuation at the time of acquisition of controlling stake in May 2015.

Summarised cash flow information for the year ended: **(INR in Lakhs)**

Particulars	From 1 April 2025 to 26 September 2025	31 March 2025
Operating	50,610.13	27,133.60
Investing	(35,448.36)	(9,793.85)
Financing	(19,351.92)	(39,205.04)
Net increase in cash and cash equivalents	**(4,190.15)**	**(21,865.29)**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

33B. Material partly-owned subsidiary

(INR in Lakhs)

Name	Country of Incorporation and operation	31 March 2026	31 March 2025
Zuari Farmhub Limited	India	99.54%	99.54%

The summarised financial information of the subsidiary is provided below. This information is based on amounts before inter - company eliminations.

Summarised statement of profit and loss for the year ended: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Revenue from operations	136,596.46	110,735.83
Other Income	422.94	283.18
Cost of raw material and components consumed	3,375.07	2,203.46
Purchases of traded goods	113,115.76	92,670.72
Change in inventories of finished goods, work-in-progress and traded goods	(7,718.79)	(6,354.16)
Employee benefit expenses	7,112.86	6,179.71
Finance costs	1,300.28	1,349.73
Depreciation and amortization expense	1,965.87	1,937.10
Other expenses	13,363.24	9,565.02
Total Exceptional items	565.51	-
(Loss) before tax	**3,939.60**	**3,467.43**
Income tax	1,086.05	852.78
(Loss) for the year	**2,853.55**	**2,614.65**
Other Comprehensive income/ (loss) for the year	79.30	(54.61)
Total comprehensive (loss)	**2,932.85**	**2,560.04**

Summarised balance sheet as at: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Inventories and cash and cash equivalents	29,717.97	20,164.58
Property, plant and equipment, other non-current financial assets and other non-current assets	14,991.43	15,927.28
Trade Receivable, other financial assets and other current assets	16,808.62	15,225.53
Trade and other payable	(33,417.36)	(23,372.88)
Non current liabilities	(850.86)	(512.01)
Lease Liabilities	(8,220.82)	(8,351.12)
Interest-bearing loans and borrowing and deferred tax liabilities (non-current)	(3,619.62)	(6,704.48)
Total equity	**15,409.36**	**12,376.90**

Summarised cash flow information for the year ended: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Operating	5,115.29	595.78
Investing	1,063.02	(312.07)
Financing	(5,538.77)	2,071.71
Net increase/ (decrease) in cash and cash equivalents	**639.54**	**2,355.42**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

33C. Interest in Joint Ventures

a) Zuari Maroc Phosphate Private Limited

The Group has a 50% interest in Zuari Maroc Phosphate Private Limited, a joint venture engaged in the business as an investment company and to acquire and hold and otherwise deal in shares, stocks, debentures. The Group's interest in Zuari Maroc Phosphates Private Limited is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the joint venture, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Summarised balance sheet as at: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Current assets, including cash and cash equivalents: INR 36,507.84 Lakhs (31 March 2025 : INR 87,428.21 Lakhs)	1,144,279.93	742,938.03
Non-current assets, including advance tax: INR 4,150.68 Lakhs (31 March 2025 : INR 5,286.19 Lakhs)	695,984.60	438,321.40
Current liabilities	(993,038.51)	(622,792.21)
Non controlling Interest	(338,252.08)	(179,210.10)
Non-current liabilities, including borrowing: INR 1,06,501.99 Lakhs (31 March 2025 : INR 87,103.42 Lakhs)	(149,688.76)	(110,355.37)
Equity	**359,285.17**	**268,901.75**
Proportion of the Group's ownership	50%	50%
Proportionate value the Group's ownership	179,642.59	134,450.88
Add: Capital reserve provided in consolidation	923.82	923.82
Add: Adjustment on account of sale of equity shares	566.64	566.64
Less: Adjustment due to restatement and goodwill	(5,525.54)	-
Less: ESOP Reserve	(44.20)	(131.33)
Less: Elimination of unrealised profit on closing inventory	(556.02)	(408.40)
Carrying amount of the investment in consolidation	**175,007.30**	**135,401.61**

Summarised statement of profit and loss for the year ended: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Revenue from operations	2,006,773.96	1,388,904.86
Other income	13,892.94	11,483.59
Cost of raw material and components consumed	(1,221,938.71)	(866,041.19)
Purchases of traded goods	(404,294.93)	(172,110.24)
Changes in inventories of finished goods, traded goods and work in progress	114,175.77	8,265.18
Depreciation and amortization expense	(34,241.10)	(24,910.05)
Finance costs	(52,319.29)	(36,269.46)
Employee benefits expense	(29,906.08)	(25,181.23)
Other expense	(273,813.28)	(208,434.80)
Profit before share of loss from associate and tax	**118,329.29**	**75,706.66**
Share of loss from associate	(48.81)	(71.79)
Profit before exceptional items and tax	**118,280.48**	**-**
Exceptional Items	(3,941.71)	-
Profit before tax	**114,338.77**	**75,634.87**
Income tax expense	28,979.67	21,319.14

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Profit for the year	**85,359.10**	**54,315.73**
Other comprehensive (loss) / income	420.05	(357.46)
Total comprehensive income for the year	**85,779.15**	**53,958.27**
Share of non controlling interest in total comprehensive income	41,752.48	24,092.71
Total comprehensive income	**44,026.67**	**29,865.56**
Proportion of the Group's ownership	50%	50%
Group's share of total comprehensive income for the year before profit elimination	**22,013.33**	**14,932.78**
Less: Elimination of unrealised profit on closing inventory	(147.62)	-
Group's share of total comprehensive income for the year	**21,865.71**	**14,932.78**

Contingent Liabilities and Capital Commitments* (INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Claims/demand raised by Government Authorities**		
a. Claims/demand raised by Income Tax Authorities	1,593.23	1,414.21
b. Claims/demand raised by Sales Tax Authorities	3,391.88	2,774.24
Other Claims against the Company not acknowledged as debts**	3,349.14	8,107.35
Estimated amount of contracts remaining to be executed on capital account not provided for	8,774.75	12,312.06

* Being share of the Group in the Joint Company.

**Based on discussions with the solicitors / favourable decisions in similar cases / legal opinions taken by the Group, the management believes that the Group has a good chance of success in the above mentioned cases and hence, no provision is considered necessary. The above has been compiled based on the information and records available with the Group.

34. Gratuity and other post-employment benefit plans

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
- Gratuity Plan- Asset/ (Liability)	22.57	(840.81)
- Gratuity (Liability) - Unfunded	(23.23)	-
- Provident Fund -Asset*	-	-
- Post Retirement Medical Benefit Plan - (Liability)	(45.99)	(42.55)
Total	**(46.65)**	**(883.36)**

* During the year ended 31 March 2025, the Parent Company along with Zuari Industries Limited (Related party of the company) has surrendered its exemption to hold contribution in Employees Provident Fund Trust of the Company (Zuari Industries Limited Employee Provident Fund Trust ZIL EPF Trust) to Employees Provident Fund Organisation (EPFO) based on the statutory obligation as at January 31, 2025 by availing the option of depositing entire corpus of Zuari Industries Limited Employee Provident Fund trust in liquid cash to EPFO.

During the year ended 31 March 2025 Till 31st January, 2025 Plan assets have not been recognised in the financial statements, as the surplus of the trust, is distributable among the beneficiaries of the provident fund trust. The above includes amount contributed by Zuari Industries Limited (related party of the Company).

W.e.f. 31st January, 2025 due to surrender of exemption of Zuari Industries Limited Employee Provident Fund Trust to the Employees Provident Fund Organization (EPFO), Government of India, The Parent Company has no obligation other than the contribution payable to the Provident Fund. The Parent Company recognizes contribution payable to the Provident Fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability

a) Gratuity

Funded

Gratuity (being administered by a Trust) is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The Gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement/termination/resignation. The Gratuity plan for the Group is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Trust has taken an Insurance policy, whereby these contributions are transferred to the insurer. The Group makes provision of such gratuity asset/liability in the books of account on the basis of actuarial valuation carried out by an independent actuary.

Unfunded

Employees are not covered under qualifying Gratuity insurance policy, Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The Gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, an employee who have completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement/termination/resignation. The Gratuity plan for these employees is entirely unfunded. The Group makes provision of such gratuity liability in the books of account on the basis of actuarial valuation carried out by an independent actuary.

b) Provident Fund

As per Ind-AS 19, Employee Benefits, provident funds setup by employers, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. Actuarial valuation of Provident Fund was carried out in accordance with the guidance note issued by Actuary Society of India.

During the year ended March 31 2025, the Parent Company along with Zuari Industries Limited (Related party of the Parent company) has surrendered its exemption to hold contribution in Employees Provident Fund Trust of the Company (Zuari Industries Limited Employee Provident Fund Trust ZIL EPF Trust) to Employees Provident Fund Organisation (EPFO) based on the statutory obligation as at January 31, 2025 by availing the option of depositing entire corpus of Zuari Industries Limited Employee Provident Fund trust in liquid cash to EPFO

W.e.f. 31st January, 2025 due to surrender of exemption of Zuari Industries Limited Employee Provident Fund Trust to the Employees Provident Fund Organization (EPFO), Government of India, the Parent Company has no obligation other than the contribution payable to the Provident Fund. The Parent Company recognizes contribution payable to the Provident Fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability.

As per the arrangement, the Trust has liquidated the investment portfolio and other assets from Zuari Industries Limited Employee Provident Fund Trust and the shortfall/ deficit between the value of investment portfolio held by ZIL EPF Trust and ZIL EPF Trust obligation to EPFO was made good by the Companies. Accordingly, net loss of Rs 176.18 Lakhs (94.54% share of the company) is accounted under Employee benefit expenses in the financial statements for the year ended March 31, 2025 and the past accumulations of PF contributions (with interest) as on 31st January, 2025 amounting to Rs. 1,174.07 Lakhs transferred to EPFO.

c) Post Retirement Medical Benefit Plan

The Parent Company has a defined benefit post retirement medical benefit plan, for its employees. The Parent Company provides medical benefit to those employees who leave the services of the Parent Company on retirement. As per the plan, retired employee and the spouse will be covered till the age of 85 years and the dependent children till they attain the age of 25 years. In case of death of retired employee, the spouse will be covered till the age of 85 years and the dependent children till they attain the age of 25 years. The plan is not funded by the Parent Company.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

Net employee benefits expense (recognized in Employee Cost) for the year **(INR in Lakhs)**

Particulars	Gratuity	
	31 March 2026	31 March 2025
Current Service Cost	107.85	159.08
Past Service Cost	5.36	-
Net Interest Cost	46.19	147.73
Return on plan assets	(40.63)	(27.93)
Total	**118.77**	**278.88**

(INR in Lakhs)

Particulars	Post Retirement Medical Benefit Plan	
	31 March 2026	31 March 2025
Net Net Interest Cost	2.86	3.61
Total	**2.86**	**3.61**

Amount recognised in other comprehensive income for the year **(INR in Lakhs)**

Particulars	Gratuity	
	31 March 2026	31 March 2025
Actuarial (gain)/ loss		
- change in demographic assumptions	(0.26)	-
- change in demographic and financial assumptions	(61.23)	178.51
- experience variance (i.e. Actual experience vs assumptions)	(44.65)	33.34
Return on plan assets (excluding amounts included in net interest expense)	(4.72)	(12.59)
Total	**(110.86)**	**199.26**

Particulars	Gratuity	
	31 March 2026	31 March 2025
Actuarial (gain)/ loss		
- change in demographic assumptions	-	-
- change in financial assumptions	-	-
- experience variance (i.e. Actual experience vs assumptions)	(1.77)	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Net (gain)/loss recognized in other comprehensive income	-	-
Total	**(1.77)**	**-**

(INR in Lakhs)

Particulars	Post Retirement Medical Benefit Plan	
	31 March 2026	31 March 2025
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in demographic assumptions	-	-
- change in financial assumptions	(1.68)	0.83
- experience variance (i.e. Actual experiences assumptions)	2.66	(12.58)
Total	**0.98**	**(11.75)**

Changes in the present value of the defined benefit obligation for the year:

Gratuity: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening defined obligation	**2,091.08**	**1,885.30**
Current service cost	107.85	159.08
Past service cost	217.88	-
Interest cost	46.19	147.73
Re-measurement (or Actuarial) (gain) / loss arising from:		
- change in demographic assumptions	(0.26)	61.16
- change in financial assumptions	(61.23)	117.35
- experience variance (i.e. Actual experiences assumptions)	(44.65)	33.34
Benefits paid	(80.70)	(312.88)
Net transfer liability in	-	-
Net transfer liability out	(0.12)	-
Impact of loss of control of subsidiary (refer note 51)	(1,458.93)	-
Defined benefit obligation	**817.11**	**2,091.08**

Gratuity (Unfunded): **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening defined obligation	**-**	**-**
Re-measurement (or Actuarial) (gain) / loss arising from :		
- experience variance (i.e. Actual experiences assumptions)	(1.77)	-
Transfer in	25.00	-
Defined benefit obligation	**23.23**	**-**

Provident Fund: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening defined obligation*	**-**	**10,125.20**
Settlements / transfer in	-	(10,125.20)
Defined benefit obligation	**-**	**-**

*Also Refer Note no. 53

Post Retirement Medical Benefit Plan: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening defined obligation	**42.15**	**50.29**
Interest cost	2.86	3.61
Re-measurement (or Actuarial) (gain) / loss arising from :		
- change in financial assumptions	(1.68)	0.83
- experience variance (i.e. Actual experiences assumptions)	2.66	(12.58)
Defined benefit obligation	**45.99**	**42.15**

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Changes in the fair value of plan assets for the year ended:

Gratuity (Funded): **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening fair value of plan assets	**1,250.26**	**630.97**
Expected Return on Plan Assets	40.63	13.04
Interest income	5.85	6.18
Return on plan assets (excluding amounts included in net interest expense) - OCI	4.72	27.73
Contribution by Employer	128.74	671.70
Benefits paid	(30.56)	(176.02)
Transfer In/(Out)	-	82.45
Actuarial gain/(loss)	-	(5.79)
Impact of loss of control of subsidiary (refer note 51)	(559.96)	-
Closing fair value of plan assets	**839.68**	**1,250.26**

Provident Fund: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Opening fair value of plan assets*	**-**	**10,169.57**
Settlements / Transfer in	-	(10,169.57)
Closing fair value of plan assets	**-**	**-**

*Also Refer Note no. 53

Gratuity **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Investment with insurer (Life Insurance Corporation of India)	839.68	1,010.84

The overall expected rate of return is determined based on the market prices prevailing at that date, applicable to the year over which the obligation is to be settled. These rates are change different from the actual rate of return during the current year.

Investment pattern in plan assets: **(INR in Lakhs)**

Particulars	Gratuity		Provident fund	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Funds managed by insurance companies	100%	100%	0%	0%
Funds managed by trust	0%	0%	0%	0%

* As the provident fund trust has surrendered to EPFO by Parent Company

The principal assumptions used in determining benefit obligation for the Group's plans are shown below:

Particulars	Gratuity		Provident Fund		Post Retirement Medical Benefit Plan	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Discount rate (in %)	7.60%	6.80%	N.A.	N.A.	7.60%	6.80%
Salary Escalation (in %)	5%	8% for first 2 years and 6.5% there after	N.A.	N.A.	-	-
Mortality rate	100% of IALM 2012-14	100%	N.A.	N.A.	100% of IALM 2012-14	100% of IALM 2012-14
Withdrawal rate (per annum)	0%-3%	1%-3%	N.A.	N.A.	-	-

* As the provident fund trust has surrendered to EPFO by Parent Company

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

A quantitative sensitivity analysis for significant assumption for the Group is as shown below:

Gratuity Plan (in case of parent company)

Assumptions	31 March 2026		31 March 2026		31 March 2026		31 March 2026	
	Discount rate		Future salary increases		Attrition rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Defined benefit obligation	(1.62)	1.87	1.90	(1.68)	-	-	0.01	(0.02)

Assumptions	31 March 2025		31 March 2025		31 March 2025		31 March 2025	
	Discount rate		Future salary increases		Attrition rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Defined benefit obligation	(3.19)	3.70	3.67	(3.22)	(0.04)	0.05	-	0.00

Gratuity Plan (in case of parent company) (Unfunded)

Assumptions	31 March 2026		31 March 2026		31 March 2026		31 March 2026	
	Discount rate		Future salary increases		Attrition rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Impact on defined benefit obligation	(0.21)	0.22	-	-	-	-	-	-

Assumptions	31 March 2025		31 March 2025		31 March 2025		31 March 2025	
	Discount rate		Future salary increases		Attrition rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Impact on defined benefit obligation	-	-	-	-	-	-	-	-

Gratuity Plan (in case of a subsidiary-Zuari Farmhub Limited)

Assumptions	31 March 2026		31 March 2026		31 March 2026	
	Discount rate		Future salary increases		Attrition rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Defined benefit obligation	(717.50)	896.49	879.35	(729.11)	-790.26	809.90

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Assumptions	31 March 2025		31 March 2025		31 March 2025	
	Discount rate		Future salary increases		Attrition rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	50% increase of attrition rate	50% decrease of attrition rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Defined benefit obligation	(538.93)	664.49	654.74	(544.19)	611.50	(584.53)

A quantitative sensitivity analysis for significant assumption for the Group is as shown below:

Provident Fund

Assumptions	31 March 2026	
	Interest Rate Guarantee	
Sensitivity Level	NA	NA
	INR in Lakhs	INR in Lakhs
Defined benefit obligation	NA	NA

Assumptions	31 March 2025	
	Interest Rate Guarantee	
Sensitivity Level	NA	NA
	INR in Lakhs	INR in Lakhs
Defined benefit obligation	NA	NA

* As the provident fund trust has surrendered to EPFO by Parent Company

Post Retirement Medical Benefit Plan

Assumptions	31 March 2026		31 March 2026	
	Discount rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Defined benefit obligation	(2.68)	2.87	(1.28)	1.30

Assumptions	31 March 2025		31 March 2024	
	Discount rate		Mortality rate (in %)	
Sensitivity Level	1% increase	1% decrease	10% increase of mortality rate	10% decrease of mortality rate
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Defined benefit obligation	(2.47)	2.62	(1.18)	1.18

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analyses are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analyses may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

Maturity Profile of Defined benefit obligation:

Expected cash flows over the next (valued on undiscounted basis):

	Gratuity		Gratuity (Unfunded)		Post Retirement Medical Benefit Plan	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026	31 March 2025
	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs	INR in Lakhs
Within the next 12 months (next annual reporting period)	53.50	306.79	23.23	-	5.77	5.50
Between 1 and 5 years	215.01	557.18	-	-	19.73	19.47
Between 5 and 10 years	405.68	951.68	-	-	16.04	17.88
Beyond 10 years	1,699.16	3,472.24	-	-	11.28	17.53

The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (31 March 2025 : 10 years).

35. Commitments and contingencies

A. Contingent liabilities:

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Claims against the Company not acknowledged as debts		
I Demands/ Claims from Government Authorities		
a. In respect of income tax matters	7,196.74	5,742.92
b. In respect of GST and other indirect tax matters	173.20	1,598.94
II Other claims against the Company not acknowledged as debts*	29,913.34	346.66

(i) *Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Group, the management does not expect these claims to succeed and hence, no provision there against is considered necessary.

(ii) Subsequent to the end of Finance year 31 March 2026, the Group had received a demand notice of INR 29,645.99 Lakhs on vide letter dated 21 April 2026 from the Office of the Executive Engineer WD IV DDW Fatorda, GOA towards arrears of water/sewerage charges. Even prior to receiving this demand, the Group has represented to the agency to rectify the invoices/ charges. Based on agreed terms of the arrangement with the agency, the Group has recognised liability of INR 75.81 Lakhs at the year ended 31 March 2026. For the remaining amount, the Group strongly disputes the aforesaid demand and proceeding with appropriate legal recourse to contest the same, hence, no provision has been made for the remaining aforesaid demand amount.

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
II Other claims against the Group not acknowledged as debts*		
1 Claims against the Group not acknowledged as debts	-	346.66

* Based on discussions with the solicitors/ favourable decisions in similar cases/ legal opinions taken by the Group, the management does not expect these claims to succeed and hence, no provision there against is considered necessary.

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
III Financial Guarantees:		
Aggregate amount of guarantees issued by the banks to various Government Authorities and Others**	84.21	1,285.52

** In respect of Parent Company, Bank guarantees of INR 84.21 Lakhs (31 March 2025 : INR 84.21 Lakhs) are secured by a 100% cash margin.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

IV Commitments: **(INR in Lakhs)**

Particulars	31 March 2026	31 March 2025
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)	196.40	18,910.01

36. Related party transactions

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures', names of the related parties, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods are:

(i) Joint ventures of the Group

1) Zuari Maroc Phosphates Private Limited
2) Paradeep Phosphates Limited Subsidiary of Zuari Maroc Phosphates Private Limited

(ii) Key management personnel of the Group

1) Mr. Saroj Kumar Poddar - Chairman, Non-Executive Director
2) Mr. Nitin M Kantak - Executive Director
3) Mr. Akshay Poddar - Non-Executive Director
4) Mr. Dipankar Chatterji - Independent Director
5) Ms. Reena Suraiya - Independent Director
6) Mr. Amandeep - Independent Director
7) Mr. Sanjeev Lall - Independent Director
8) Mr. Athar Shahab - Non Executive Director
9) Mr. Manish Malik - Chief Financial Officer
10) Mr. Manoj Dere - Company Secretary (Up to 30 September 2024)
11) Ms. Asheeba Pereira - Company Secretary (w.e.f. 01 October 2024)

(iii) Parties having significant influence

1) Zuari Industries Limited (formerly Zuari Global Limited)
2) Indian Furniture Products Limited (IFPL)
3) Forte Furniture Products (India) Private Limited (Joint Venture of Zuari Global Limited)
4) Simon India Limited
5) Zuari Management Services Limited
6) Zuari Infraworld India Limited
7) Zuari Finserv Limited
8) Zuari International Limited (formerly Zuari Investments Limited)
9) Zuari Iav Private Limited (formerly Zuari Indian Oil Tanking Private Limited) {Joint Venture of Zuari Industries Limited}
10) Adventz Finance Private Limited
11) Lionel India Limited
12) Paradeep Phosphates Limited (Subsidiary of Zuari Maroc Phosphates Private Limited)
13) Adventz Industries India Private Limited

(iv) Details of Post employment benefit plans managed through separate trusts (para 9 (b) (v) of Ind AS 24)

1) Zuari Industries Limited Employee Provident Fund
2) Zuari Industries Limited Senior Staff Superannuation Fund
3) Zuari Industries Limited Non Management Employees Pension Fund
4) Zuari Industries Limited Gratuity Fund
5) MCF Ltd Employees Gratuity Fund Trust ("MCF Gratuity Trust")
6) MCF Ltd Employees Superannuation Trust ("MCF Superannuation Trust")

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Following transactions were carried out amongst the related parties in the ordinary course of business for the year ended :-#

(INR in Lakhs)

S. No.	Transaction details	31 March 2026			31 March 2025		
		Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
1	**Expenses incurred on their behalf**						
	- Zuari Industries Limited	-	0.69	-	-	-	-
2	**Expenses incurred on our behalf**						
	- Paradeep Phosphates Limited	33.87	-	-	51.26	-	-
	- Zuari Industries Limited	-	2.17	-	-	34.92	-
	- Adventz Finance Private Limited	-	-	-	-	12.05	-
3	**Service charges paid**						
	- Zuari Management Services Limited	-	1.62	-	-	1,478.84	-
	- Zuari Finserv Limited	-	57.76	-	-	7.94	-
	- Simon India Limited	-	15.00	-	-	-	-
	- Lionel India Limited	-	18.47	-	-	-	-
4	**Transfer of employee benefits**						
	- Paradeep Phosphates Limited	145.74	-	-	-	-	-
5	**Purchase of traded goods**						
	- Paradeep Phosphates Limited	63,923.92	-	-	23,191.83	-	-
6	**Purchase of raw materials**						
	- Paradeep Phosphates Limited	2,603.75	-	-	-	-	-
	- Zuari Maroc Phosphates Private Limited	9,323.86	-	-	-	-	-
7	**Rebate received on purchase of traded goods**						
	- Paradeep Phosphates Limited	-	-	-	18,941.11	-	-
	- Zuari Maroc Phosphates Private Limited	-	-	-	6,884.06	-	-
8	**Sale of finished goods**						
	- Paradeep Phosphates Limited	360.15	-	-	1,261.70	-	-
9	**Sale of Traded Goods**						
	- Paradeep Phosphates Limited	7,264.12	-	-	5,905.85	-	-
10	**Sales Promotion expenses**						
	- Paradeep Phosphates Limited	2,127.98	-	-	1,583.96	-	-
11	**Other expenses**						
	- Zuari International Limited	-	0.20	-	-	0.39	-
	- Lionel India Limited	-	-	-	-	362.33	-
12	**Interest paid**						
	- Paradeep Phosphates Limited (net of reversal of INR 0.91 Lakhs (31 March 2025 : INR 498.31 Lakhs))	(0.91)	-	-	(318.35)	-	-
13	**Inter corporate deposits taken**						
	- Adventz Finance Private Limited	-	11,000.00	-	-	8,500.00	-
14	**Inter corporate deposits paid**						
	- Adventz Finance Private Limited	-	9,500.00	-	-	10,000.00	-
	- Zuari Industries Limited	-	1,500.00	-	-	1,200.00	-
	- Zuari Management Services Limited	-	-	-	-	4,800.00	-

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(INR in Lakhs)

S. No.	Transaction details	31 March 2026			31 March 2025		
		Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
15	**Interest paid on Inter corporate deposits**						
	- Zuari Industries Limited	-	3,178.40	-	-	3,531.97	-
	- Zuari Management Services Limited	-	-	-	-	689.49	-
	- Adventz Finance Private Limited	-	864.76	-	-	886.13	-
16	**Rent paid**						
	- Adventz Finance Private Limited	-	-	-	-	-	-
	- Simon India Limited	-	1.00	-	-	6.54	-
	- Zuari International Limited	-	9.71	-	-	-	-
17	**Rent received**						
	- Paradeep Phosphates Limited	-	-	-	0.40	-	-
18	**Dividend paid**						
	- Mr. Akshay Poddar	-	-	21.04	-	-	21.04
	- Zuari Industries Limited	-	4.59	-	-	4.59	-
	- Adventz Finance Private Limited	-	65.25	-	-	65.25	-
	- Mr Nitin M Kantak	-	-	0.01	-	-	-
19	**Advance received against sale of land**						
	- Paradeep Phosphates Limited	-	-	-	-	-	-
20	**Reimbursement towards rendering of services expenses**						
	- Paradeep Phosphates Limited	280.23	-	-	-	-	-
	- Simon India Limited	2.36	-	-	-	-	-
21	**Purchases for PPE**						
	- Zuari Infraworld India Limited	-	-	-	-	4.80	-
	- Simon India Limited	-	138.36	-	-	-	-
22	**Sale for PPE**						
	- Paradeep Phosphates Limited	-	-	-	1,205.00	-	-
23	**Miscellaneous**						
	- Paradeep Phosphates Limited	1.40	-	-	18.52	-	-
	-Indian Furniture Products Limited	0.47	-	-	-	-	-
24	**Performance Security received**						
	- Zuari Maroc Phosphates Private Limited	16,800.00	-	-	25,000.00	-	-
25	**Contribution to Gratuity Fund**	-	1,119.82	-	-	671.12	-
26	**Contribution to Superannuation Fund**	-	38.74	-	-	82.17	-
27	**Contribution to Provident Fund (including employees contribution)**	-	-	-	-	19.38	-
28	**Contribution to Contributory Pension Fund (including employees contribution)**	-	-	-	-	4.48	-
29	**Outsourced Emp Salary**						
	- Zuari Management Services Limited	-	1,529.53	-	-	-	-
30	**Travelling and Conveyance expenses**						
	- Lionel India Ltd	-	195.94	-	-	-	-

(INR in Lakhs)

S. No.	Transaction details	31 March 2026			31 March 2025		
		Joint Ventures	Enterprises having Significant Influence	Key Management Personnel	Joint Ventures	Enterprises having Significant Influence	Key Management Personnel
31	**Legal and professional charges**						
	- Adventz Industries India Private Limited	-	100.00	-	-	-	-
32	**Purchase of Services**						
	- Zuari Management Services Limited	-	34.70	-	-	-	-
33	**Reimbursement of expenses to the company**						
	- Paradeep Phosphates Limited	-	3.53	-	-	-	-
34	**Investment in compulsory convertible preference shares**						
	- Zuari Maroc Phosphates Private Limited	17,739.98	-	-	-	-	-
35	**Conversion of compulsory convertible preference shares in equity shares**						
	- Zuari Maroc Phosphates Private Limited	17,739.98	-	-	-	-	-
36	**Sale of Investments in equity share**						
	- Zuari Maroc Phosphates Private Limited	41,813.28	-	-	-	-	-
37	**Performance Security refunded**						
	- Zuari Maroc Phosphates Private Limited	41,800.00	-	-	-	-	-

Terms and conditions of transactions with related parties

The transactions of sale and purchases with related parties are made on terms equivalent to those prevailing in arm's length transactions. The outstanding balances at the year end of trading activities are generally unsecured. Interest is charged as per terms of the contract with the related parties which is at arm's length. The net outstanding balances are settled generally in cash.

There have been no guarantees provided or received for any related party receivables or payables.

Compensation of key management personnel of the group*

Particulars	31 March 2026	31 March 2025
	(INR in Lakhs)	(INR in Lakhs)
Short-term employee benefits	535.06	803.16
Retirement benefits	4.96	3.76
Sitting Fee	45.60	59.41
Total compensation paid to key management personnel	**585.62**	**866.33**

*The amount disclosed above are the amounts recognised during the reporting period related to key management personnel. As the liabilities for the gratuity and compensated absences are provided on an actuarial basis for the Group as a whole, the amount pertaining to the key management personnel is not ascertainable and therefore not included above.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Balance Outstanding as on :# **(INR in Lakhs)**

S. No.	Transaction details	31 March 2026			31 March 2025		
		Joint Ventures*	Enterprises having Significant Influence	Key Management Personnel	Joint Ventures*	Enterprises having Significant Influence	Key Management Personnel
1	**Trade payables :**						
	- Zuari Management Services Limited	-	-	-	-	142.86	-
	- Paradeep Phosphates Limited	9,156.01	-	-	7,055.21	-	-
	- Zuari Finserv Limited	-	-	-	-	0.33	-
	- Lionel India Limited	-	3.40	-	-	15.31	-
	- Zuari International Limited	-	10.49	-	-	-	-
2	**Trade receivable/ Other receivable :**						
	- Lionel India Limited	-	-	-	-	2.40	-
	- Paradeep Phosphates Limited	1,840.34	-	-	2,200.14	-	-
	- Zuari Management Services Limited	-	0.03	-	-	-	-
	- Zuari Industries Limited	-	-	-	-	24.13	-
3	**Capital advance :**						
	- Indian Furniture Products Limited	-	-	-	-	155.57	-
4	**Advance given for income tax liability :**						
	- Zuari Industries Limited	-	522.16	-	-	522.16	-
5	**Inter corporate deposits:**						
	- Zuari Industries Limited	-	25,850.00	-	-	27,350.00	-
	- Adventz Finance Private Limited	-	10,000.00	-	-	8,500.00	-
6	**Interest payable :**						
	- Paradeep Phosphates Limited	6,134.92	-	-	-	-	-
7	**Performance Security**						
	- Zuari Maroc Phosphates Private Limited	-	-	-	25,000.00	-	-
8	**Gratuity fund balance :**	-	83.00	-	-	86.54	-
9	**Other payables - Collections**						
	- Paradeep Phosphates Limited	16.06	-	-	-	-	-

*Includes balance and transactions with subsidiary of joint venture

37. Segment Information:

Information regarding primary segment reporting as per Ind AS-108

The Group is engaged in the business of manufacturing, trading and marketing of seeds, pesticides, chemical fertilizers and fertilizer products which according to the management, is considered as the only business segment.

Accordingly, no separate segmental information has been provided herein.

Geographical Segments

The Group operates in India and therefore caters to the needs of the domestic market. Therefore, there is only one geographical segment and hence, geographical segment information is not required to be disclosed.

Revenue from single customer i.e. subsidy income from Government of India amounted to INR 1,22,171.28 Lakhs Nil (31 March 2025 : INR 2,23,602.39 Lakhs) arising from sales in the fertilizers segment

38. Fair Values

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR in Lakhs)

Particulars	Carrying value		Fair value	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Financial assets				
Investments:				
Investment in quoted equity share at FVTOCI	70,171.26	-	70,171.26	-
Investment in unquoted equity share at FVTOCI	12,765.60	7,093.44	12,765.60	7,093.44
Investment in mutual fund	114.72	-	114.72	-
Others:				
Employee loans and interest thereon	0.33	0.70	0.33	0.70
Security deposits	-	1,223.19	-	1,223.19
Foreign exchange forward covers	6.59	26.62	6.59	26.62
Packing scheme incentive grant receivable	-	91.10	-	91.10
Other financial assets	345.32	360.05	345.32	360.05
Total financial assets	**83,403.82**	**8,795.10**	**83,403.82**	**8,795.10**
Financial Liabilities				
Borrowings				
Long term borrowings	11,060.43	36,558.79	11,060.43	36,558.79
Short term borrowings	44,883.17	99,085.44	44,883.17	99,085.44
Others:				
Foreign exchange forward covers	-	43.79	-	43.79
Performance security received	-	25,000.00	-	25,000.00
Other financial liabilities	9,364.46	18,437.22	9,364.46	18,437.22
Total financial liabilities	**65,308.06**	**179,125.25**	**65,308.05**	**179,125.25**

The management assessed that cash and cash equivalents, trade receivables and trade payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

Borrowings are primarily Indian domestic long-term rupee loans wherein interest rates are linked to benchmark rates (Marginal Cost of Lending Rates/Prime Lending Rates) of respective lenders. These benchmark rates are determined based on cost of funds of the lenders, as well as, market rates. The benchmark rates are periodically revised by the lenders to reflect prevalent market conditions. Accordingly, effective cost of debt for Borrowings at any point of time is in line with the prevalent market rates. Due to these reasons, management is of the opinion that they can achieve refinancing, if required, at similar cost of debts, as current effective rates. Hence, the discontinuing rate for calculating the fair value of Borrowings has been taken in line with the current cost of debt.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The following methods and assumptions were used to estimate the fair values:

(i) Derivative financial instruments - The fair value of forward foreign exchange contracts is determined using the forward exchange rates at the balance sheet date. The fair value of foreign currency option contracts is determined using the Black Scholes valuation model. The derivatives are entered into with the banks counterparties with investment grade credit ratings.

(ii) Security deposits / Employee loans - The fair value of security deposits / employee loans approximates the carrying value and hence, the valuation technique and inputs have not been given.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(iii) The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

(iv) The fair values of the remaining FVTOCI financial assets are derived from quoted market prices in active markets.

(v) Performance security: The Company considers that the performance security received does not include a significant financing component. The performance security receipt is intended to protect the interest of the company, from the counter party obligations under the contract. Accordingly, transaction cost of performance security deposit is considered as fair value at initial recognition and subsequently measured at amortised cost.

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis are as shown below:

Particulars	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
As on 31 March 2026 Investment in Unquoted equity share of Indian Potash Limited	DCF Method	WACC and Long Term Growth Rate (LTGR)	WACC 16.81% & LTGR 5.00%	Decrease in LTGR by 0.50% would result in decrease in fair value by INR 37 Lakhs and Increase in LTGR by 0.50% would result in increase in fair value by INR 39 Lakhs respectively.
As on 31 March 2025 Investment in Unquoted equity share of Indian Potash Limited	DCF Method	WACC and Long Term Growth Rate (LTGR)	WACC 14.19% & LTGR 5.00%	Decrease in LTGR by 0.50% would result in decrease in fair value by INR 112 Lakhs and Increase in LTGR Dby 0.50% would result in increase in fair value by INR 122 Lakhs respectively.

Reconciliation of fair value measurement of unquoted equity shares classified as FVTOCI assets: **(INR in Lakhs)**

As at 1 April 2024	**6,526.08**
Re-measurement loss recognised in OCI	567.36
As at 31 March 2025	**7,093.44**
Re-measurement gain recognised in OCI	5,672.16
As at 31 March 2026	**12,765.60**

39. Fair value measurements

(i) Financial instruments by category **(INR in Lakhs)**

Particulars	31 March 2026			31 March 2025		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments-						
Investment in quoted equity share at FVTOCI	-	70,171.26	-	-	-	-
Investment in unquoted equity share at FVTOCI	-	12,765.60	-	-	7,093.44	-
Investment in mutual fund	114.72	-	-	-	-	-
Loans and interest thereon	-	-	0.33	-	-	0.70
Security deposits	-	-	-	-	-	1,223.19
Trade receivables	-	-	9,023.82	-	-	56,136.68
Cash and cash equivalents	-	-	3,284.58	-	-	23,400.71
Bank balances other than above	-	-	2,936.01	-	-	11,088.80
Foreign exchange forward covers	6.59	-	-	26.62	-	-
Other financial assets	-	-	345.32	-	-	451.15
Total Financial assets	**121.31**	**82,936.86**	**15,590.06**	**26.62**	**7,093.44**	**92,301.23**

Particulars	31 March 2026			31 March 2025		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial liabilities						
Borrowings	-	-	55,943.60	-	-	135,644.23
Lease liabilities	-	-	8,220.82	-	-	10,211.91
Trade payables	-	-	23,272.13	-	-	37,784.01
Foreign exchange forward covers	-	-	-	43.79	-	-
Payable for capital goods	-	-	18.36	-	-	537.92
Performance security received	-	-	-	-	-	25,000.00
Others	-	-	9,346.10	-	-	17,899.30
Total Financial liabilities	**-**	**-**	**96,801.01**	**43.79**	**-**	**227,077.37**

(ii) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2026 : **(INR in Lakhs)**

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:					
Investment in quoted equity share at FVTOCI	31 March 2026	70,171.26	70,171.26		
Investment in unquoted equity share at FVTOCI	31 March 2026	12,765.60	-	-	12,765.60
Investment in mutual fund	31 March 2026	114.72	114.72	-	-
Assets for which fair values are disclosed					
Employee loans and interest thereon	31 March 2026	0.33	-	0.33	-
Security deposits	31 March 2026	-	-	-	-
Foreign exchange forward covers	31 March 2026	6.59	-	6.59	-
Other financial assets	31 March 2026	345.32	-	345.32	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2026 : **(INR in Lakhs)**

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Liabilities measured at fair value					
Foreign exchange forward covers	31 March 2026	-	-	-	-
Liabilities for which fair values are disclosed					
Long term borrowings	31 March 2026	11,060.43	-	11,060.43	-
Short term borrowings	31 March 2026	44,883.17	-	44,883.17	-
Performance security received	31 March 2026	-	-	-	-
Other financial liabilities	31 March 2026	9,364.46	-	9,364.46	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2025 : **(INR in Lakhs)**

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets measured at fair value:					
Investment in quoted equity share at FVTOCI	31 March 2025	-	-	-	-
Investment in unquoted equity share at FVTOCI	31 March 2025	7,093.44	-	-	7,093.44
Investment in mutual fund	31 March 2025	-	-	-	-
Assets for which fair values are disclosed					
Employee loans and interest thereon	31 March 2025	0.70	-	0.70	-
Security deposits	31 March 2025	1,223.19	-	1,223.19	-
Foreign exchange forward covers	31 March 2025	26.62	-	26.62	-
Packing scheme incentive grant receivable	31 March 2025	91.10	-	91.10	-
Other financial assets	31 March 2025	360.05	-	360.05	-

There have been no transfers between level 1, level 2 and level 3 during the year.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2025 : **(INR in Lakhs)**

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Liabilities measured at fair value					
Foreign exchange forward covers	31 March 2025	43.79	-	43.79	-
Liabilities for which fair values are disclosed					
Long term borrowings	31 March 2025	36,558.79	-	36,558.79	-
Short term borrowings	31 March 2025	99,085.44	-	99,085.44	-
Performance security received	31 March 2025	25,000.00	-	25,000.00	-
Other financial liabilities	31 March 2025	18,437.22	-	18,437.22	-

There have been no transfers between level 1, level 2 and level 3 during the year.

40. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations. The Group also holds investments and enters into derivative transactions. The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks.The Group's risk management is carried out by a treasury department under policies approved by the Board of Directors. The treasury department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board of Directors (Committee of directors for Banking and Finance) provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, investments and derivative financial instruments.The sensitivity analysis in the following sections relate to the position as at 31 March 2026 and 31 March 2025.

The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations, provisions, and other non-financial assets.

The following assumptions have been made in calculating the sensitivity analysis:

-The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2026 and 31 March 2025.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit/ (loss) before tax is affected through the impact on floating rate borrowings, as follows:

(INR in Lakhs)

Particulars	Increase/ decrease in basis points	Effect on profit before tax
For the year ended 31 March 2026		
INR Borrowings	+50	(279.12)
USD Borrowings	+50	-
INR Borrowings	-50	279.12
USD Borrowings	-50	-
For the year ended 31 March 2025		
INR Borrowings	+50	(470.50)
USD Borrowings	+50	-
INR Borrowings	-50	470.50
USD Borrowings	-50	-

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group uses foreign exchange forward contracts to manage its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one to seven months.

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of various currencies with INR, with all other variables held constant. The impact on the Group's profit/(loss) before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

For the year ended 31 March 2026 **(INR in Lakhs)**

Particulars	Change in foreign currency rate	Effect on profit before tax
USD	+5%	-
	-5%	-
EURO	+5%	-
	-5%	-

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For the year ended 31 March 2025 **(INR in Lakhs)**

Particulars	Change in foreign currency rate	Effect on profit before tax
USD	+5%	(0.31)
	-5%	0.31
Euro	+5%	(6.66)
	-5%	6.66

c) Commodity price risk

(i) The Group's operating activities require the ongoing purchase of natural gas. Natural gas being an international commodity is subject to price fluctuation on account of the change in the crude oil prices, demand supply pattern of natural gas and exchange rate fluctuations. The Group is not affected by the price volatility of the natural gas as under the Urea pricing formula the cost of natural gas is pass through if the consumption of natural gas is with in the permissible norm for manufacturing of Urea.

(ii) The Group deals in purchase of imported fertilisers (i.e. DAP and MOP), which are imported by the Group and sold in the domestic market. The import prices of these goods are governed by international prices. There is a price and material availability risk, which may not be in line to meet the domestic market requirement. The risk is also with domestic manufacturers whose costing is based on majorly imported raw materials and small value-add. However, a dynamic alignment of procurement to sales and constant review of market conditions and competitors costing help in mitigating the impact.

(iii) The Group also deals in purchase of imported raw materials (i.e. P2O5, Ammonia, Potash and Urea), which are imported by the Group and used in the manufacturing of NPK. The import prices of these materials are governed by international prices. There is a price and material availability risk.

Equity price risk

The Group's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's Board of Directors reviews and approves all equity investment decisions.

At the reporting date, the exposure to unlisted equity securities at fair value was INR 12,765.60 Lakhs (31 March 2025 : INR 7,093.44 Lakhs). Sensitivity analyses of these investments have been provided in Note 38.

At the reporting date, the exposure to listed equity securities at fair value was INR 70,171.26 (31 March 2025 : INR Nil). A decrease of 5% on the NSE market price could have an impact of approximately INR 3,508.56 (31 March 2025 : INR Nil) on the OCI or equity attributable to the Company. An increase of 5% in the value of the listed securities would also impact OCI and equity. These changes would not have an effect on profit or loss.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

a) Trade receivables

The Group receivables can be classified into two categories, one is from the customers into the market and second one is from the Government in the form of subsidy. As far as Government portion of receivables are concerned, credit risk is Nil. For market receivables from the customers, the Group extends credit to customers in normal course of business. The Group considers factors such as credit track record in the market and past dealings for extension of credit to customer. The Group monitors the payment track record of the customer. Outstanding customer receivables are regularly monitored. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets. The Group has also taken security deposits from its customers, which mitigate the credit risk to some extent. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 11. The Group holds collateral as security for many of its customers. In case of Parent Company, at 31 March 2026 Nil%, (31 March 2025 : 32.88%) of the Parent Company's trade receivables are covered by collateral security. In case of Subsidiary Company, at 31 March 2026, Nil% (31 March 2025 : 8.47%) of the Subsidiary Company's trade receivables are covered by collateral security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several geographical areas and are having long term business relationship with the Group.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The Group adjusts the receipts from customer on first in first out basis. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than five years and are not subject to enforcement activity. Security collaterals obtained by the Parent Company resulted in a decrease in the ECL of INR Nil as at 31 March 2026 (31 March 2025 : INR 0.06 Lakhs). During the year ended 31 March 2026 , the Parent Company had performed certain key steps for recoverability of trade receivables including but not limited to reconciliation with its customers, filing of legal cases with customers, recoverability assessment of aged receivables and etc. Basis these steps taken by the management, the Parent Company is carrying provision of INR Nil (31 March 2025 : INR 37.94 Lakhs) based on their best estimate.

Set out below is the information about the credit risk exposure of the Parent Company's trade receivables and contract asset using provision matrix:

(INR in Lakhs)

	Contract Asset	<1 Yr	1-2 Yr	2-3 Yr	3-4 Yr	4-5 Yr	>5 Yr	Grand Total
	ECL Rate	**0.00%**	**0.00%**	**0.00%**	**0.00%**	**0.00%**	**0.00%**	
31 March 2026	Estimated total gross carrying amount at default	-	-	-	-	-	-	-
	ECL- simplified approach	-	-	-	-	-	-	-
	Net carrying amount	-	-	-	-	-	-	-
31 March 2025	**ECL Rate**	**0.09%**	**2.43%**	-	-	-	**100.00%**	
	Estimated total gross carrying amount at default	24.36	0.01	4.82	-	-	37.66	**66.84**
	ECL- simplified approach	0.02	0.00	0.26	-	-	37.66	**37.94**
	Net carrying amount	**24.34**	**0.01**	**4.56**	-	-	-	**28.90**

Reconciliation of provision for doubtful debts, loans, other financial assets and other advances falling under stage 3 of impairment testing:

(INR in Lakhs)

Particulars	Trade receivables	Loans	Other financial assets	Other advances	Total
Provision as on 1 April 2024:	**1,108.69**	-	-	**3,135.24**	**4,243.92**
Add: Provision made during the year	37.94	-	-	-	37.94
Less: Provision utilized during the year	(74.69)	-	-	-	(74.69)
Provision as on 31 March 2025 :	**1,071.93**	-	-	**3,135.24**	**4,207.17**
Add: Provision made during the year	37.73	-	91.10	-	128.83
Less: Provision utilized during the year	(37.94)	-	-	-	(37.94)
Less: Impact of loss of control (refer note 51)	(890.46)	-	-	(3,135.24)	(4,025.70)
Provision as on 31 March 2026 :	**181.27**	-	**91.10**	-	**272.37**

b) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the guidelines framed by the board of directors of the Group. Guidelines broadly covers the selection criterion and over all exposure which the Group can take with a particular financial institution or bank. Further the guideline also covers the limit of overall deposit which the Group can make with a particular bank or financial institution. The Group does not maintain the significant amount of cash and deposits other than those required for its day to day operations.

Liquidity risk

The Group's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Group relies on a mix of borrowings and excess operating cash flows to meet its needs for funds. The current committed lines of

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

credit are sufficient to meet its short to medium/ long term expansion needs. The Group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

(INR in Lakhs)

Particulars	Less than 1 Year	1-3 Years	3-5 years	> 5 years	Total
Year ended 31 March 2026					
Borrowings	44,892.46	11,058.14	10.75	-	55,961.35
Lease Obligation	1,925.41	3,470.68	2,772.91	2,947.75	11,116.75
Performance security received	-	-	-	-	-
Other financial liabilities	9,364.46	-	-	-	9,364.46
Trade and other payables	23,272.12	-	-	-	23,272.12
Foreign exchange forward covers	-	-	-	-	-
	79,454.45	**14,528.82**	**2,783.66**	**2,947.75**	**99,714.67**

(INR in Lakhs)

Particulars	Less than 1 Year	1-3 Years	3-5 years	> 5 years	Total
Year ended 31 March 2025					
Borrowings	99,101.75	26,573.16	8,151.77	1,854.40	135,681.09
Lease Obligation	2,101.64	4,075.04	3,164.24	6,115.17	15,456.09
Performance security received	25,000.00	-	-	-	25,000.00
Other financial liabilities	24,278.27	-	-	-	24,278.27
Trade and other payables	46,503.07	-	-	-	46,503.07
Foreign exchange forward covers	-	-	-	-	-
	196,984.73	**30,648.20**	**11,316.01**	**7,969.57**	**246,918.51**

41. Key financial ratios#

Particulars	31 March 2026	31 March 2025	% Change	Reasons for variance
1. Current Ratio (Current Assets/Current Liabilities)	0.52	0.81	(36%)	Due to decrease in current assets
2. Debt - Equity Ratio (Debt/Equity)	0.27	0.58	(54%)	Due to decrease in debt
3. Debt Service Coverage Ratio (Net profit after tax + Non cash operating expenses)/ (Interest & Lease repayments + Principal Repayments)	6.45	1.02	533%	Due to increase in net profit
4. Return on Equity Ratio (Net profit after taxes/Average Shareholder's equity)	0.43	0.10	326%	Due to increase in net profit
5. Inventory turnover ratio (Cost of goods sold/Average Inventory)	9.81	7.26	35%	Decrease in average inventory
6. Trade Receivables turnover ratio (Net sales/Average Trade Receivables)	36.28	7.65	374%	Due to decrease in average trade receivables

Particulars	31 March 2026	31 March 2025	% Change	Reasons for variance
7. Trade payables turnover ratio (Total Purchase/ Average Trade Payable)	11.51	8.12	42%	Due to decrease in average trade payables
8. Net capital turnover ratio (Total Sales/ Working Capital)	(7.50)	(12.41)	40%	Due to decrease in total sales
9. Net profit ratio (Profit after tax/Revenue)	0.31	0.05	510%	Due to increase in profit
10. Return on Capital employed (EBIT/ (Total Assets- Total Current Liabilities))	0.55	0.19	191%	Due to increase in profit

#includes amount related to assets held for sale (Refer Note 10)

42. Capital management

For the purpose of the Groups capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Groups capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors its capital using gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(INR in Lakhs)

Particulars	31 March 2026	31 March 2025
Total Borrowings (Refer Note 14A and Note 14B)	64,164.42	145,856.14
Trade payables (Refer Note 15)	23,272.13	37,784.01
Other payables (Refer Note 16)	9,364.46	43,481.01
Less: Cash and cash equivalents (Refer Note 12)	(6,220.59)	(23,400.71)
Net debts	**90,580.42**	**203,720.45**
Total equity	208,897.70	185,586.61
Capital and net debt	**299,478.12**	**389,307.06**
Gearing ratio%)	**30.25%**	**52.33%**

In order to achieve this overall objective, the Groups capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2026 and 31 March 2025.

The Parent Company has various covenants to be complied in respect of its borrowings. The primary covenants are total outstanding liabilities to tangible net worth ratio, debt service coverage ratio, interest coverage ratio, fixed assets coverage ratio, current ratio, debt to EBITDA ratio, current assets to current liabilities ratio and total debt to equity ratio.

43. Disclosure required under Section 186 (4) of the Companies Act, 2013

(i) The Group has not given any loans or guarantee or security under section 186(4) of the Companies Act, 2013

(ii) Details of Investments made during the year are given below and the details of investment also given in Note 6 & 7A.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Sr. No	Name of the Investee	Investment made	Purpose
1	Zuari Maroc Phosphates Private Limited	Subscription to 69,16,173 Compulsorily Convertible Preference Shares (CCPS) for an Aggregate consideration of Rs. 1,77,39,98,374.50 which were later converted into 69,16,173 equity shares of face value of Rs. 10 each	The Company had invested in CCPS pursuant to scheme of arrangement entered between Mangalore Chemicals and Fertilizers Limited (*MCFL) and Paradeep Phosphates Limited (PPL) and their respective shareholders and creditors (such scheme the Scheme) and pursuant to Securities Subscription Agreement.
2	Paradeep Phosphates Limited	Allotted 6,54,33,846 equity shares of Rs. 10 each of Paradeep Phosphates Limited. The allotment has been made in the ratio of 187 fully paid-up equity shares of PPL of Rs.10/- each for every 100 fully paid-up equity shares of Mangalore Chemicals & Fertilizers Limited (MCFL) of Rs.10/- each in lieu of 3,49,91,362 equity shares of Rs.10/- each held in MCFL.	Allotment has been made pursuant to Scheme of Arrangement amongst MCFL, PPL and their respective shareholders and creditors.

44. Employee stock option plan

In case of subsidiary Company, the members at its Extraordinary General Meeting held on January 31, 2023 had approved the issue of Stock Options to eligible employees/directors of the Subsidiary Company. Accordingly, the Board a their meeting held on January 31, 2023 approved the Zuari Farmhub ESOP 2023 Scheme. A Compensation Committee was formed to govern the Zuari Farmhub ESOP 2023 Scheme which has approved Details are as follows:

(INR in Lakhs)

Particulars	Year 1	Year 2	Year 3	Year 4
Grant Date	31-01-2023	31-01-2023	31-01-2023	31-01-2023
Vesting date	31-01-2024	31-01-2025	31-01-2026	31-01-2027
Option Granted	1,71,535	3,43,069	5,14,603	6,86,138
Exercise price (Amount in Rs.)	70.59	70.59	70.59	70.59

Fair value of share options granted during the year

The fair value of options granted is estimated using the Black Scholes Option Pricing Model after applying the key assumption which are tabulated below. The expected volatility has been calculated using the daily stock returns on NSE, based on expected life options of each vest. The expected life of share option is based on historical data and current expectation and not necessarily indicative of exercise pattern that may occur.

Inputs in the pricing model **(INR in Lakhs)**

Particulars	Year 1	Year 2	Year 3	Year 4
Weighted average fair Value of options	31.85	33.68	35.27	36.93
Exercise price(Amount in Rs.)	70.59	70.59	70.59	70.59
Expected Volatility	51.85%	50.99%	50.01%	49.58%
Options Life(Number of Years)	3.50	4.00	4.50	5.00
Dividend Yield	-	-	-	-
Risk Free Rate	7.35%	7.35%	7.35%	7.35%

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

Movement in stock options **(INR in Lakhs)**

Particulars	For the year ended 31 March 2026		For the year ended 31 March 2025	
	Average exercise price per share option (INR)	No of options	Average exercise price per share option (INR)	No of options
Options outstanding	70.59	1,664,723	70.59	1,715,345
Options exercised during the year	-	-	-	-
Lapsed/ forfeited during the year	-	(172,953)	-	(50,622)
Options outstanding	70.59	1,491,770	70.59	1,664,723
Options exercisable	-	-	-	-

No Option expired during the year covered in the above tables

45. During the financial year 2013-14, the Parent Company had sold part of freehold land to Zuari Industries Limited (formerly, Zuari Global Limited) at a consideration of INR 16,359.32 Lakhs. The possession of the said parcel of land was handed over on 28 March 2014; however the transfer of title of some of the land parcels is under progress. The Parent Company had received full consideration from the buyer in the financial year 2013-14.

46. On 21 November 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the basis of the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, nonrecurring nature of this impact, the Group has presented such incremental impact as Exceptional Item as in these financial statementsAccordingly, net charge of INR 493.06 Lakhs has been recognised as an "Exceptional Item" during the year ended 31 March, 2026. The Group will continue to track and evaluate the impact of the rules notified by the Central/ State government post 31 March 2026 and consider the appropriate accounting effect in the relevant years as needed

47. In case of Parent Company, Zuari Industries Limited (formerly, Zuari Global Limited) had demerged its fertilizer undertaking to the Parent Company with effect from 1 July 2011. ZIL has during an earlier year, based on Hon'ble High Court order on demerger of fertilizer undertaking, identified amount of income tax paid under protest pertaining to fertilizer undertaking demerged into the Parent Company.The Parent Company has exchanged letter of mutual understanding with ZIL wherein the Parent Company has paid such amount of income tax under protest. The balance carrying value of such amount is INR 522.15 Lakhs (31 March 2025: INR 522.15 Lakhs) and classified under Income Tax Assets under non-current assets.

48. During the major period of the 4th quarter of the financial year ended 31 March 2025, the Mahad plant was temporarily shut down due to shortage of raw materials. Subsequently in the month of June 2025, the Mahad plant had resumed its operations. Subsequently, Pursuant to the Board approval dated August 8, 2025, the Parent Company entered into a Business Transfer Agreement (BTA) dated August 29, 2025 with its subsidiary Mangalore Chemicals & Fertilizers Limited (MCFL) for the transfer of its Mahad fertilizer plant and the associated business as a going concern on a slump sale basis for an agreed enterprise value of INR 7,275.00 Lakhs. This slump sale marked the divestment of the Parent Company's sole operating segment. The Parent Company is currently evaluating new strategic business opportunities to strengthen its operational and financial position and create sustainable revenue streams.Thereafter, under the Composite Scheme of Arrangement, MCFL ceased to be a subsidiary of the Group and was derecognised from the consolidated financial statements with effect from September 30, 2025 (Refer to Note 51).

49. In case of Parent Company, At the 14th Annual General Meeting held on 27th September 2023, the shareholders of the Parent Company, have approved the waiver of recovery of excess remuneration of Rs. 81 Lakh paid to Mr. Sunil Sethy, Ex-Managing Director during the financial year 2019-20. The Parent Company has filed an application under Section 454 read with Section 441 of the Companies Act, 2013 for adjudication of penalties/ compounding of offence under Section 197 of the Companies Act, 2013. Vide Order of Adjudication of Penalty dated 16th August, 2024, a penalty of Rs. 5 Lakh was imposed on the Parent Company which the Parent Company has paid on 10th October, 2024.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

50. Statutory Group Information:

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income/(loss)		Share in total comprehensive income/(loss)	
	As % of consolidated net assets	Amount in INR Lakhs	As % of consolidated profit and loss	Amount in INR Lakhs	As % of consolidated other comprehensive income	Amount in INR Lakhs	As % of consolidated total comprehensive income	Amount in INR Lakhs
Parent Company								
Zuari Agro Chemicals Limited								
31 March 2026	30%	63,257.64	104%	95,478.61	100%	(45,783.34)	107%	49,695.27
31 March 2025	7%	13,562.38	(44%)	(7,310.19)	155%	579.11	(40%)	(6,731.08)
Subsidiary Companies								
Mangalore Chemicals and Fertilizers Limited								
31 March 2026	-	-	15%	13,575.56	0%	25.39	29%	13,600.95
31 March 2025	57%	106,468.17	87%	14,371.27	(25%)	(93.72)	85%	14,277.55
Zuari FarmHub Limited								
31 March 2026	7%	15,409.36	3%	2,853.55	0%	79.30	6%	2,932.85
31 March 2025	7%	12,376.91	16%	2,614.66	-15%	(54.61)	15%	2,560.05
Non-controlling interests in all subsidiaries								
31 March 2026	0%	68.76	7%	6,254.48	0%	12.04	14%	6,266.52
31 March 2025	36%	66,160.58	40%	6,619.20	(12%)	(43.34)	39%	6,575.86
Joint Ventures								
31 March 2026	-	-	24%	21,760.04	0%	105.67	47%	21,865.71
31 March 2025	-	-	91%	15,032.96	(27%)	(100.18)	89%	14,932.78
Eliminations and adjustments due to Consolidation								
31 March 2026	62%	130,299.46	(39%)	(35,432.73)	0%	(0.00)	(76%)	(35,432.74)
31 March 2025	64%	119,338.65	(10%)	(1,614.04)	0%	0.00	(10%)	(1,614.04)
Total								
31 March 2026	**100%**	**208,897.70**	**114%**	**91,980.55**	**100%**	**(45,585.03)**	**127%**	**46,395.52**
31 March 2025	**171%**	**185,585.53**	**180%**	**16,475.46**	**77%**	**373.94**	**178%**	**16,849.40**

51. The Composite Scheme of Arrangement between Mangalore Chemicals & Fertilizers Limited ("MCFL"), Paradeep Phosphates Limited ("PPL"), and their respective shareholders and creditors was approved by the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru and Cuttack Benches, by their respective orders dated 24 September 2025 and 26 September 2025. The respective companies filed certified true copies of the NCLT orders with the Registrar of Companies and the scheme has been fully implemented.

Accordingly, the Company has considered the loss of control over MCFL effective from 26 September 2025.

Pursuant to the NCLT Orders, the Company has transferred its investment of 2,90,37,000 equity shares in MCFL to Zuari Maroc Phosphates Private Limited ("ZMPPL") at a consideration of INR 144 per share, aggregating to INR 41813.28 Lakhs. The related accounting effect has been recognised as on 30 September 2025. MCFL has been derecognised as a subsidiary from that date.

The transfer of the Identified Shares by the Company to Zuari Maroc Phosphates Private Limited considered a 'related party transaction' under the companies act. The transfer of the Identified Shares by the Company to Zuari Maroc Phosphates Private Limited is to take place pursuant to and in accordance with the price as set out in the Scheme, and undertaken on an arm's length basis.

Consequent to the Scheme becoming effective, MCFL has been amalgamated with PPL, and in accordance with the approved share-exchange ratio, the Company has received 6,54,33,846 equity shares of PPL in exchange for its investment in MCFL. The effect of such exchange has been considered as on 30 September 2025.

On derecognition of MCFL as a subsidiary and the initial recognition of the investment in PPL effective from 30 September 2025, the Company has classified this investment in PPL as a Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI) in accordance with Ind AS 109. Accordingly, the change in fair value of these shares from the date of initial recognition, a loss of INR 58,092.17 Lakhs has been recognized in the 'Other Comprehensive Income' during the year ended 31 March 2026. The above accounting treatment has been carried out in accordance with the requirements of Ind AS 109 – Financial Instruments, as applicable

52. During the year ended 31 March 2025, the Parent Company along with other noticees (3 former and 1 present Key Managerial Personnels), has received a Show Cause Notice (SCN) dated 14th January, 2025 from the Securities and Exchange Board of India ("SEBI") under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and Regulations issued by SEBI. The Parent Company has filed a joint settlement application on behalf of all the noticees named in the SCN, including the Company, for settlement under the SEBI (Settlement Proceedings) Regulation, 2018, without admitting or denying the finding of fact and conclusions of law. Subsequently, SEBI vide Settlement Order dated 5th March, 2026 approved the settlement application and disposed of the adjudication proceedings against the Parent Company and the other noticees upon compliance with the terms and conditions stipulated in the Settlement Order. Accordingly, the matter stands settled and closed.

53. During the year ended 31 March 2025, the Parent Company along with Zuari Industries Limited (Related party of the company) has surrendered its exemption to hold contribution in Employees' Provident Fund Trust of the Company (Zuari Industries Limited Employee Provident Fund Trust – ZIL EPF Trust) to Employees' Provident Fund Organisation (EPFO) based on the statutory obligation as at January 31, 2025 by availing the option of depositing entire corpus of Zuari Industries Limited Employee Provident Fund trust in liquid cash to EPFO. As per the arrangement, the Trust has liquidated the investment portfolio and other assets from Zuari Industries Limited Employee Provident Fund Trust and the shortfall/ deficit between the value of investment portfolio held by ZIL EPF Trust and ZIL EPF Trust obligation to EPFO was made good by the Companies. Accordingly, net loss of Rs 176.18 Lakhs (94.54% share of the Parent company) is accounted under Employee benefit expenses in the financial statements for the year ended March 31, 2025 and the past accumulations of PF contributions (with interest) as on 31st January 2025 amounting to Rs. 1,174.08 Lakhs transferred to EPFO.

54. Other Statutory Information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Struck off Company details

Name of the Struck off Company	Nature of transactions with struck off company	Balance Outstanding (INR)
Popular Stock and Share services Private Limited	Shares held by struck off company	4,000.00
Bombay Trading Company Private Limited		4,000.00
Kothari Intergroup Limited		20.00

(iii) The Group does not have any charges or satisfaction pending registration with ROC beyond the statutory period except E-Form CHG-9 for modification of charges bearing charge ID 100574422 vide SRN F17273277 dated 27th July 2022. The same was filed by the Group to secure the Non-Convertible Debentures (NCDs) worth INR 125 Crore by way of land in addition to earlier charge created by pledge over the equity shares of Mangalore Chemicals & Fertilizers Limited and hypothecation of escrow account. The said form was sent for resubmission by MCA on 3rd August 2022 and again on 15th August 2022. Due to transition from V2 to V3 MCA portal from 15th August 2022 to 30th August 2022, the Group could not resubmit the E-form CHG-9 on the V3 portal. Further, the said E-Form CHG-9 was not made available for resubmission on V3 portal till February 2023. The Group had raised various complaints to MCA and submitted various letters to Registrar of Companies, Goa, Diu and Daman, in this behalf. However, the issue could not resolved and the E-Form CHG-9 remained pending in the time prescribed for resubmission. The Group, thereafter, redeemed the NCDs worth INR 25 Crore on 30th June 2023 and INR 21 Crore on 17th January 2024 and relevant E-Forms CHG-9 for modification of charge from INR 125 Crore to INR 100 Crore and from INR 100 Crore to INR 79 Crore, respectively, were filed by the Group. Further, the Group redeemed the remaining NCDs amounting to INR 79 Crore, for which E-Form CHG-4 for satisfaction of charge was filed vide SRN No. AA7138991 on 4th April 2024. Hence, the Group has fully complied with the relevant provisions of the Companies Act, 2013, in this behalf.

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Notes to the Consolidated Financial Statements for the year ended 31 March 2026

(vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Group does not have any such transaction which is not recorded in the books of accounts that 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.

(viii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (restriction on number of layers) Rules, 2017.

55. Previous period/year figures have been regrouped/ re-classified wherever necessary, to confirm to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013.

As per our report of even date

For **K.P.Rao & Co**
Chartered Accountants
ICAI Firm Registration number: 003135S

Prashanth. S
Partner
Membership Number : 228407

Place: Bangalore
Date: 15 May 2026

For and on behalf of the Board of Directors of Zuari Agro Chemicals Limited

Nitin M. Kantak
Executive Director
DIN: 08029847

Akshay Poddar
Director
DIN: 00008686

Manish Malik
Chief Financial Officer

Asheeba Pereira
Company Secretary
Membership Number : A48097

Place : New Delhi
Date: 15 May 2026

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ZUARI AGRO CHEMICALS LIMITED
Jai Kisaan Bhawan, Zuarinagar, Goa - 403 726