

# PUBLIC ANNOUNCEMENT FOR THE SHAREHOLDERS OF NAGARJUNA OIL REFINERY LIMITED

(Registration no: U23200AP2010PLC071242)

(A public limited company incorporated on November 16, 2010 under the provisions of the Companies Act, 1956)

**Registered Office: D.No.8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad - 500082.**

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STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF CIRCULAR NO. SEBI/CFD/SCRR/01/2009/03/09 DATED SEPTEMBER 3, 2009 PURSUANT TO THE GRANT OF PERMISSION BY SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) VIDE THEIR LETTER DATED FEBRUARY 29, 2012 FOR THE RELAXATION OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957.

## A) ABOUT THE SCHEME OF ARRANGEMENT

Nagarjuna Fertilizers and Chemicals Limited (Erstwhile NFCL), the flagship company of the Nagarjuna Group was incorporated on 28th January 1976 at Hyderabad. Erstwhile NFCL is primarily in the manufacture and sale of Urea and Micro Irrigation systems and marketing of other fertilizers and allied products, research & development, besides the oil refining business. The equity shares of the Company are listed at BSE and NSE w.e.f. June 20, 1991 and March 15, 1995 respectively.

On July 30, 2011, Erstwhile NFCL entered into a Composite Scheme of Arrangement and Amalgamation between iKisan Limited (iKisan) and Kakinada Fertilizers Limited (KFL) and Nagarjuna Oil Refinery Limited (NORL) whereby Erstwhile NFCL demerged its oil refining business in NORL. The residual business of Erstwhile NFCL was merged in its wholly owned subsidiary viz., KFL along with a group company iKisan.

## B) DETAILS OF CHANGE OF NAME AND/OR OBJECTS CLAUSE

**Change of Name of the company :** Company was incorporated in the name of "Nagarjuna Oil Refinery Limited" and has not been changed its name and objects since incorporation.

### Objects of the company as detailed here under:

1. To purchase or otherwise acquire, manufacture, refine, treat, reduce, distill, smelt, store, hold, transport, use experiment with, prospect for, mine, bore, extract, market, distribute, exchange, supply, sell or otherwise dispose of, import, export, and trade or generally deal in all kinds of petroleum, petroleum products and petrochemicals including all varieties of plastics, oil field chemicals, oil, gas and other volatile substances, asphalt, ozokerite, sulphur, clays, bitumen, bituminous substances, carbon, carbon black, hydro carbon and mineral substances, butylenes, propylenes, ethylenes, liquefied petroleum gases, aromatic hydrocarbons lubricating oils and waxes, butadiene, phosphates, nitrates, coal ores, minerals and in general subsoil products and subsurface deposits of every nature and description and the products or the by-products, which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances.

2. To carry on the business of extraction of oil by mechanical, electrical and/or chemical means, from all or any of the following kinds and/or types of commodities, viz., ricebran, all types of oil cakes and all kinds of oil bearing seeds and nuts.

3. To render professional and Technical Consultancy and advice any individual, Firm, Company, Government or Statutory Undertaking or Corporation or any other body carrying on any business whatsoever in the fields of Design and Engineering, Research and Development, Business, Industrial and General Management relating to Petro-Chemical Industries.

4. To sink wells and shafts, lay down pipes, construct, maintain and improve any tramways, telegraph and telephone lines, wharves, piers, docks, canals, reservoirs, water courses, ware houses, sheds and other buildings and works connected directly or indirectly to advance the interests of the Company and to pay or contribute to the expenses of constructing, maintaining and improving any such works.

5. To construct, execute, carryout, equip, improve, work, purchase or otherwise acquire, lease, develop, administer manage or control in India or elsewhere works and conveniences of all kinds which expression in the Memorandum includes mines, benefactions, mineral dressing, concentration and refining plants, quarries, barrages, dams, sluices, locks, embankments, moles, breakwaters, docks, quays, harbours, piers, wharves, canals, tanks, bridges acqueducts, reservoirs, irrigations, reclamation, improvement, river-works of all kinds, railways, ropeways, tramways, roads, sewage, drainage, sanitary, paving, water, gas, electric light, telephone, telegraphic and wireless network, all types of power generating stations including thermal, hydel and wind energy and transmission and distribution of such energy.

## C) CAPITAL STRUCTURE PRE AND POST SCHEME OF ARRANGEMENT

The authorized, issued, subscribed and paid-up share capital of NORL: Pre Scheme

Authorized Capital	Aggregate Nominal Value (Rs. in lacs)
50,000 Equity Shares of Rs. 10/- each	5.00
<b>Total</b>	<b>5.00</b>
Issued, subscribed and paid up	Aggregate Nominal Value (Rs. in lacs)
50,000 Equity Shares of Rs. 10/- each	5.00
<b>Total</b>	<b>5.00</b>

The share capital of the Company - Post Scheme

Authorized Capital	Aggregate Nominal Value (Rs. in lacs)
50,00,00,000 Equity Shares of Re. 1/- each	5,000.00
<b>Total</b>	<b>5,000.00</b>
Issued, Subscribed and Paid up Capital	Aggregate Nominal Value (Rs. in lacs)
42,81,81,821 Equity Shares of Re.1/- each	4,281.81
<b>Total</b>	<b>4,281.81</b>

## D) Share Holding Pattern of the company as on December 31, 2011

Name of the Company	Nagarjuna Oil Refinery Limited			
Scrip Code, Name of the scrip	NSE : Not applicable as the equity shares are unlisted as on the date BSE : Not applicable as the equity shares are unlisted as on the date			
Class of Security	Equity			
Quarter ended	December 2011			
Partly paid-up shares :-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company	
Held by promoter/promoter group	-Nil-	-		
Held by public	-Nil-	-		
<b>Total</b>	-Nil-	-		
Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities	
Held by promoter/promoter group	-Nil-	-		
Held by public	-Nil-	-		
<b>Total</b>	-Nil-	-		
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants	
Held by promoter/promoter group	-Nil-	-		
Held by public	-Nil-	-		
<b>Total</b>	-Nil-	-		
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities	-Nil-	-	-Nil-	

### (I) (a) Statement showing Shareholding Pattern

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage of (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	Promoter and Promoter Group	-	-	-	-	-	-	-
(1)	Indian	-	-	-	-	-	-	-
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	2	2,94,79,990	2,94,79,990	6.88%	6.88%	-	-
(c)	Bodies Corporate	4	12,23,06,139	12,23,06,139	28.56%	28.56%	11,76,51,420	96.19%
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
<b>Sub-Total (A)(1)</b>		<b>6</b>	<b>15,17,86,129</b>	<b>15,17,86,129</b>	<b>35.45%</b>	<b>35.45%</b>		
(2)	Foreign	-	-	-	-	-	-	-
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	1	40,00,000	40,00,000	0.93%	0.93%	-	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	NRI based Company	1	80,00,000	-	1.87%	1.87%	-	-
<b>Sub-Total (A)(2)</b>		<b>2</b>	<b>1,20,00,000</b>	<b>40,00,000</b>	<b>2.80%</b>	<b>2.80%</b>		
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)</b>		<b>8</b>	<b>16,37,86,129</b>	<b>15,57,86,129</b>	<b>38.25%</b>	<b>38.25%</b>	<b>11,76,51,420</b>	<b>71.83%</b>

1 For determining public shareholding for the purpose of Clause 40A.

2 For definitions of "Promoter" and "Promoter Group", refer to Clause 40A.

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage of (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(B)	Public shareholding	-	-	-	-	-	NA	NA
(1)	Institutions	-	-	-	-	-	NA	NA
(a)	Mutual Funds/ UTI	42	10,66,750	6,53,000	0.25%	0.25%	-	-
(b)	Financial Institutions/ Banks	29	61,498	5,122	0.01%	0.01%	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	7	80,59,785	80,59,485	1.88%	1.88%	-	-
(f)	Foreign Institutional Investors	48	91,66,326	91,36,076	2.14%	2.14%	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Any Other (specify)	-	-	-	-	-	-	-
<b>Sub-Total (B)(1)</b>		<b>126</b>	<b>1,83,54,359</b>	<b>1,78,53,683</b>	<b>4.29%</b>	<b>4.29%</b>		

3 For definitions of "Public Shareholding", refer to Clause 40A.

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage of (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(2)	Non-institutions	-	-	-	-	-	NA	NA
(a)	Bodies Corporate	2,393	6,01,44,205	5,97,98,633	14.05%	14.05%	-	-
(b)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	4,67,109	15,13,35,285	11,18,54,446	35.34%	35.34%	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	27	57,73,165	57,73,165	1.35%	1.35%	-	-
(c)	Any Other (specify) NRI	3,906	52,51,898	42,87,973	1.23%	1.23%	-	-
	Trusts	173	2,35,36,780	2,34,17,305	5.50%	5.50%	-	-
<b>Sub-Total (B)(2)</b>		<b>4,73,608</b>	<b>24,60,41,333</b>	<b>20,51,31,522</b>	<b>57.46%</b>	<b>57.46%</b>		
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>		<b>4,73,734</b>	<b>26,43,95,692</b>	<b>22,29,85,205</b>	<b>61.75%</b>	<b>61.75%</b>	<b>NA</b>	<b>NA</b>
<b>TOTAL (A)+(B)</b>		<b>4,73,742</b>	<b>42,81,81,821</b>	<b>37,87,71,334</b>	<b>100.00%</b>	<b>100.00%</b>		

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage of (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	NA	NA
(1)	Promoter and Promoter Group	-Nil-	-	-	-	-	-	-
(2)	Public	-Nil-	-	-	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>4,73,742</b>	<b>42,81,81,821</b>	<b>37,87,71,334</b>	<b>100.00%</b>	<b>100.00%</b>		

NA - Not applicable

### (I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)		Details of warrants		Details of convertible securities		Total shares as a % of diluted share capital**	
		No. of Shares held	As a % of grand total (A+B)+(C)	No.	As a % of grand total (A+B)+(C)	Number of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	As a % of total number of convertible securities of the same class		
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Nagarjuna Management Services Pvt.Ltd.	71447812*	16.69%	71447812	100.00%	16.69%	-	-	-	-	16.69%
2	Nagarjuna Holdings Private Limited	31478300	7.35%	31103149	98.81%	7.26%	-	-	-	-	7.35%
3	Governor of Andhra Pradesh	19479990	4.55%	-	-	-	-	-	-	-	4.55%
4	Baron Properties Private Limited	16635427	3.89%	13027934	78.31%	3.04%	-	-	-	-	3.89%
5	KRIBHCO	10000000	2.34%	-	-	-	-	-	-	-	2.34%
6	Firesseed Limited	8000000	1.87%	-	-	-	-	-	-	-	1.87%
7	Salpem SPA	4000000	0.93%	-	-	-	-	-	-	-	0.93%
8	White Stream Properties Private Limited	2744600	0.64%	2072525	75.51%	0.48%	-	-	-	-	0.64%
<b>TOTAL</b>	<b>163786129</b>	<b>38.25%</b>	<b>117651420</b>	<b>71.83%</b>	<b>27.48%</b>	-	-	-	-	-	<b>38.25%</b>

\* Includes 658925 equity shares pledged with ICICI Bank held by Saveri Chemicals (P) Ltd., on behalf of Nagarjuna Management Services Private Limited (NMSPL) acquired pursuant to Scheme of Arrangement approved by the Hon'ble High Court of Bombay, Mumbai. Pledge is yet to be revoked and shares yet to be transferred to Nagarjuna Management Services Private Limited.

(\*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011.

(\*\*) Including underlying shares assuming full conversion of warrants and convertible securities.

### (I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}		Details of warrants		Details of convertible securities		Total shares as a % of diluted share capital*
			As a percentage of (A+B)	As a percentage of (A+B+C)	Number of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1.	Zuari Industries limited	2,93,34,310	6.85%	-	-	-	-	-	6.85%
2.	NFCL Employee Welfare Trust	2,34,03,205	5.47%	-	-	-	-	-	5.47%
3.	Nagarjuna Staff Betterment Company Pvt.Ltd.	79,30,252	1.85%	-	-	-	-	-	1.85%
4.	Life Insurance Corporation of India	53,73,875	1.26%	-	-	-	-	-	1.26%
<b>TOTAL</b>	<b>6,60,41,642</b>	<b>15.42%</b>	-	-	-	-	-	-	<b>15.42%</b>

(\*) Including underlying shares assuming full conversion of warrants and convertible securities.

### (I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}		Details of warrants		Details of convertible securities		Total shares as a % of diluted share capital*
			As a percentage of (A+B)	As a percentage of (A+B+C)	Number of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1.	-	-	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>									

(\*) Including underlying shares assuming full conversion of warrants and convertible securities.

### (I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Category of Shareholders (Promoters / Public)	Number of Locked-in shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1.	Nagarjuna Holdings Private Limited	Promoter	3,75,151	0.09%
<b>TOTAL</b>			<b>3,75,151</b>	<b>0.09%</b>

### (II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRS, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	- N A -	-	-	-
2.	-	-	-	-
<b>TOTAL</b>				

### (II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by promoter/promoter group are in excess of 1% of the total number of shares



**Nagarjuna Oil Refinery Limited**  
**Cash Flow Statement for the period ended 31st December, 2011**

	31/12/2011	31/03/2011
<i>Rs Lakhs</i>		
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax	(53.99)	(0.61)
Adjustments for:		
Add: Depreciation/Amortisation	3.67	-
Operating Profit before working capital changes	(50.32)	(0.61)
Adjustments for:		
Less: Trade and other receivables	0.08	-
Add: Trade and other payables	(50.40)	(0.61)
<b>Net cash from operating activities</b>	<b>(48.88)</b>	<b>(0.50)</b>
<b>B. Cash Flow from Investing activities</b>		
<b>Net cash used in investing activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash flow from Financing activities</b>		
Proceeds from issue of shares	-	5.00
Proceeds from long term borrowings	54.63	-
<b>Net cash from/(used) in financing activities</b>	<b>54.63</b>	<b>5.00</b>
<b>Net increase/(decrease) in cash and Cash equivalents</b>	<b>5.75</b>	<b>4.50</b>
<b>Cash and cash equivalents as at 01/04/2011</b>	<b>4.50</b>	<b>-</b>
<b>Cash and cash equivalents as at 31/12/2011</b>	<b>10.25</b>	<b>4.50</b>
As per our report of even date attached for <b>M. Bhaskara Rao &amp; Co.</b>	<b>Sd/-</b>	<b>Sd/-</b>
Chartered Accountants	<b>K Soma Raju</b>	<b>T Vamsi Krishna</b>
<b>M.V. Ramana Murthy</b>	<b>Manager</b>	<b>Secretary</b>
<b>Partner</b>	<b>Sd/-</b>	<b>Sd/-</b>
	<b>KS Raju</b>	<b>K Rahul Raju</b>
	<b>Director</b>	<b>Director</b>
Hyderabad		
February 06, 2012		

**Notes forming part of the Balance Sheet as at 31st December, 2011**

**Note 1 - Share Capital**  
(Disclosure Pursuant to Note No. 6(A) (a, b & c) of Part I of Schedule VI to the Companies Act, 1956)

	31/12/2011	31/03/2011
<i>Rs Lakhs</i>		
<b>Particulars</b>		
<b>Authorised</b>		
50,00,00,000 Equity Shares of Rs.1/-each	5,000.00	5.00
	<b>5,000.00</b>	<b>5.00</b>
<b>Issued</b>		
42,81,81,821 Equity Shares of Rs.1/- each	4,281.82	5.00
	<b>4,281.82</b>	<b>5.00</b>
<b>Subscribed and Paid Up</b>		
42,81,81,821 Equity Shares of Rs. 1/- each fully paid up. (All Shares were allotted as fully paid pursuant to a Composite Schemes of arrangement & amalgamation without payment being received in cash)	4,281.82	5.00
	<b>4,281.82</b>	<b>5.00</b>

**Reconciliation of the Number of shares outstanding at the beginning and at the end of the reporting period.**

Particulars	Equity Shares Number of Shares
Shares Outstanding at the beginning	500,000
Add: Issued during the year	428,181,821
Shares Converted during the year	-
Bought back during the year	-
Less: shares Cancelled during the year	(500,000)
Shares Forfeited during the year	-
Shares Outstanding at the end	428,181,821

**Details of shareholders holding more than 5% of the Shares**

Name of the Share holder	Number of shares held	% of Share holding
Nagarjuna Management Services Pvt Ltd	71,447,812	16.69
Nagarjuna Holdings Pvt Ltd	31,478,300	7.35
Zuari Industries Ltd	29,334,310	6.85
NFCL Employee Welfare Trust	23,403,205	5.47

**Note 2 - Reserves and Surplus**

Particulars	31/12/2011	31/03/2011
<i>Rs Lakhs</i>		
<b>Capital Reserve</b>		
As per last Balance Sheet	-	-
Additions during the year	73,483.35	-
<b>Profit and Loss Account - Balance</b>		
As per last Balance Sheet	(0.61)	-
Add: Loss for the year	(53.99)	(0.61)
<b>Total</b>	<b>73,428.75</b>	<b>(0.61)</b>

**Note 3 - Long Term Borrowings**

Particulars	31/12/2011	31/03/2011
<i>Rs Lakhs</i>		
<b>Loans and advances from related parties</b>		
Nagarjuna Fertilizers and Chemicals Limited (Unsecured)	54.63	-
<b>Total</b>	<b>54.63</b>	<b>-</b>

**Note 4 - Long Term Provisions**

Particulars	31/12/2011	31/03/2011
<i>Rs Lakhs</i>		
Provision for employee benefits	0.38	-
<b>Total</b>	<b>0.38</b>	<b>-</b>

**Note 5 - Trade Payables**

Particulars	31/12/2011	31/03/2011
<i>Rs Lakhs</i>		
Depository Registrar Charges	0.50	-
Audit Fee Payable	0.25	0.11
<b>Total</b>	<b>0.75</b>	<b>0.11</b>

**Note 6 - Other Current Liabilities**

Particulars	31/12/2011	31/03/2011
<i>Rs Lakhs</i>		
Other Statutory Payables (PF, Prof. Tax, Super Annuation, LIC, EPCO Contribution)	0.50	-
<b>Total</b>	<b>0.50</b>	<b>-</b>

**Note 7 - Fixed assets**

Particulars	Gross Block			Depreciation			Net Block	
	As at 31.03.2011	Additions during the period	As at 31.12.2011	As at 31.03.2011	Upto 31.12.2011	For the period on amalgamation	Upto 31.12.2011	As at 31.12.2011
<b>Tangible Assets:-</b>								
Land	-	-	-	-	-	-	-	-
Buildings	-	139.28	139.28	-	8.96	1.71	10.67	128.61
Roads, Drains & Culverts	-	-	-	-	-	-	-	-
Railway Siding	-	-	-	-	-	-	-	-
Plant & Equipment	-	-	-	-	-	-	-	-
Furniture, Fixtures & Office Equipment	-	2.75	2.75	-	1.76	0.19	1.95	0.80
Vehicles	-	12.37	12.37	-	5.52	1.77	7.29	5.08
<b>Total</b>	<b>-</b>	<b>154.40</b>	<b>154.40</b>	<b>-</b>	<b>16.24</b>	<b>3.67</b>	<b>19.91</b>	<b>134.49</b>
Previous Year	-	-	-	-	-	-	-	-

The accumulated depreciation up to 31.03.2011 represents depreciation transferred from M/s. Nagarjuna Fertilizers and Chemicals Limited pursuant to Composites Scheme of Arrangement and Amalgamation.

**Note 8 - Non Current Investment - (at cost)**

Particulars	31/12/2011		31/03/2011	
	Numbers	Rs. lakhs	Numbers	Rs. lakhs
<b>Trade Investments (Unquoted)</b>				
<b>i) In Subsidiaries</b>				
<b>In Equity Shares of Rs 10/- each fully paid up</b>				
Nagarjuna Oil Corporation Limited	776,220,000	77,622.00	-	-
<b>Total</b>		<b>77,622.00</b>		
Aggregate cost of Quoted Shares		-		-
Aggregate cost of Un-Quoted Shares		77,622.00		-
Aggregate Market Value of Quoted Shares		-		-

**Note 9 - Cash and Cash Equivalents**

Particulars	31/12/2011	31/03/2011
<i>Rs Lakhs</i>		
Balances with Banks	10.25	4.50
<b>Total</b>	<b>10.25</b>	<b>4.50</b>

**Note 10 - Short Term Loans and Advances**

Particulars	31/12/2011	31/03/2011
<i>Rs Lakhs</i>		
<b>Others</b>		
Loans to Employees Unsecured (considered good)	0.08	-
<b>Total</b>	<b>0.08</b>	<b>-</b>

**Notes forming part of the Profit and Loss Account for the period ended 31st December, 2011**

**Note 11 - Salaries, Wages and Benefits**

Particulars	31/12/2011
<i>Rs Lakhs</i>	
Salaries & Wages	45.47
Contribution to Provident and Other Funds	2.15
Staff Welfare Expenses	0.40
<b>Total</b>	<b>48.02</b>

**Note 12 - Other Expenses**

Particulars	31/12/2011
<i>Rs Lakhs</i>	
Rates and Taxes	0.08
Electricity and Water	0.03
Repairs and Maintenance - Buildings	0.31
Professional and Consultancy Charges	0.66
Directors Sitting Fees	0.81
Auditors' remuneration - Statutory Audit Fee	0.25
Miscellaneous Expenses	0.16
<b>Total</b>	<b>2.30</b>

**Note 13 - Interest and Financing charges**

Particulars	31/12/2011
<i>Rs Lakhs</i>	
(a) Other borrowing costs	0.002
<b>Total</b>	<b>0.002</b>

**14. General:**  
The Company follows accrual system of accounting and recognises income and expenditure on accrual basis unless otherwise stated. The Accounts are prepared on historical cost convention, in accordance with Generally Accepted Accounting Principles in India and provisions of the Companies Act, 1956.

**15. Use of Estimates:**  
The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised. Though the management believes that the estimates used are prudent and reasonable, actual results could differ from these estimates.

**16. Significant Accounting Policies:**

**16.1. Fixed Assets:**  
a. Fixed assets are stated at cost, unless stated otherwise. Cost comprises the purchase price and other attributable expenses.  
b. Impairment of Assets: Impairment of an asset is reviewed and recognised in the event changes and circumstances indicate that the carrying amount of an asset is not recoverable. Difference between the carrying amount of an asset and the recoverable value is recognised as impairment loss in the statement of profit and loss in the year of impairment.

**16.2. Depreciation on Fixed Assets:**  
a. Depreciation on fixed assets other than the assets given on lease is provided on straight-line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.  
b. Depreciation on Computers, Mobile Phones, Vehicles, Electronic Equipments, Air-conditioners and Lab Equipment are provided at rate higher than the rate prescribed in Schedule XIV of the Companies Act, 1956, based on technical evaluation of the useful life (three years) of the assets.

**16.3. Investments:**  
Investments are classified as Current and Non-Current investments. Non-Current investments are carried at cost less provision for other than temporary diminution, if any, in value of such investments. Current investments are carried at lower of cost and fair value.

**16.4. Foreign currency transactions:**  
Foreign currency transactions are accounted at the exchange rates prevailing on the date of transactions. Gains and losses resulting from settlement of such transactions are recognised in the profit and loss account.

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end rates. The difference in translation of monetary assets and liabilities and realized gains and loss on foreign exchange transactions are recognised in the profit and loss account. The difference in translation of liabilities incurred to acquire fixed assets is treated as an adjustment to the cost of fixed assets.

Premium or discount arising on forward exchange contracts entered into for the purpose of mitigating currency risk, are recognized in the Profit and Loss account.

**16.5. Borrowing Costs:**  
Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**16.6. Inventories:**  
The method of valuation of inventories:  
a. Manufactured Products:  
i. Finished goods - at lower of cost and net realisable value.  
ii. Work in process - at cost.  
Cost - includes material cost, labour, factory overheads and depreciation but excludes interest on borrowings.  
b. Traded products - at lower of cost and net realisable value.  
c. Other finished goods, work-in-process, raw materials, stores, spares, packing material and loose tools - at weighted average cost, less provision for depletion in value, if any.

**16.7. Retirement Benefits:**  
The company's liability towards gratuity and superannuation benefits of eligible employees is covered by a policy with LIC and the annual contributions are paid/provided in accordance with this scheme. Leave encashment is provided on the basis of valuation by independent actuaries, as at the date of the Balance Sheet. The Company's contribution towards provident fund is administered and managed by an approved trust and is charged to revenue.

**16.8. Taxes:**  
Current tax: Provision for current tax is made based on the taxable income for the year computed under the Income Tax Act 1961.  
Deferred Taxes: Deferred tax is accounted for by computing the tax effect of timing differences which arise during the year and reverse in subsequent periods. Deferred tax assets are recognised and carried forward only to the extent that there is a certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

**16.9. Contingencies:**  
Obligations arising from claims, litigation, assessments, fines, penalties, after sales warranties etc., are recognised for when it is probable that a liability may be incurred, and the amount can be reasonably estimated.

**17. Contingent Liabilities and Commitments (Not provided for):**

**17.1. Contingent Liabilities shall be classified as:**  
a. Claims against the company not acknowledged as debt: Nil  
b. Guarantees: Nil  
c. Other money for which the company is contingently liable: Nil

**17.2. Commitments shall be classified as:**  
a. Estimated amount of contracts remaining to be executed on capital account and not provided for:  
b. Uncalled liability on shares and other investments partly paid  
c. Other Commitments: Commitment towards all contracts, deeds, bonds, insurance, Letters of Intent, undertakings, arrangements, policies, agreements (including shareholders agreements and investor agreements) and other instruments, if any, relating to oil business undertaking executed by Nagarjuna Fertilizers and Chemicals Limited which stands transferred and vested pursuant to a composite scheme of Amalgamation.

**18. Composite Scheme of Arrangement and Amalgamation:**

**18.1** The Composite Scheme of Arrangement and Amalgamation (Scheme) of Iksan Limited (Iksan) and Kakinada Fertilizers Limited (KFL), a wholly owned subsidiary of NFCL and Nagarjuna Fertilizers and Chemicals Limited (NFCL) and Nagarjuna Oil Refinery Limited (NORL) and their respective shareholders and creditors under Section 391 to 394 and other applicable provisions of the Companies Act, 1956, was approved by the jurisdictional High Courts of Bombay at Mumbai and Andhra Pradesh at Hyderabad on June 17, 2011 and June 27, 2011 respectively.

Pursuant to the Scheme:  
a. Oil Business Undertaking of NFCL was demerged into NORL.  
b. The Effective Date of the Scheme is July 30, 2011 but shall be operative from the Appointed Date i.e., April 1, 2011. The Record Date for determining shareholders eligible to receive shares of NORL was fixed as September 1, 2011.  
c. Equity Shares were allotted to the shareholders of erstwhile NFCL on October 1, 2011 and the accounts of the respective shareholders were credited in electronic mode or share certificates issued, as the case may be. Consequent to the allotment of shares, the existing pre-arrangement issued capital of Rs.5 lakhs stood cancelled.  
d. The Bombay Stock Exchange (BSE) vide letter dated December 8, 2011 approved the application of the company for listing of the equity shares and the National Stock Exchange (NSE) vide letter dated January 13, 2012 accorded in-principle approval for listing of the equity shares.  
e. Securities and Exchange Board of India (SEBI) vide its letter dated February 29, 2012 to BSE granted approval for relaxation of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957.

**18.2.** In terms of the scheme:  
18.2.1. the assets and liabilities of the Oil Business Undertaking vested in the company pursuant to the Scheme, have been recorded at the respective book values, as at the Appointed Date.  
18.2.2. the company has allotted and credited to its Share Capital Rs.42.82 crores comprising of 42,81,81,821 Equity Shares of Rs.1/- each fully paid-up.  
18.2.3. the difference between the book value of net assets of Oil Business Undertaking and the face value of NORL Equity Shares issued and allotted has been credited to the capital reserve.  
18.2.4. the credit arising on cancellation of pre- existing equity share capital of Rs. 500,000/- credited to the Capital Reserve Account.

**19.** Since NORL does not prepare Interim Financial Statements for the nine months ended 31<sup>st</sup> December, 2010, comparative figures for the profit and loss account have not been furnished.

**20. Related party transactions**  
Names of related parties and description of relationship.

**Subsidiaries**  
Nagarjuna Oil Corporation Limited

**Associates**  
i. Nagarjuna Fertilizers and Chemicals Limited  
ii. Nagarjuna Agrichem Limited  
iii. Nagarjuna Foundation

**Related party transactions are as under:**  
Advance Received From Nagarjuna Fertilizers and Chemicals Limited

**21.** Previous year figures have been re-grouped / re-classified / re-cast wherever necessary.

	<b>For and on behalf of the Board.</b>
	<b>Sd/-</b>
	<b>K Soma Raju</b>
	<b>Manager</b>
	<b>Sd/-</b>
	<b>KS Raju</b>
	<b>Director</b>

Hyderabad  
February 06, 2012

**J) DETAILS OF OTHER GROUP COMPANIES INCLUDING THEIR CAPITAL STRUCTURE AND FINANCIAL STATEMENTS.**

The company submitted its Information Memorandum containing information about itself, its promoters and promoter group companies made disclosures in line with disclosure requirement of Public issue as applicable.

For capital structure, Financials and other information of Group companies, please see the section titled "Financial and Other Information of Group Companies under Section V- Financial Information" of the Information Memorandum which was made available on [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.norl.co.in](http://www.norl.co.in)

**Listed Group Companies**

**1. Nagarjuna Fertilizers and Chemicals Limited**  
NFCL was incorporated in India on November 7, 2006 under the provisions of the Companies Act, 1956, in the name and style as Kakinada Fertilizers Limited. The CIN No. of the Company is U24129AP2006PLC076238. The Company obtained Certificate of Commencement of Business on December 19, 2006.  
The name of the company has been changed to Nagarjuna Fertilizers and Chemicals Limited on August 19, 2011  
NFCL's registered office is situated at Door No.8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad - 500 082.  
The Company is awaiting relaxation under Rule 19 (2) (b) of SCRR, 1957 from SEBI.

**Board of Directors:**  
(1) Mr. K S Raju (2) Dr. N C B Nath (3) Mr. S R Ramakrishnan (4) Mr. S P Arora (5) Mr. Chandra Pal Singh Yadav (6) Mr. Yogesh Rastogi (7) Mr. M P Radhakrishnan (8) Ms. Medha Joshi (9) Mr. K Rahul Raju

**Shareholding Pattern as on December 31, 2011**

S No.	Description	Shareholding	
		Equity shares	%
<b>A</b>	<b>Promoters</b>		
	<b>Indian Promoters</b>		
	Individuals / HUFs / Central Government / State Government / Bodies Corporate	294,033,260	49.16
	<b>Foreign Promoters</b>	13,200,000	2.21
	<b>Sub-total (A)</b>	<b>307,233,260</b>	<b>51.37</b>
<b>B</b>	<b>Public Shareholding</b>		
	Mutual funds and UTI	1,173,425	0.20
	Banks, financial institutions, insurance companies (Central / State Govt. institutions / Non- Govt. institutions)	8,933,409	1.49
	<b>Sub-total (B)</b>	<b>10,106,834</b>	<b>1.69</b>
<b>C</b>	<b>Foreign and non-resident holding</b>		
	Fils	10,082,944	1.69
	Foreign Bank, (if any)	-	-
	Other non-resident holdings	-	-