

Date: July 22, 2024

To
The Corporate Relations Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai — 400001

Dear Sir / Madam,

Subject: Submission of Annual Report along with notice of the 11th Annual General Meeting (AGM) of the Company for FY 2023-24.

Scrip Code: 543531

Pursuant to regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of Annual Report of the Company for FY 2023-24, together with notice for the 11th AGM to be held on Wednesday, August 14, 2024, at 10:00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

The Annual Report for FY 2023-24 is made available on Company's website at:

<https://tierraagrotech.com/wp-content/uploads/2024/07/Annual-Report-2024.pdf>

This is for your information and necessary records.

Regards,

For **TIERRA AGROTECH LIMITED**

K. Anagha Devi
Company Secretary & Compliance Officer
M.No: A70068

TIERRA AGROTECH LIMITED

8-2-269/19/5/A/2, 1st Floor, Sravana Complex,
Kamalapuri Colony Lane, Next to LV Prasad Hospital,
Road No 2, Banjara Hills, Hyderabad – 500034.
Tel: +91 040 4850 6656, www.tierraagrotech.com
CIN: L01119TG2013PLC090004



ANNUAL REPORT 2023-24

11th Annual General Meeting
 Wednesday, 14th August, 2024 at 10.00 AM
 through Video Conferencing (VC) /
 Other Audio-Visual Means (OVAM).

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Corporate Information

Board of Directors

Mr. Venkata Krishna Rau Gogineni (Chairman)	- Non-Executive Independent Director
Mr. Simhadri Suryanarayana	- Non-Executive Independent Director
Mr. Srinivasa Rao Paturi	- Non-Executive & Non Independent Director
Dr. Sateesh Kumar Puligundla (w.e.f. May 25, 2024)	- Non-Executive Independent Director
Ms. Neha Soni	- Non-Executive Independent Director
Mr. Jayaram Prasad Munnangi	- Non-Executive & Non Independent Director
Mr. Vijay Kumar Deekonda	- Whole-time Director

Chief Executive Officer

Mr. Hari Singh Chauhan

Chief Financial Officer

Mr. Sheshu Babu Dharla

Company Secretary & Compliance Officer

Mrs. Kaidindi Anagha Devi

Registered Office

CIN: L01119TG2013PLC090004

1st Floor, Sravana Complex,
Kamalapuri Colony Lane,
Next to L.V. Prasad Hospital,
Road. No. 2, Banjara Hills,
Hyderabad, Telangana, 500034.

Registrar & Share Transfer Agents

**Venture Capital & Corporate Investments
Private Limited**

“Aurum”, Door No.4-50/P-II/57/4F & 5F,
PLOT No.57, 4th & 5th Floors,
Jayabheri Enclave Phase – II,
Gachibowli, Hyderabad,
Telangana, 500 032.

Statutory Auditors

Ramasamy Koteswara Rao & Co. LLP,
Chartered Accountants,
Sri Ramchandra Arcade,
D. No. 8-2-293 /82/JIII/573/M, 1st Floor,
Road No. 82, Jubilee Hills,
Hyderabad- 500096.

Internal Auditors

NSVR and Associates LLP,
Chartered Accountants,
House No: 1-89/1/42, 02nd Floor,
Plot No – 41 & 43, Sri Ram Nagar Colony,
Kavuri Hills, Guttala Begumpet, Madhapur,
Hyderabad – 500081

Secretarial Auditor

Mrs. N. Vanitha,
Practicing Company Secretary
Flat No.10, 4th Floor, D. No.6-3-347/22/2
Ishwarya Nilayam, Opp. Sai Baba Temple,
Dwarakapuri Colony, Punjagutta,
Hyderabad – 500 082, Telangana, India

Research & Development Station

Sy. No. 708, Medchal Mandal,
Dabilpur, Hyderabad- 501401

Bankers

HDFC Bank Limited
Kotak Mahindra Bank Limited

BOARD COMMITTEES

1. Audit Committee:

S. No	Name of the Director	Category	Designation
1	Mr. Simhadri Suryanarayana	Chairman	Non-Executive Independent Director
2	Mr. Venkata Krishna Rau Gogineni	Member	Non-Executive Independent Director
3	Ms. Neha Soni	Member	Non-Executive Independent Director

2. Nomination Remuneration Committee:

S. No	Name of the Director	Category	Designation
1	Mr. Simhadri Suryanarayana	Chairman	Non-Executive Independent Director
2	Mr. Jayaram Prasad Munnangi	Member	Non-Executive & Non Independent Director
3	Ms. Neha Soni	Member	Non-Executive Independent Director

3. Stakeholders Relationship Committee:

S. No	Name of the Director	Category	Designation
1	Mr. Jayaram Prasad Munnangi	Chairman	Non-Executive & Non Independent Director
2	Mr. Simhadri Suryanarayana	Member	Non-Executive Independent Director
3	Mr. Vijay Kumar Deekonda	Member	Whole –Time Director

4. Risk Management Committee:

S. No	Name of the Director	Category	Designation
1	Mr. Srinivasa Rao Paturi	Chairman	Non-Executive & Non Independent Director
2	Ms. Neha Soni	Member	Non-Executive Independent Director
3	Mr. Hari Singh Chauhan (w.e.f 19.07.2023)	Member	Chief Executive Officer

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of Tierra Agrotech Limited will be held on Wednesday, the 14th day of August, 2024 at 10.00 AM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:
 - a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."
 - b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."
2. To appoint a Director in place of Mr. Jayaram Prasad Munnangi (DIN: 03034183) who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jayaram Prasad Munnangi (DIN: 03034183), who retires by rotation at this meeting, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

3. Reappointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of sections 139, 141 and 142 of the Companies Act, 2013, M/s. Ramasamy Koteswara Rao and Co. LLP, Chartered Accountants (Firm Registration Number: 010396S/S200084), be and are hereby reappointed as the Statutory Auditors of the Company to hold the office from the conclusion of this meeting till the conclusion of the 16th Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for every financial year ending 31st March."

SPECIAL BUSINESS:**4. Appointment of Mr. Sateesh Kumar Puligundla (DIN 00023149) as Independent Director of the Company**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions contained under the Companies Act, 2013 (“Act”), and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sateesh Kumar Puligundla (DIN 00023149), who was appointed as an Additional Director by the Board of Directors under section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective May 25, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature to the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Sateesh Kumar Puligundla (DIN 00023149) to the office of Independent Director, who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing May 25, 2024 as recommended by the Nomination and Remuneration Committee, be and is hereby approved.

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

5. Reappointment of Mr. Vijay Kumar Deekonda (DIN 06991267) as Wholetime Director of the Company

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and such other consents and permissions as may be necessary, and as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Vijay Kumar Deekonda (DIN:06991267) as whole-time Director of the Company, for a further period of 3 (three) years, on expiry of his present term of office, i.e. with effect from December 27, 2024, with a remuneration of

Rs. 1,15,000/- per month and on other terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment including remuneration as it may deem fit and as may be acceptable to Mr. Vijay Kumar Deekonda (DIN:06991267), subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

By the Order of the Board
For Tierra Agrotech Limited
SD/-
Kalidindi Anagha Devi
Company Secretary & Compliance Officer
M.No - A70068

Place: Hyderabad
Date : 15.07.2024

Registered office:

1st Floor, Sravana Complex,
Kamalapuri Colony Lane Next to L.V. Prasad Hospital,
Road.No.2, Banjara Hills, Hyderabad, Telangana- 500034, India.
CIN: L01119TG2013PLC090004
Tel: 040 – 48506656
Email: cs@tierraagrotech.com
Website:www.tierraagrotech.com

Notes:

1. In accordance with the provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder and General Circular No. 20/2020 dated 5th May, 2020 read with General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and then vide General Circulars No. 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 2/2022 dated 5th May, 2022, 10/22 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), read with Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 and other relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time, companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto 30th September 2024, without physical presence of members at a common venue. Hence, in compliance with the MCA Circulars and Circulars issued by SEBI, the AGM of the Company is being held through VC/ OAVM and the venue of the AGM shall be deemed to be the registered office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being proposed to be held pursuant to the aforesaid Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not attached to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of items of special business is annexed hereto.
4. In case you are holding the Company's shares in dematerialised form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to your addresses, email id, ECS mandate etc.

In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Venture Capital and Corporate Investments Pvt. Ltd., Hyderabad by enclosing a photocopy of blank cancelled cheque of your bank account.

5. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Even the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form with effect from January, 24, 2022. In view of this and to eliminate all the risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. M/s. Venture Capital and Corporate Investments Pvt. Ltd., AURUM, Door No.4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase -II, Gachibowli, Hyderabad – 500032, is the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
7. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to csvanitha19@gmail.com with a copy marked to cs@tierraagrotech.com.

8. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
9. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
10. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company /RTA.
11. Members may also note that the Notice of the 11th Annual General Meeting is available on the Company's website, www.tierraagrotech.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Annual General Meeting and also in electronic mode by the Members by writing an e-mail to the Company Secretary at cs@tierraagrotech.com.
 - In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants. Members may note that the Notice and the Annual Report 2023-24 will also be available on the Company's website, www.tierraagrotech.com, on the website of the Stock Exchange, i.e. BSE Limited, www.bseindia.com and on the website of CDSL, www.evotingindia.com.
12. To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants in respect of shares held in physical/electronic mode, respectively.
13. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
14. The register of Directors and Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and arrangements in which Directors are interested, maintained under Section 189 of the Act, will be electronically available for inspection by the members during the AGM.
15. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on General Meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished along with this Notice. The Directors have furnished the requisite consent/declaration for their appointment /re-appointment. Further Additional Disclosure in terms of Section II of Part II of Schedule V of the Companies Act, 2013 is furnished along with this Notice.
16. The Company has appointed Mrs. N. Vanitha, Practicing Company Secretary (M. No. 26859 and C.P No.10573) to act as the Scrutinizer to conduct and scrutinize the voting process in a fair and transparent manner. The cut-off date has been fixed as Wednesday, August 07, 2024.

E-VOTING**CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM**

1. 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), MCA Circulars and SEBI Circulars, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. 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.
3. 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.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company, www.tierraagrotech.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com

INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The voting period begins on 11th August, 2024 at 09:00 A.M. and ends on 13th August, 2024 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 07th August, 2024 may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Board of Directors have appointed Mrs. N. Vanitha, Practicing Company Secretary (M. No. 26859 and C.P No.10573) to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.
- (iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in demat mode CDSL/NSDL is given below:**

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

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https:// eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 the 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022- 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (vi) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding 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 other than individual shareholders holding shares in Demat	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • 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.

- (vii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company, i.e., Tierra Agrotech Limited, on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.**
- (xiii) 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.
- (xiv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- (xvi) 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.**
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- 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 delink 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@tierraagrotech.com, if they have voted from individual tab & not uploaded 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 meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for 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 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 may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (cs@tierraagrotech.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (cs@tierraagrotech.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
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 may 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free No. 1800 22 55 33.

GENERAL INSTRUCTIONS:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 07th August 2024, the Cut-off date.
- ii. The Scrutinizer, after scrutinising the votes cast during the meeting and through remote e-voting will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company, www.tierraagrotech.com and on the website of CDSL, www.cdslindia.com. The results shall simultaneously be communicated to BSE Limited. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., August 14, 2024.

The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

By the Order of the Board
For Tierra Agrotech Limited

Sd/-
K. Anagha Devi
Company Secretary & Compliance Officer
M.No: A70068

Place: Hyderabad
Date: 15.07.2024

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

As the members are aware, M/s. Ramasamy Koteswara Rao and Co. LLP, Chartered Accountants (Firm Registration Number: 010396S/S200084) were appointed to the office of Statutory Auditors of the Company for a period of 5 years, i.e., till the conclusion of the 11th Annual General Meeting.

The Board of Directors based on the recommendation of Audit Committee considered the re-appointment of M/s. Ramasamy Koteswara Rao and Co. LLP, Chartered Accountants (Firm Registration Number: 010396S/S200084) as Statutory Auditors of your Company from the conclusion of 11th Annual General Meeting till the conclusion of 16th Annual General Meeting i.e., with respect to financial years, beginning April 1, 2024 and ending on March 31, 2029. Pursuant to the provisions of Section 139 of the Companies Act, 2013, any such appointment / re-appointment of statutory auditors needs to be approved by the members in their General Meeting

Hence the resolution laid at Item No. 3 in the Notice attached hereto, is recommended by the Board for your consideration and approval.

Disclosure in terms of Regulation 36(5) of SEBI Listing Regulations:**Term of appointment:**

It is proposed to appoint M/s. Ramasamy Koteswara Rao and Co. LLP, Chartered Accountants (Firm Registration Number: 010396S/S200084) to the office of Statutory Auditors of the Company for a period of 5 years, i.e., from 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting. Further, it is proposed to pay a fee upto a maximum of Rs.1000000 plus applicable taxes, and out of pockets expenses if any, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s. Ramasamy Koteswara Rao and Co. LLP, is a firm of Chartered Accountants founded in the year 2003. The total experience of the firm is more than 20 Years, having expertise in the areas of Direct & Indirect Taxation, Financial & Management Accounting, Internal & Management Audit, Internal Finance Controls, Risk Management & Assessment, MIS, Budgets & Forecasting, Concurrent Audit/ Stock Audit, Accounting & Staffing, Business & Transaction Advisory, Foreign Investments, FEMA and Taxation of Non Residents, Merger and Takeovers etc. In view the said, the audit committee / Board of Directors have recommended the reappointment of M/s. Ramasamy Koteswara Rao and Co. LLP, to the office of Statutory Auditors.

None of the Directors, Key Managerial Personnel or their relatives is interested or concerned, whether financially or otherwise in the said resolutions.

Item No. 4

Mr. Sateesh Kumar Puligundla (DIN 00023149), was appointed as an Additional Director (Non-Executive Independent Director) of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act"), read with applicable rules, by the Board of Directors of the Company, effective from May 25, 2024, for a term of 5 years, subject to the approval of the Members of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment of Mr. Sateesh Kumar Puligundla requires the approval of the members by way of a special resolution.

Mr. Sateesh Kumar Puligundla (DIN 00023149) possesses immense wealth of knowledge and expertise in his field and brings vast and rich experience that would definitely help the Company to take itself to the next level of growth. The NRC and the Board are of the opinion that the association of Mr. Sateesh Kumar Puligundla (DIN 00023149), would help the Company strengthen its Business Operations. The Board also believes that he possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the development of superior quality hybrid seeds stacked with crop specific important traits that provides significant yield benefit and overall cost advantages to farmers and other stakeholders.

The Company has received a Notice in writing from its member as required under Section 160 of the Act proposing the candidature of Mr. Sateesh Kumar Puligundla for the office of Director of the Company.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting.

The Company has also received from Mr. Sateesh Kumar Puligundla (DIN 00023149) (i) consent in writing to act as Independent Director in Form DIR-2 (ii) intimation in Form DIR-8 to the effect that he is not disqualified to act as Director under Section 164(2) of the Act (iii) declaration that he meets the criteria of independence as provided in Section 149 of the Act and in the SEBI Listing Regulations and (iv) declaration that he is not debarred or restrained from acting as a Director by any SEBI order or any other such authority.

In terms of Sections 149 and 152 and Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mr. Sateesh Kumar Puligundla fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations and is independent of the management as well.

Pursuant to the provisions of Section 149 of the Act, an independent director shall hold office for a term upto 5 (Five) consecutive years on the Board of a company and such Director shall not be included in the total number of directors for calculating the number of directors who would retire by rotation.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Mr. Sateesh Kumar Puligundla as an Independent Director on the Board of the Company for a term of five consecutive years effective from May 25, 2024 to May 24, 2029.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Sateesh Kumar Puligundla, and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice till the Date of Annual General Meeting and also electronically. Members may send a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@tierraagrotech.com.

Except Mr. Sateesh Kumar Puligundla being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

More details about Mr. Sateesh Kumar Puligundla are provided in the "Annexure" to the Notice pursuant to SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI.

Hence the special resolution laid at Item No. 4 in the Notice attached hereto, is recommended by the Board for your consideration and approval.

Item No 5:

We would like to inform that Mr. Vijay Kumar Deekonda (DIN: 06991267) was appointed as the Director and subsequently elevated as the Whole Time Director for a period of 3 Years, with effect from 27.12.2021.

Mr. Vijay Kumar Deekonda, aged about 60 years is a Commerce graduate with Honors as well as a Law graduate from Osmania University. He has wide experience in the field of Finance, Accounts, Management & Administration. Additionally, he also served as a Chief Financial Officer of the Company till 30.06.2023.

Considering his contribution in the past and his inevitable association in the future, the Board of Directors, in their Meeting held on 15.07.2024 reappointed him for a further period of 3 years with effect from 27.12.2024, on the recommendation of Nomination and Remuneration Committee.

Mr. Vijay Kumar Deekonda is not disqualified from being appointed a director in terms of section 164 of the Act and has given his consent to act as Whole Time Director of the Company.

Pursuant to the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act, any such appointment needs to be approved by the members in their General Meeting.

In this regard, it is proposed to seek members' approval for his appointment and remuneration payable to him as the Whole Time Director of the Company, in terms of the applicable provisions of the Act.

A copy of draft letter of appointment of Mr. Vijay Kumar Deekonda as the Whole Time Director of the Company setting out the terms and conditions is available for inspection by members electronically and also at the Registered Office of the Company during the working hours on any working day till the conclusion of the ensuing AGM.

Mr. Vijay Kumar Deekonda is not related to any other Director of the Company.

Mr. Vijay Kumar Deekonda may be deemed to be interested in the resolution proposing the appointment set out at Item No.5 in the Notice.

Save and except the aforesaid, None of the Directors and Key Managerial Personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Hence the special resolution laid at Item No. 5 in the Notice attached hereto, is recommended by the Board for your consideration and approval.

By the Order of the Board
For Tierra Agrotech Limited

Sd/-
K. Anagha Devi
Company Secretary & Compliance Officer
M.No: A70068

Place: Hyderabad
Date: 15.07.2024

**Annexure to Notice of Annual General Meeting
Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure requirements and Regulation, 2015) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2')**

Name of Director	Mr. Jayaram Prasad Munnangi (DIN: 03034183)
Date of Appointment including terms and conditions of appointment	Appointed to the office of Director in the AGM held on 30.09.2022. Retires by rotation in the ensuing AGM, and being eligible offering himself for re-appointment. He shall be subject to retirement by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013. No other specific terms and conditions
Date of first appointment on the Board	02.09.2022
Date of Appointment	January 28, 2021
Expertise in Specific Functional areas and Experience	Mr. Jayaram Prasad Munnangi is an accomplished businessman with varied interests in the field of manufacturing, marketing and real estate.
Educational Qualification	<ul style="list-style-type: none"> • B. Tech in Electronics and Instrumentation. • MBA (Finance and Marketing) from Cardiff University, UK
Directorships in other Companies (other than Tierra Agrotech Limited)	1. Ameya Products and Services Private Limited
Membership / Chairmanship of committees of Other Boards (other than Tierra Agrotech Limited)	Nil
Listed entities from which the appointed director has resigned in the past three years	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Being a non-executive Director, not entitled to any remuneration other than Sitting Fee as decided by the Board from time to time
Shareholding in the Company as on 31.03.2024	200,000 equity shares
Manager and KMPs	Relationship between Directors inter-se/
Number of meetings of the Board attended during the year 2023-24	2/10

**Annexure to Notice of Annual General Meeting
Details of Directors Seeking appointment /re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2')**

Name of the Director	Mr. Sateesh Kumar Puligundla (DIN: 00023149)
Date of Appointment including terms and conditions of appointment	Appointed as an Additional Director (Independent Category) of the Company on 25.05.2024 for a period of 5 years, subject to the approval of members in their General Meeting
Date of first appointment on the Board	25.05.2024
Date of Birth	14.06.1958 (Age: 66 years)
Expertise in Specific Functional areas and Experience	Mr. Sateesh Kumar Puligundla is a Promoter and Director of Prabhat Agri Biotech Limited (PABL), an integrated seed company specializing in cotton, Maize, Paddy and Bajra seeds. He has extensive experience in Research and Development and developed several proprietary hybrids which have significant market share across the country and several products licensed to other seed companies. He acts as an advisory to the Board of several unlisted companies.
Educational Qualification	<ul style="list-style-type: none"> • BSC Agriculture from Andhra Pradesh Agricultural University. • MSC Agriculture from Banaras Hindu University. • PH. D in Wide Hybridization and Tissue Culture from ICRISAT & University of Hyderabad, India
Directorships in other Companies (other than Tierra Agrotech Limited)	<ol style="list-style-type: none"> 1. Prabhat Agri Biotech Limited 2. Nuziveedu Seeds Limited 3. Global Agrigenetics India Private Limited 4. Pravardhan Seeds Private Limited 5. Asha Agrisciences Private Limited
Membership / Chairmanship of committees of Other Boards (other than Tierra Agrotech Limited)	<ol style="list-style-type: none"> 1. Prabhat Agri Biotech Limited – Chairman of Audit Committee 2. Prabhat Agri Biotech Limited – Member of Corporate Social Responsibility Committee
Listed entities from which the appointed director has resigned in the past three years	Nil

Details of Remuneration sought to be paid and the remuneration last drawn by such person	No remuneration other than Sitting Fee as may be decided by the Board of Directors.
Shareholding in the Company as on 31.03.2024	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He possesses good knowledge and expertise in the areas of research, development, production, processing and commercialization of superior products in major crops of Agriculture.
Relationship between Directors inter-se/ Manager and KMPs	Nil
Number of meetings of the Board attended during the year 2023-24	Not Applicable

Details of Directors Seeking appointment /re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2')

Name of the Director	Mr. Vijay Kumar Deekonda (DIN 06991267)
Date of Appointment including terms and conditions of appointment	Appointed as the whole time Director of the Company w.e.f 27.12.2021 and reappointed for another term of 3 years by the Board w.e.f 27.12.2024, at a remuneration of Rs. 1,15,000/- per month, subject to the approval of members in the ensuing AGM
Date of first appointment on the Board	03.09.2017
Date of Birth	13.09.1963 (Age: 60 years)
Expertise in Specific Functional areas and Experience	He has a wide experience in the field of Finance, Accounts and administration. Additionally, he also served as a Chief Financial officer of the company till 30.06.2023.
Educational Qualification	<ul style="list-style-type: none"> • Commerce graduate with Honors • Law graduate from Osmania University
Directorships in other Companies (other than Tierra Agrotech Limited)	<ol style="list-style-type: none"> 1. Tierra Seed Science Private Limited 2. Tidas Agrotech Private Limited
Membership / Chairmanship of committees of Other Boards (other than Tierra Agrotech Limited)	Nil
Listed entities from which the appointed director has resigned in the past three years	Tierra Agrotech Limited – resigned from the office of Chief Financial Officer on 30.06.2024
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Proposed remuneration shall be same as last drawn which stands at Rs. 1,15,000 per month including HRA and Other Allowances.
Shareholding in the Company as on 31.03.2024	Nil
Relationship between Directors inter-se/ Manager and KMPs	Nil
Number of meetings of the Board attended during the year 2023-24	10/10

The following is the additional information as per Section II of Part II of Schedule V of the Companies Act, 2013 in relation Item no. 5 of the Notice:

(Amount in Lakhs unless specified otherwise)

I. GENERAL INFORMATION:

1	Nature of industry	It is engaged in research, development, production, processing and commercialization of Crop Seeds.			
2	Date of commencement of commercial production	The company was incorporated in the year 2013 and the commercial production commenced simultaneously			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
4	Financial performance based on given indicators (Figures in Lakhs)	Financial year	2023-24	2022-23	2021-22
		Gross Revenue	6714.37	6011.46	5656.63
		Profit/Loss before Tax	(1167.06)	(3667.16)	(1645.97)
		Net Profit/ Loss	(880.80)	(2690.96)	(1206.09)
5	Foreign investments or collaborations, if any.	Nil			

II. INFORMATION ABOUT THE APPOINTEE: Mr. VIJAY KUMAR DEEKONDA

Background details	Mr. Vijay Kumar Deekonda, aged about 60 years is a Commerce graduate with Honors as well as a Law graduate from Osmania University. He has a wide experience of in the field of Finance, Accounts and Administration.
Past and Proposed remuneration	Proposed remuneration shall be same as last drawn which stands at Rs. 1,15,000/- per month including HRA and Other Allowances.
Recognition or awards	Nil
Job profile and his suitability	Laced with more hands on experience in Finance, Accounts, Management and Administration, Mr. Vijay Kumar Deekonda remains an undisputed choice for the office of Whole Time Director of the company.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the experience of Mr. Vijay Kumar Deekonda, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	There has no pecuniary relationship with the Company or its Key Managerial Personnel or Directors other than his remuneration in the capacity of Whole Time Director. He does not hold any shares in the Company.

III. OTHER INFORMATION:

1. **Reasons of loss or inadequate profits:**

Our Company is Research based company in Hybrid seeds and as company is in the initial stage of business and incurred on Research & Development and other fixed cost to scale up the volumes.

2. **Steps taken or proposed to be taken for improvement**

The Company is trying to scale up the Volumes and expand its reach in various markets by

- Diversifying its product portfolio.
- Aggressive brand building exercise.

3. **Expected increase in productivity and profits in measurable terms**

We expect a substantial increase in production which is leading to good improvement in the turnover.

By the Order of the Board
For Tierra Agrotech Limited

Sd/-
Kalidindi Anagha Devi
Company Secretary & Compliance Officer
M.No: A70068

Place: Hyderabad
Date: 15.07.2024

DIRECTORS' REPORT

To
The Members,

Your Directors take pleasure in presenting the 11th Annual Report, along with the Company's Audited Financial Statements (Standalone & Consolidated) , for the year ended March 31, 2024.

FINANCIAL SUMMARY

The financial results and performance of your Company for the year ended on 31st March, 2024 on Standalone and Consolidated basis is summarized below:

Standalone Basis

(Amount in Lakhs unless specified otherwise)

Particulars	2023-24	2022-23
Revenue from Operations	6714.37	6011.46
Other Income	457.60	58.58
Total Revenue	7171.97	6070.04
Profit for the year (before Interest, Deprecation & Tax)	(827.35)	(2445.35)
Less		
Interest	225.39	1143.54
Deprecation	114.32	78.28
Provision for Taxation (including deferred tax)	(286.26)	(976.20)
Net Profit	(880.80)	(2690.96)

For the financial year 2023-24, your Company recorded a turnover of Rs.6714.37 Lakhs and a net loss of Rs.880.80 Lakhs as compared to the previous year's turnover of Rs.6011.46 Lakhs and net loss of Rs.2690.96 Lakhs.

Consolidated Basis

(Amount in Lakhs unless specified otherwise)

Particulars	2023-24	2022-23
Revenue from Operations	6714.37	6011.46
Other Income	609.89	59.80
Total Revenue	7324.26	6071.26
Profit for the year (before Interest, Deprecation & Tax)	(724.29)	(2575.95)
Less		
Interest	427.39	1144.76
Deprecation	114.32	78.30
Provision for Taxation (including deferred tax)	(345.20)	(977.84)
Net Profit	(920.79)	(2821.16)

For the financial year 2023-24, on a consolidated basis, the turnover of your Company for the financial year ended 31st March, 2024 stood at Rs.6714.37 Lakhs and net loss at Rs.920.79 Lakhs as compared to previous year's turnover of Rs.6011.46 Lakhs and net loss of Rs.2821.16 Lakhs.

DIVIDEND

In view of the loss incurred for the FY 2023-24 and the current turbulent phase, your Board of directors does not recommend any dividend for the financial year under report.

TRANSFER TO RESERVES

The Company has not transferred any amount to Reserves during the financial year 2023-24.

STATE OF AFFAIRS AND BUSINESS OPERATIONS**Array of Products of the Company****Cotton**

In 2023-24, we introduced product 9135 with commercial sales in central & south market. We conducted field days to showcase these products to farmers and trade channel partners. The response has been very good. Planning scaling up of volumes in coming season. Brahma still remains popular brand in few parts of Maharashtra & introduced in Gujarat. The old products 9121 & 3609 still adding up volumes in niche markets in Maharashtra & Karnataka. Overall product portfolio mix of old & new products will enhance our presence in coming times.

Maize

One of the primary contributory Maize hybrids S2 981 with good cob size and attractive orange grains, suitable for both Kharif and Rabi seasons. The third generations new commercial hybrid 2T55 which has a good yield potential, shelling percentage, orange yellow colour and capsule grains was commercially introduced with very positive response from farmers. Identified new promising hybrids 2T11, 2T14, 2T88 & 2T99 for wide area testing for Andhra Pradesh, Karnataka, Maharashtra & Bihar.

Paddy

During 2023-24, We introduced four new hybrids 3TH3122, 3TH3222, 3TH4322 & 3TH4422 in early and medium maturity segment suitable for all target markets along with commercial launch of 3T32. In selection paddy, new products Chandani, Sonika, Sujaya & Preyasi were given for seeding in Key Rice markets with commercial launch of Madhul, Rajasi, Taapsi. The performance has been appreciated by farmers. Planning commercial launch of 3TH3122, 3TH3222, 3TH4422, Chandani, Sonika, Sujaya & Preyasi in coming years. Overall we have a robust portfolio coming up for commercialization of Rice Hybrids and Selection Rice in coming years.

Mustard

During 2023-24, New Hybrid 5T55 was launched commercially in Mustard. The performance has been well accepted by farmers across states of Rajasthan, Gujarat, Haryana, Uttar Pradesh, Bihar and Madhya Pradesh. Planning to increase the production of hybrid seed for scale up in 2024-25.

Our existing commercial brand S5 -630 is performing well. Brand recall for this hybrid is very good. This will be major contributing hybrid in Mustard portfolio in the next three to four years' time.

Vegetables

In the year 2023-24, we streamlined our crop & product portfolio to focus high value segment with 8 crops & 40 Products. We have made good growth in Bihar, Uttar Pradesh, Rajasthan, Andhra Pradesh, and Telangana. Our focus is to spend on research in Tomato, Okra & Chilli to develop unique products. In Tomato we have introduced Yuvaan, Vanya, Uzma, Timea in unique segment with rich Vitamin C; and in Okra- Nazuk & Korby with short internode distance, high tolerant with YVMV in target markets.

During the year under review, the Company has launched its E-Commerce platform www.mekisan.in to ensure the delivery of high-quality products and services to our valued customers in real time and wider reach of the products under the brand name "Mekisan".

RIGHTS ISSUE OF EQUITY SHARES

1. During the year under review, your Board of Directors at their meeting held on July 05, 2023 approved the issuance of Equity shares to the eligible equity shareholders on Rights basis for an amount not exceeding Rs.49.90 crores and Constituted Rights Issue Committee in this regard.
2. The Rights Issue Committee of the Board at its meeting held on 22nd July, 2023 have inter alia, considered and approved the Draft Letter of Offer in relation to the proposed rights issue for the purpose of seeking in-principle approval from the stock exchange i.e.; BSE Limited. Subsequently, BSE Limited has given its "In Principle approval" for the said rights issue on September 04, 2023.
3. Further the Board of Directors in their adjourned meeting held on March 12, 2024 approved the Letter of Offer and the same was filed to BSE Limited and dispatched to the eligible shareholders of the Company. The Issue was opened on March 28, 2024 and closed on April 24, 2024.
4. Subsequent to the closure of issue period, the Rights Issue Committee of the Board of Directors of the Company at its meeting held on May 02, 2024, in terms of the Letter of Offer dated March 12, 2024 and in accordance with the Basis of Allotment finalized in consultation with BSE Limited (Designated Stock Exchange), and the Registrar to the Issue approved the allotment of 96,61,315 Equity shares of Rs.10 each at an issue price of Rs. 50 per share per share.
5. The Company in respect of the said rights issue has received "Listing approval" from BSE Limited on May 03, 2024 and these shares were allowed for trading on the BSE Limited with effect from May 08, 2024.

SHARE CAPITAL

The Share Capital of the Company as on March 31, 2024 stands as follows:

Sl. No.	Particulars	(Amt. in Rs.)
1.	Authorised Share Capital: 8,00,00,000 equity shares of Rs. 10/- each	Rs. 80,00,00,000
2	Issued, Subscribed & Paid up Capital: 5,59,32,378 Equity Shares of Rs. 10/- each	Rs. 55,93,23,780

During the year under review, the following changes have occurred in the share capital of the Company pursuant to the resolution passed by the members in the Extra-Ordinary meeting held on May 02, 2023.

- The Authorized Share Capital of the Company was increased from Rs. 47,15,00,000/- divided into 4,71,50,000 equity shares of Rs. 10/- each to Rs. 80,00,00,000/- divided into 8,00,00,000 equity shares of Rs. 10/- each and consequential alteration in the Memorandum of Association of the Company.
- The Company has issued and allotted 3,07,77,213 equity shares of Rs 10/- each at a premium of Rs 20/- per share to the specified investors (Non-Promoter Category) on Preferential basis in the following manner as mentioned below:
 - i. Allotted 1,03,84,214 equity shares of Rs.10/- each at an issue price of Rs 30 per share on May 06, 2023.
 - ii. Allotted 75,57,666 equity shares of Rs.10/- each at an issue price of Rs 30 per share on May 12, 2023.
 - iii. Allotted 1,28,35,333 equity shares of Rs.10/- each at an issue price of Rs 30 per share on May 15, 2023.

Taking into consideration, the aforesaid allotment of equity shares, the Issued, Subscribed and Paid-Up Capital of the Company as on March 31, 2024 stood at Rs. 55,93,23,780/-

Further Subsequent to the closure of Financial Year (i.e.; May 02, 2024), the Rights Issue Committee of the Board of Directors of the Company in terms of the Letter of Offer dated March 12, 2024 and in accordance with the Basis of Allotment finalized in consultation with BSE Limited (Designated Stock Exchange), and the Registrar to the Issue approved the allotment of 96,61,315 Equity shares of Rs.10 each at an issue price of Rs. 50 per share per share. Therefore, the paid-up capital of the Company as on date of this report stands at Rs.65,59,36,930

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There has been no change in the nature of business of your Company during the Financial Year 2023-24.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Material Subsidiary: Your Company doesn't have any material subsidiary.

Non-Material Subsidiary: Your Company has the non-material unlisted subsidiary namely Tierra Seed Sciences Private Limited Operational performance of the Company, in brief is as hereunder:

(Amount in Lakhs unless specified otherwise)

Particulars	2023-2024	2022-2023
Revenue from operations	-	-
Profit for the year (before Interest, Depreciation & Tax)	103.06	(130.61)
Less:		
Interest	202.00	1.22
Depreciation	-	0.02
Provision for Taxation	(58.95)	(1.64)
Net Profit	(39.99)	(130.21)

Joint Venture: Your Company has the joint venture i.e. M/s. Tidas Agrotech Private Limited. Operational performance of the Company, in brief is as hereunder

(Amount in Lakhs unless specified otherwise)

Particulars	2023-2024	2022-2023
Revenue from operations	-	-
Profit for the year (before Interest, Depreciation & Tax)	(31.28)	(5.44)
Less:		
Interest	0.24	1.21
Depreciation	3.76	25.59
Provision for Taxation	-	-
Net Profit	(35.28)	(32.24)

We undertake that the Annual Accounts of the subsidiary Company and the related detailed information will be made available to the shareholders of the Company and to the shareholders of the subsidiary company seeking such information at any point of time. Further, the Annual Accounts of the subsidiary Company shall also be kept for inspection by any shareholder at our Registered office and that of the subsidiary company.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statement and related information of the Company and audited accounts of the subsidiary, are available on our website, www.tierraagrotech.com.

The statement containing the salient features of the financial statement of subsidiaries and Joint Venture as per sub-section (3) of Section 129 of the Companies Act, 2013 in Form AOC-1 is herewith annexed as **Annexure - 1** to this report.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply to the Company as no dividend has been declared by the Company since its inception.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT;

No material changes have occurred subsequent to the close of the financial year of the Company, to which the Balance Sheet relates and the date of this report that have any effect on the financial position of the Company, except the following:

- The Board at its Meeting held on July 05, 2023 approved for issue of Equity shares to the existing shareholders on Rights basis aggregating upto Rs.49,90,00,000 and an in principle approval application has been made to BSE Limited for the same. Subsequently, BSE Limited has given its "In Principle approval" for the said rights issue on 04th September, 2023.
- Further the Board of Directors in their Meeting held on March 12, 2024 approved the Letter of Offer and the same was filed to BSE Limited and dispatched to the eligible shareholders of the Company. The Issue was opened on March 28, 2024 and closed on April 24, 2024.
- Rights Issue Committee at its Meeting held on May 2, 2024, had approved the allotment of 96,61,315 fully paid-up equity shares of face value of Rs.10/- (Rupees ten only) each respectively, at an issue price of Rs.50/- (Rupees Fifty only) per equity share ("Equity Shares") aggregating to an amount of Rs. 48,30,65,750/- (Rupees Forty Eight Crores thirty Lakhs Sixty Five Thousand Seven Hundred and Fifty);
- Company is in receipt of the "Listing approval" from BSE Limited on May 03, 2024 and trading approval on May 07, 2024 for the allotment of 96,61,315 equity shares on a Rights issue basis.

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

In terms of provisions of the Companies Act, 2013, the Company has framed and put in place a Risk Management Policy to mitigate the risks, both internal and external, which, in the opinion of the Board may threaten the existence of the Company. The Company detects, reports, monitors and manages the principal risks and uncertainties that can impact its ability to achieve its business objectives. The Risk Management Policy of your Company is posted on the website of your Company which may be accessed at <https://www.tierraagrotech.com/wp-content/uploads/2022/09/Risk-Management-Policy.pdf>

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

The provisions of Section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility are not applicable to the Company and as such, the Company has not developed and implemented any such initiative.

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

The details regarding Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided in **Annexure - 3** hereto which forms part of this Report.

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

Details of Loans, Guarantees and Investments made during the financial year ended March 31, 2024, covered under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, are as given in the Note No.7 and Note No.8 to the Financial Statements.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the provisions of Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a report on Management Discussion & Analysis is herewith annexed as **Annexure - 4** to this report.

STATUTORY AUDITORS

The Shareholders in their meeting held on September 27, 2019 (06th AGM) approved the appointment of M/s. Ramasamy Koteswara Rao and Co. LLP, Chartered Accountants (Firm Registration Number: 010396S/S200084), as the Statutory Auditors of your Company to hold office till the conclusion of 11th Annual General Meeting. The Board of Directors based on the recommendation of Audit Committee considered the re-appointment of M/s. Ramasamy Koteswara Rao and Co. LLP, Chartered Accountants (Firm Registration Number: 010396S/S200084) as Statutory Auditors of your Company from the conclusion of 11th Annual General Meeting till the conclusion of 16th Annual General Meeting, subject to approval of members at the ensuing Annual General Meeting. Accordingly, a resolution seeking the re-appointment of M/s. Ramasamy Koteswara Rao and Co. LLP, Chartered Accountants (Firm Registration Number: 010396S/S200084), as the Statutory Auditors of your Company is included in the notice convening the Annual General Meeting for approval of the shareholders.

The standalone and the consolidated financial statements of your Company have been prepared in accordance with Ind AS notified under Section 133 of the Act. The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers.

The Statutory Auditors were present in the last AGM held on 30th September, 2023.

INTERNAL AUDITORS

The Board of Directors based on the recommendation of the Audit Committee have re-appointed M/s. NSVR & Associates LLP, Chartered Accountants, Hyderabad, as the Internal Auditors of your Company. The Internal Auditors are submitting their reports on quarterly basis.

MAINTENANCE OF COST RECORDS

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company and accordingly such accounts and records are not required to be made and maintained.

COST AUDITORS

The appointment of Cost Auditors as specified under sub-section (1) of Section 148 of the Companies Act, 2013, is not applicable to the Company.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Mrs. N. Vanitha, Practising Company Secretary (C.P. No.: 10573), Hyderabad, to undertake the secretarial audit of the Company for the FY 2023-24. The Secretarial Audit Report for the FY 2023-24 is herewith attached as **Annexure 5**

The Secretarial Audit Report confirms that your Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines and that there were no deviations or non-compliances.

Further, we would like to clarify that the said Secretarial Audit Report does not contain any observations or qualifications or reservations or adverse remarks or disclaimers.

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has devised proper systems to ensure compliance with the provisions of all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. During the year under review, your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.

THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

The Board of directors of your Company has an optimum combination of Executive, Non-Executive and Independent Directors including Women Director.

i. Independent and Non-Executive Directors

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Srinivasa Rao Paturi (DIN: 01220158) the director of your company retired by rotation in the previous AGM held on 30th September, 2023 and was reappointed thereat.

Further Mr. Jayaram Prasad Munnangi, (DIN: 03034183) retires by rotation at the ensuing AGM and being eligible offers himself for re-appointment. The Board of Directors recommended his reappointment.

In the opinion of the Board all the Independent Directors of your Company possess integrity, experience, expertise, and the requisite proficiency required under all applicable laws and the policies of your Company.

All the Independent Directors have given declarations stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of your Company.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all the Independent Directors of your Company have got their names included in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

ii. Whole Time Directors & Other Key Managerial Personnel

During the year under review,

- a) there was no change in the office(s) of any Whole-time Director.
- b) Mr. Sheshu Babu Dharla was appointed to the office of Chief Financial officer of the Company effective 30th June, 2023 in place of Mr. Vijay Kumar Deekonda who has resigned from the said office. Mr. Sheshu Babu Dharla is a qualified Chartered Accountant has 16 years of experience in the field of Strategic, Financial Controllership, Fund Management and Accounting Operations and in heading entire accounts & finance functions. He is responsible for overall financial management of the Company.
- c) Subsequent upon resignation to the office of Chief Financial officer, Mr. Vijay Kumar Deekonda has continued to act as a Whole Time Director of the company.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Sateesh Kumar Puligundla (DIN: 00023149) as an Additional Director (Non-Executive Independent Director) of the Company, effective 25th May, 2024. If approved by the members in their ensuing AGM, Mr. Sateesh Kumar Puligundla shall hold office of Independent Director upto 24th May, 2029. Corresponding resolution forms part of the notice.

Further, based on the recommendation of Nomination and Remuneration Committee, The Board approved for the reappointment of Mr. Vijay Kumar Deekonda (DIN 06991267) to the office of Whole-time Director of the Company for a period of 3 Years, at a remuneration of Rs. 1,15,000 per month, effective 27.12.2024 subject to the approval of Shareholders of the Company. The said appointment is proposed to the members for their approval. Corresponding resolution forms part of Notice

MEETINGS OF THE BOARD:

The Board of Directors met Ten times in the financial year 2023-24 through Physical Meeting and Video Conferencing as permitted by relevant MCA circulars & SEBI Circulars read with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014 under provisions of the Companies Act, 2013. The intervening period between any two consecutive Board Meetings was within the maximum time gap prescribed under the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-1 issued by ICSI. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report.

Independent Directors Meeting

The Independent Directors of the Company had met on March 29, 2024 to review the performance of non-independent directors and the Chairperson of the Company, including overall assessment on the effectiveness of the Board in performing its duties and responsibilities.

The Board comprises Members having expertise in Technical, Banking and Finance. The Directors evaluate their performance and contribution at every Board and Committee Meetings based on their knowledge, experience and expertise on relevant field vis- vis the business of the Company.

Committees

The Board has following statutory committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee

Details of all the committees, along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance, as part of this Annual Report.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER MATTERS:

(a) Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee has been formed in compliance with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013. The main object of this Committee is to identify persons who are qualified to become directors and who may be appointed in senior management of your Company, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance, recommend the remuneration package of both the Executive and the Non-Executive Directors on the Board and also the remuneration of Senior Management, one level below the Board. The Committee reviews the remuneration package payable to Executive Director(s), makes appropriate recommendations to the Board and acts in terms of reference of the Board from time to time.

On the recommendation of the Nomination and Remuneration Committee, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other Employees pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations and the same is enclosed as **Annexure - 6** and the Remuneration Policy is posted on the website of your Company which may be accessed at <https://www.tierraagrotech.com/wp-content/uploads/2022/04/Nomination-and-Remuneration.pdf>

The remuneration determined for Executive/Non-Executive Directors is subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The Non-Executive Directors are entitled to sitting fees for the Board/Committee Meetings and profit based commission. The remuneration paid to Directors and Key Managerial Personnel and all other employees is in accordance with the Remuneration Policy of your Company. The Whole Time Director of your Company has not received any remuneration or commission from any of the subsidiaries of your Company.

Brief terms of Nomination and Remuneration Policy and other matters provided in Section 178(3) of the Act and Regulation 19 of SEBI Listing Regulations are disclosed in the Corporate Governance Report, which forms part of this Report.

(b) Familiarisation/ Orientation program for Independent Directors:

A formal familiarization program was conducted apprising the directors of the amendments in the Companies Act, rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws to your Company. All the directors were also apprised about the business activities of your Company.

It is the general practice of your Company to notify the changes in all the applicable laws to the Board of Directors, from time to time. The objective of the program is to familiarize Independent Directors on the Board with the business of your Company, industry in which your Company operates, business model, challenges etc. through various programs such as interaction with experts within your Company, meetings with our business leads and functional heads on a regular basis.

The details of such familiarization programs for Independent Directors are posted on the website of your Company which may be accessed at <https://tierraagrotech.com/wp-content/uploads/2024/04/Details-of-Familiarization-Programme.pdf>

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and all other committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of your Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of your Company was evaluated, taking into account the views of the Executive Directors & Non-Executive Directors who also reviewed the performance of the Secretarial Department. The Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such

as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. The Directors expressed their satisfaction with the evaluation process.

RELATED PARTY TRANSACTIONS:

All contracts or arrangements entered into by your Company with its related parties during the financial year were in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations. All such contracts or arrangements, which were approved by the Audit Committee, were in the ordinary course of business and on arm's length basis. No material contracts or arrangements with related parties within the purview of Section 188(1) of the Act were entered into during the year under review.

The information on transactions for the year under review were on arm's length basis and in the ordinary course of business with the related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in **Annexure 2** in **Form No. AOC-2** and the same forms part of this report

The policy on related party transactions and dealings in related party transactions, as approved by the Board is uploaded on the website which may be accessed at <https://www.tierraagrotech.com/wp-content/uploads/2022/04/RPT-Policy.pdf>

Disclosure under Regulation 34(3) read with Schedule V of the Listing Regulations Related Party disclosure as per Schedule V of the Listing Regulations

S.No	In the accounts of	Particulars	Amount at the year ended 31st March, 2024	Maximum amount outstanding during the year 2023-24
1	Tierra Agrotech Limited	(i) Loans/Advances to subsidiaries Tierra Seeds Science Private Limited (Wholly owned Subsidiary)	Nil	Nil
		(i) Loans/Advances to Joint Ventures- Tidas Agro Tech Limited (50;50 Joint Venture Company).	138.23	138.23
		(ii) Loans/advances to associates	NA	NA
		(iii) Loans/advances to firms/companies in which Directors are interested	NA	NA
2	Tierra Agrotech Limited	Investment by the Loanee in the shares of parent company / subsidiary company when the company has made a loan or advance	NA	NA

EMPLOYEE STOCK OPTION PLAN/ SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME:

Pursuant to the Scheme of amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Bench at Hyderabad vide its order dated 12th day of November, 2021 Grandeur Products Limited was merged with our Company Tierra Agrotech Limited.

Two employee benefit plans, namely, Grandeur Employee Stock Option Scheme II, 2016 (GPLESOS II, 2016) and the Grandeur Employees Stock Purchase Scheme 2017 ("GPL-ESPS 2017") were formulated vide special Resolution passed by the Shareholders of Grandeur Products Limited dated 8th November, 2016 and at Extra Ordinary General Meeting held on 25th March, 2017 respectively with an objective of enabling the company to retain talented human resources by offering them the opportunity to acquire a continuing equity interest in the Company, which will reflect their efforts in building the growth and the profitability of the Company. The ESOP Plan is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Upon the Merger of Grandeur Products Limited with Tierra Agrotech Limited, the aforesaid schemes are continued as Schemes of Tierra Agrotech Limited.

During the year under review, The Nomination and remuneration Committee has approved to grant of 2,00,000 equity shares pursuant to Grandeur Employee Stock Purchase Scheme at a face value of Rs.10/- per share. The shares will be transferred from the Grandeur Employees welfare trust to Mr. Hari Singh Chauhan, Chief Executive officer of the Company based on the performance of the Company from the FY 2024-25 as approved by the Nomination and Remuneration Committee from time to time.

Details regarding the above mentioned schemes along with their status are annexed as "Annexure- 8" and forms part of this report and also available on Company's website and may be accessed at <https://tierraagrotech.com/wp-content/uploads/2024/07/ESOP-Disclosure-pursuant-to-SEBI-SBEB-Reg-2021.pdf> Further certificate from Secretarial Auditors, with respect to implementation of the above Employee's Stock Option Schemes in accordance with SEBI Guidelines and the resolution passed by the Members of the Company, would be placed before the Members at the ensuing AGM and shall also be available on website of the Company.

POLICY ON MATERIAL SUBSIDIARIES:

The Policy on Material Subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as approved by the Board is uploaded on the website of your Company which may be accessed at <https://www.tierraagrotech.com/wp-content/uploads/2022/04/Determining-Material-Subsidiaries.pdf>

ANNUAL RETURN:

In accordance with Section 134 (3) (a) of the Companies Act, 2013, a copy of Annual Return in the prescribed format i.e. Form MGT-7 is placed on the website of your Company which may be accessed at <https://tierraagrotech.com/wp-content/uploads/2024/07/Extract-of-Annual-Return-2023-24.pdf>

DIRECTORS:

As on March 31, 2024, the Board has 02 Independent (Non-Executive) Directors, 01 whole-time Director (Executive), 02 Non – Executive Directors and 01 Independent Women Director(Non-Executive). Subsequent to the closure of Financial Year, Mr. Sateesh Kumar Puligundla was appointed as an additional Director under the Category of Independent Director pursuant to the Board Resolution dated May 25, 2024

The Board of Directors of your Company presently comprises of the following Directors:

Name of the Director	Designation
Mr. Venkata Krishna Rau Gogineni	Independent Director
Mr. Simhadri Suryanarayana	Independent Director
Mr.Sateesh Kumar Puligundla (appointed w.e.f 25.05.2024)	Independent Director
Mr. Srinivasa Rao Paturi	Non-Executive Director
Mr. Jayaram Prasad Munnangi	Non-Executive Director
Mr. Vijay Kumar Deekonda	Whole-time Director
Ms. Neha Soni	Independent Director

Director retiring by rotation seeking reappointment:

Mr. Jayaram Prasad Munnangi, Non-Independent Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and seeking reappointment, be re-appointed by the shareholders. A brief profile of Mr. Jayaram Prasad Munnangi is given below.

Mr. Jayaram Prasad Munnangi is a B. Tech Graduate in Electronics and Instrumentation from Vinayaka Mission University, Salem, Tamil Nadu and MBA (Finance and Marketing) from Cardiff University, United Kingdom(UK). He is a businessman with varied interests in the field of manufacturing, marketing and real estate. He has over 10 years' experience in the field of automobiles.

STATEMENT OF DECLARATION BY 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have also complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

In the opinion of Board, Independent Directors fulfil the conditions specified in the Companies Act, 2013 read with schedules and rules thereto as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Independent Directors are independent of management.

Board Evaluation

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The board of directors of the company had carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations") and the board of directors of the Company had carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors confirm that to the best of their knowledge and belief and according to the information and explanation obtained by them,

- a. in the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit or loss of the Company for the financial year ended on that date;

- c. Proper and sufficient care for the maintenance of adequate accounting records in accordance with this provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts for the year 2023-24 have been prepared on a going concern basis.
- e. Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. Devised proper Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

LOANS FROM DIRECTORS:

During the Financial Year, the Company has not received any loans from the Directors of the Company.

ADEQUACY OF INTERNAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

Your Company is committed to constantly improve the effectiveness of internal financial controls and processes for efficient conduct of its business operations and timely preparation of reliable financial information. In the opinion of the Board, the internal financial control system of the Company commensurate with the size, scale and operations of the Company.

VIGIL MECHANISM:

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through your Company's Whistle Blower Policy, to deal with instances of fraud and mismanagement, if any in the Group. The Policy provides for adequate safeguards against victimization of employees and Directors who avail the mechanism and also provides for direct access to the Chairman of the Audit Committee. The details of the Policy are explained in the Corporate Governance Report and is also available on the website of your Company which may be accessed at <https://tierraagrotech.com/wp-content/uploads/2022/04/Vigil-Mechanism.pdf>

The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All the employees of your Company are covered under the Whistle Blower Policy.

REPORTING OF FRAUDS:

During the year under review, there was no instance of fraud, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as amended in respect of our employees, is attached herewith and marked as **Annexure- 7**

INSURANCE

All properties and insurable interests of the Company have been fully insured.

DEMATERIALIZATION OF SHARES

100% of the total paid up equity shares of our Company are in dematerialized form as on 31st March, 2024

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

During the financial year under review, no significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and the future operations of the Company.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

No application was made or any proceedings pending under the IBC, 2016 during the year ended on 31st March, 2024.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

Not Applicable

LISTING & TRADING

Our Equity Shares are listed on BSE Limited, Mumbai. The listing fee for the FY 2024-25 has been duly paid. You may further note that the listing/ trading was never suspended at any time during the financial year 2023-24

HUMAN RESOURCE & INDUSTRIAL RELATIONS:

Your Company continues to foster a culture of fair management practices, endeavoring to provide a congenial work environment. It consistently invests in its human assets to recruit, train and retain high-potential talent.

A conscientious bottom-up approach to skills training strengthens overall competencies. As a result, your Company's workforce consists of an invaluable mix of freshers and experienced employees with extensive industry insight – a key cornerstone in the organization's success.

STATEMENT IN RESPECT OF THE SEXUAL HARASSMENT AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

We strongly support the rights of all our employees to work in harassment – free environment. We have adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules made thereunder. The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure.

Further, we have in place a committee under the name and style "Internal Complaints Committee" in compliance of POSH Act, which looks into various matters concerning harassment, if any, against women at workplace, addresses concerns and complaints of sexual harassment and recommends appropriate action. Details of composition etc., of the said committee are provided in the section on Corporate Governance.

We further confirm that during the year under review, there were no cases filed pursuant to the said Act.

GREEN INITIATIVE IN CORPORATE GOVERNANCE:

The Ministry of Corporate Affairs (MCA) has taken a green initiative in Corporate Governance by allowing paperless compliances by the Companies and permitted the service of Annual Reports and documents to the shareholders through electronic mode subject to certain conditions and your Company continues to send Annual Reports and other communications in electronic mode to the members who have registered their email addresses with your Company/RTA.

ACKNOWLEDGEMENTS:

Your Directors sincerely thank the bankers, business associates, consultants and various government authorities for the continued support extended by them to the Company during the year under review. Your Directors also acknowledge the support of the shareholders and confidence reposed by them in your Company and place on record their appreciation and gratitude for the same.

**For and on behalf of Board of Directors of
Tierra Agrotech Limited**

Sd/-
Vijay Kumar Deekonda
Wholetime Director
DIN :06991267

Sd/-
Simhadri Suryanarayana
Director
DIN 01951750

Place: Hyderabad
Date: 15.07.2024

Annexure - 1

Form AOC-1

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

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

Part A Subsidiaries

(Amount in Lakhs unless specified otherwise)

Name of the subsidiary	Tierra Seeds Science Private Limited
The date since when subsidiary was acquired	12.11.2021
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2023 to 31.03.2024
Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable
Share capital	206.19
Reserves and surplus	(2121.42)
Total assets	598.52
Total Liabilities	598.52
Investments	0.00
Turnover	0.00
Profit before taxation	(98.93)
Provision for taxation	0.00
Profit after taxation	(39.99)
Proposed Dividend	0.00
Extent of shareholding (in percentage)	100

- Names of associates or joint ventures which are yet to commence operations - Not Applicable
- Names of associates or joint ventures which have been liquidated or sold during the year- Not Applicable

(Amount in Lakhs unless specified otherwise)

Part B Associates and Joint Ventures

Name of Associates/Joint Ventures	TIDAS Agrotech Private Limited
Latest audited Balance Sheet Date	31.03.2024
Date on which the Associate or Joint Venture was associated or acquired	09.08.2017
Shares of Associate/Joint Ventures held by the company on the year end	50%
No. of shares	7,40,668
Amount of Investment in Associates	74.07
Description of how there is significant influence Reason why the associate/joint venture is not consolidated	Share of loss in Joint venture is not considered in financials
Net worth attributable to Shareholding as per latest audited Balance Sheet	- 62.25
Profit / Loss for the year	-35.28
Considered in Consolidation	Nil
Not Considered in Consolidation	-17.64

Notes:

The following information shall be furnished at the end of the statement:

- Names of associates or joint ventures which are yet to commence operations – Nil
- Names of associates or joint ventures which have been liquidated or sold during the year - Nil.

For and on behalf of Board of Directors of Tierra Agrotech Limited

Sd/
Vijay Kumar Deekonda
Whole Time Director
DIN :06991267

Sd/-
Simhadri Suryanarayana
Independent Director
DIN 01951750

Sd/-
Hari Singh Chauhan
Chief Executive Officer

Sd/-
Sheshu Babu Dharla
Chief Financial Officer

Sd/-
Kalidindi Anagha Devi
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 25.05.2024

FORM NO. AOC-2

Particulars of contracts / arrangements made with related parties [Pursuant to Clause (h) of Sub section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014]

This Form pertains to the 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 third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis: NIL

The Company has not entered into any contract or arrangement or transaction which is not at arm's length basis during the year under review.

Details of material contracts or arrangement or transactions at arm's length basis:

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2024 are as follows:

Name of the related party and Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts arrangements /transactions	Salient terms of the contracts or arrangements or transactions,	Date(s) of approval by the Board, if any	Amount (Rs. in Lakhs)	Amount paid as advances, if any (` in Lakhs)
Mr. Paturi Srinivasa Rao (Non- Executive and Non Independent Director)	Lease (expense)	5 Years	Lease Rentals for office premises situated at D.No.5-45, Central Excise Colony, Near Government ITI, Vatluru, Pedapadu(Mandal), Eluru, West Godavari District, Andhra Pradesh - 534007	14.02.2022	1.44	Nil

**For and on behalf of Board of Directors of
Tierra Agrotech Limited**

Sd/-
Vijay Kumar Deekonda
Wholetime Director
DIN :06991267

Sd/-
Simhadri Suryanarayana
Director
DIN 01951750

Place: Hyderabad
Date: 15.07.2024

CONSERVATION OF ENERGY, REASERCH & DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO:

The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are as follows:

A. Conservation of Energy:

i. the steps taken or impact on conservation of energy	Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy are not relevant to its energy functioning. However, energy conservation receives attention at all levels. All efforts are made to conserve and optimize the use of energy.
ii. the steps taken by the company for utilizing alternate sources of energy	
iii. the capital investment on energy conservation equipment	

B. Technology Absorption:

i. the efforts made towards technology absorption	None
ii. the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A.
(a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.
iv. the expenditure incurred on Research and Development	Rs. 685.07 Lakhs

C. Foreign Exchange Earnings and Outgo during the year:

	Rs. In Lakhs
i. Foreign Exchange Earned	: 9.50
ii. Foreign Exchange Outgo	: 68.88

**For and on behalf of Board of Directors of
Tierra Agrotech Limited**

Sd/-
Vijay Kumar Deekonda
Wholetime Director
DIN :06991267

Sd/-
Simhadri Suryanarayana
Director
DIN 01951750

Place: Hyderabad
Date: 15.07.2024

Management Discussion and Analysis

Overview of the Indian Seed Industry

Market Size and Growth

The Indian seed industry is on a growth trajectory, with market size projections indicating an increase from USD 3.61 billion in 2024 to USD 5.01 billion by 2030. This growth is driven by a compound annual growth rate (CAGR) of 5.61% (GII Research). This robust expansion underscores the increasing demand for quality seeds to support India's agricultural sector, which is crucial given the country's large population and significant dependence on agriculture.

Crop Segmentation

The seed market in India is segmented into several crop types, with a particular focus on grains & cereals, vegetables, cotton, maize, groundnut, and soybean:

- Grains & Cereals:** This segment is the largest due to India's substantial production and consumption of grains. Rice (paddy) and wheat are particularly dominant, as rice is a staple in South India and wheat in the North (GII Research).
- Vegetables:** The vegetable seed market includes various sub-segments such as brassicas (e.g., cabbage, cauliflower), cucurbits (e.g., cucumber, pumpkin), roots & bulbs (e.g., garlic, onion), and solanaceae (e.g., tomato, eggplant) (GII Research).
- Cotton and Maize:** These crops are significant in India's seed market, with maize and cotton seeds often being hybrid varieties due to their high productivity and resistance to pests and diseases (Research & Markets).

Regional Distribution

Uttar Pradesh leads the Indian seed market, largely due to its extensive arable land and dense population, which boosts demand for various seeds. Other key regions include Madhya Pradesh, West Bengal, Rajasthan, Punjab, Maharashtra, Andhra Pradesh, Bihar, and Karnataka (IMARC). These states have diverse agricultural practices and crop preferences, contributing to the overall growth of the seed industry.

Breeding Technologies

The Indian seed market is witnessing a shift towards hybrid seeds, which offer higher yields and better resistance to environmental stresses compared to open-pollinated varieties (OPVs). Hybrid seeds, especially in crops like cotton, maize, and vegetables, are increasingly adopted by farmers due to their superior performance and adaptability (Research & Markets).

Key Players

The competitive landscape features major players such as Advanta, DuPont, Kaveri Seeds, Syngenta, Bayer, J K Seeds, and Rallis India Limited (IMARC) (Research & Markets).

Growth Drivers

Several factors are driving the growth of the Indian seed industry:

- Commercialization of Agriculture:** Increased commercialization has led to higher demand for quality seeds that ensure better yields and resistance to pests and diseases.

2. **Public-Private Collaborations:** Collaborative efforts between government bodies and private companies have spurred advancements in seed technology and availability.
3. **Rising Consumer Income Levels:** Higher disposable incomes allow farmers to invest in better-quality seeds, thereby increasing productivity.
4. **Introduction of Hybrid and Transgenic Seeds:** These seeds offer improved traits such as pest resistance and higher yields, making them attractive to farmers.
5. **Government Support:** Initiatives such as the Rashtriya Krishi Vikas Yojana and ISOPOM (Integrated Scheme of Oilseeds, Pulses, Oil Palm, and Maize) provide essential support to farmers and the seed industry, fostering growth and innovation (IMARC) (Research & Markets)

Trends and Future Outlook

- **Adoption of Advanced Technologies:** The use of AI, data analytics, and biotechnology in seed development is expected to enhance seed quality and adaptability.
- **Sustainability:** There is a growing focus on sustainable agricultural practices, which includes the development of seeds that require fewer inputs and are environmentally friendly.
- **Customization:** Seeds tailored to specific regional and crop requirements will see increased demand as farmers seek to optimize their yields and adapt to changing climatic conditions (GII Research).

In summary, the Indian seed industry in 2024 is poised for continued growth driven by technological advancements, government support, and increasing demand for high-quality seeds. The industry's future looks promising, with significant opportunities for innovation and expansion.

Impact of Monsoon in 2023

The 2023 southwest monsoon season in India started late, with the initial two weeks experiencing a significant rainfall deficiency of 52.6% below the normal long-period average (LPA).

- ◆ India saw a rainfall deficit of six percent in monsoon 2023 of the long-period average of 50 years. This, however, doesn't clearly capture the erratic nature of its progression and distribution over India. Six states — Assam, Manipur, Mizoram, Jharkhand, Bihar, and Kerala — recorded major deficits. This turnaround has positively impacted kharif crop plantings.
- ◆ Around 31 per cent of India received less than normal rainfall — 221 districts out of a total 718 — in the monsoon season of June to September.
- ◆ Pulses were sown in 5.41 lakh hectare less area, compared to 2022 in the corresponding period. All pulses — urad, moong, arhar and kulthi — have less acreage this time. Similarly, oilseeds have been sown in 3.16 lakh hectare less area.

OUTLOOK

Our Business

"Tierra" has made a humble beginning in the Year 2013 as a technology centric agriculture company. The objective is set to develop superior quality hybrid seeds stacked with crop specific important traits that provides significant yield benefit and overall cost advantages to farmers and other stake holders. Tierra is headquartered at Hyderabad, the seed capital of India, founded by professionals with more than eight decades of combined seed and agribusiness industry experience and proven excellence in developing breakthrough products.

“Tierra” is engaged in research, development, production, processing and commercialization of superior products in major crops like Cotton, Rice, Corn, Mustard, Tomato and Okra. During year 2017-18, Tierra has attracted global attention after their acquisition of Monsanto’s India cotton seed business and DuPont – Pioneers Cotton company ‘Xylem Seeds Private Limited’.

“Tierra” has established a state-of-the-art R&D unit in Hyderabad with 10,000 sq. ft. laboratory space with several green houses and breeding farms supported with drip irrigation and other essential facilities. Besides its Breeding and Biotechnology R&D centers in Hyderabad, Tierra has also R&D units.

In 2018, Tierra expanded its Cotton portfolio in the market by acquiring Indian Cotton seed business of Monsanto Holdings Private Limited and Xylem Seeds Private Limited (a DuPont Pioneer company). The rich and diverse germplasm collected and developed by the experienced breeders of Tierra and the two acquired programs has given the organization a very strong platform in Cotton breeding. Tierra’s efforts are aimed at developing upmarket products with big boll size, easy pick ability, earliness, good fibre qualities with strong tolerance to pests and diseases. Our special efforts are to breed cotton for suitability to high density planting system (HDPS), sympodial type, easy pick ability, short stature with synchronous maturity to help harvest the crop in one or two pickings. Special emphasis is also on utilizing male sterility trait for efficient seed production and very high genetic purity. Our focus is to introduce value added - differentiated products and technologies in the market, while protecting them under suitable Intellectual Property (IP) and Plant Variety Protection (PVP) laws. Our business model follows strict compliance with all regulatory guidelines including Freedom to Operate (FTOs).

“Tierra” ventured into vegetable seeds sale from the financial year 2020-21, thereby spreading its portfolio from cotton, paddy, mustard, maize and vegetable seeds. The Company has an extensive marketing network with loyal and committed distributors and dealers in Andhra Pradesh, Telangana, Orissa, Karnataka, Tamil Nadu, Maharashtra, Bihar, Madhya Pradesh, Jharkhand, Chhattisgarh, Gujarat, Uttar Pradesh, Punjab, Haryana, West Bengal and Rajasthan. The Company’s focus is to be a leading provider of crop solutions to the farmers by supplying high yielding hybrid seeds and crop management namely micronutrients and plant growth promoters. For achieving this, the Company is engaging in R&D efforts in the areas of superior breeding program and biotechnology tools that will enable it to develop highly effective and differentiated hybrid seeds.

Research & Development

Tierra has strong Research and development infrastructure. Our research program is well recognized by DSIR, GOI which is supported by highly qualified and experienced professionals in industry. Tierra has technological collaboration with key institute like NBRI for unique product development. We also carry out our research through collaborations with academic institutions and other strategic partners. We have teams of plant breeders that have the ability to develop new lines and hybrids. We believe our continuing efforts in research and development provides us with a strong platform to build our market share in the seed industry.

The company has the following R&D Activities:

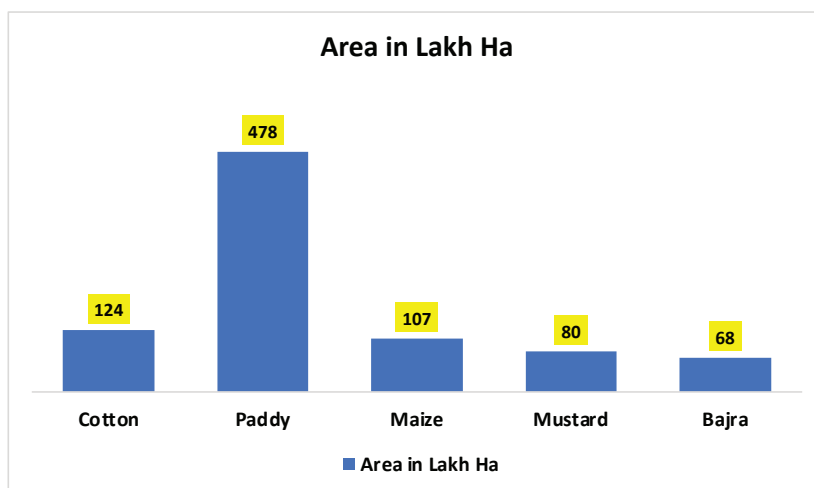
1. 105 Breeding & Testing Locations across the country.
2. 222 Product Evaluation Locations across the country.
3. About 125 Acres of Leased land for Research & Development.

Product Overview:

Crop	Commercial Products	Pipeline	Lead Commercial Products
Cotton	8	2	Brahma, 9121
Maize	6	1	S2-981, 2T55
Paddy	10	2	3T32, 3TH4322, Chandini & Madhul
Mustard	2	2	5T55, S5- 630
Tomato	5	2	Mudit, Yuvaan, Amaya
Okra	4	2	Tarla, Superkranti

Opportunities

Tierra, has an opportunity to grow its market share in the existing market as well as be part of growing seed market. The existing opportunities size in the key crops for Tierra is about 850 Lakh Hectare while the total cropped area of 1300 Lakh Hectares (Source: Agricoop) offers opportunity to expand our crop & product portfolio further.



- Increasing seed replacement ratio – There has been consistent increase in purchased seeds in each of the crop
- Favourable Govt. Policies for farmers – Better MSP and subsidised inputs and mechanization is helping the adoption of high quality seeds in each crop.
- More Food for growing population – With stable/ decrease in the total arable land, the need for feeding the growing population can be met with better traits and high yielding seeds in each crop.
- The scenario post-adoption of hybrids and improved OPVs has resulted in many advantages, such as yield improvement, ensuring higher prices, and availability of seeds at an affordable price. These factors will drive the growth of the Indian seed market in the forecast period.
- By 2050, the world's population is projected to reach 9.8 billion, with India accounting for 1.7 billion (Source: United Nations). To meet the growing food demands of India's population, there is a pressing need to significantly increase the yield per hectare, especially considering the diminishing arable land in the country. Furthermore, India's agricultural yield lags behind global averages due to various factors, including extreme weather conditions, limited adoption of high-yielding hybrid seeds, a lack of awareness about modern agricultural technologies, and inefficient use of agrochemicals.

These challenges present a substantial opportunity for the Company's Seeds business, as well as opportunities for expanding crop advisory and digital offerings. Innovations in seed technology and digital farming solutions can play a pivotal role in addressing the productivity issues that plague Indian agriculture. These advancements can also empower farmers to secure better commodity prices, enabling them to invest in high-quality inputs to achieve higher yields.

Tierra, with its comprehensive product portfolio, extensive distribution network, and a robust team of over 200 qualified professionals is well-positioned to support Indian farmers in this endeavor.

Risks, Concerns, and Threats

Fast-Changing Customer Preferences

Customers today are more likely to experiment with and test new items in the market due to increasing disposable incomes, easy access to information, and rapid acceptance of technological products. Tierra must constantly monitor changes not only in the crops business but also in the consumer/non-cyclical sector.

Competitive Market

Despite Tierra's efforts toward innovation in the crops area, it faces severe competition from other big players in the seed industry.

Climate Change

Fast-emerging climate change and sustainability challenges are expected to make agriculture more vulnerable and may cause severe hardship to the fragmented farmer base of India and the rural economy. Product development can be a complicated issue given the diverse climate conditions for agriculture in India.

Government Policies

The imposition of taxes on agriculture can be a potential threat. Government policies regarding price control of cotton and other crops can hamper the company's profitability.

Illegal Cotton Seed

The unorganized illegal cotton seed market in India, which contributes almost one-sixth of the total cotton business in the country, is an emerging threat for the cotton business.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation.

During the year on a standalone basis, the significant changes in the financial ratios of the Company, which are more than 25% as compared to the previous year are summarized below:

Financial Ratios	Formula	Consolidated		Deviation (%)	Reason for Change
		2023-24	2022-23		
Debtors Turnover Ratio (times)	[Revenue from operations/ Average Trade receivables]	3.25	3.11	5%	Due to increase in Revenue from Operations
Inventories Turnover Ratio (times)	[COGS/Average Inventories]	1.11	1.20	-8%	Reduction is due to lower COGS in Current Financial Year.
Interest Coverage Ratio (times)	[EBIT/Finance Cost]	(1.96)	(2.32)	-15%	Reduction due to lower EBIT loss and lower finance cost.
Current Ratio (times)	[Current Asset/ Current Liability]	0.91	0.59	54%	Reduced due to decrease in borrowings.
Debt Equity Ratio (times)	[Debt/Shareholders Equity]	0.22	6.81	-97%	Reduced due to reduction in borrowings and increase in share capital.
Operating Profit Margin Ratio (%)	[EBIT/Revenue from Operations]	(0.12)	(0.44)	-72%	Reduced due to reduction in EBIT loss
Net Profit Margin Ratio (%)	[Profit After Tax#/ Revenue from Operations]	(0.14)	(0.47)	-71%	Reduced due to reduction in Net loss.
Return on Net Worth (%)	[Profit for the year (before exceptional items and after tax)/ Net Worth]	-9%	-187%	-95%	Reduced due to increase in share capital & security premium.

Internal control systems and their adequacy:

The Company has in place adequate and appropriate systems of internal controls commensurate with its size and the nature of its operations and these have broadly withstood the test of time. The systems have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorizations and ensuring compliance of corporate policies.

The Internal Audit team is reviewed by the Audit Committee of the Board which monitors its performance on a periodic basis through review of audit plans, audit findings and speed of issue resolution through follow-ups. Through at least four meetings every year, the audit committee reviews internal audit findings assurance

and advisory function, which is responsible for evaluating and improving the overall effectiveness of risk management, control and government processes. This entire process helps enhance and protect organizational value by providing risk-based objective assurance, advice and insight.

Financial and Operational Performance

In FY 2023-24, the Company registered Revenue from Operations of Rs. 6714.37 Lakhs compared to Rs. 6011.46 Lakhs in the previous year. The Company has recorded a net loss of Rs. 880.80 Lakhs for the FY 2023-24 compared to Rs. 2690.96 Lakhs for the Previous Financial Year 2022-23.

Material developments in Human Resources

The workforce strength of the Company as on March 31, 2024, stood at 188 employees across different locations. The Company maintained harmonious industrial relations across all its units during FY 2023-24.

At the core of your Company's Human Resource Policy emphasis on attracting, mentoring and holding the best employees, and offering them with wide-ranging career opportunities. The Company strives to offer a positive, supportive, open and high performance work culture where innovation and risk taking is encouraged. The Company continues to emphasize to be an equal opportunity employer. Company has a Policy of Prevention of Sexual Harassment (POSH) to ensure a harassment-free workplace for employees. Harassment cases are dealt with as per the Company's zero-tolerance policy. During the year 2023-24, no case was reported on sexual harassment.

Further, your Company would like to sincerely appreciate the valuable contribution and support of employees towards the performance and growth of the Company.

Disclosure of Accounting Treatment:

The Company has prepared financial statements which comply with Ind-AS applicable for periods ending on March 31, 2024, together with the comparative period data as at and for the year ended March 31, 2024, as described in the summary of significant accounting policies. Primarily, a treatment different from that prescribed in an Accounting Standard has not been followed in the preparation of financial statements. However, as regards amendments to certain accounting standards, the applicability / effect on the financial statement has been evaluated and been treated accordingly as explained in Notes to the standalone Financial Statements.

Cautionary Statement:

Statements in this management discussion analysis describing the Company's objectives, projections, estimates, expectations may be forward looking within the meaning of applicable securities-laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could make difference to Company's operations include economic conditions affecting the domestic market and the overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

For and on behalf of Board of Directors of Tierra Agrotech Limited

Sd/-
Vijay Kumar Deekonda
Wholetime Director
DIN :06991267

Sd/-
Suryanarayana Simhadri
Director
DIN 01951750

Place: Hyderabad
Date: 15.07.2024

Form No.MR-3
SECRETARIAL AUDIT REPORT
for the financial year ended 31st March, 2024

[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] & Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members
Tierra Agrotech Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tierra Agrotech Limited (hereinafter referred to as "the Company") having CIN: L01119TG2013PLC090004. The 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 the secretarial audit, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat equity) Regulations, 2021
 - (f) 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)**

- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **(Not applicable to the Company during the audit period) ; and**
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company);**
- vi. Other specifically applicable laws to the Company:
- The Seeds Act, 1966 read with the Seeds Rules, 1968.

I believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to me, we believe that the systems and mechanisms established by the Company are adequate to ensure compliance of laws as mentioned above

I have also examined compliance with the applicable clauses of the Secretarial Standards with respect to Meeting of Board of Directors (SS-1) and General Meetings (SS-2), as amended from time to time.

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

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- During the period under review Mr. Vijay Kumar Deekonda who was Whole-time Director and Chief Financial Officer of the Company has resigned as Chief Financial Officer of the Company on June 30, 2023 and continued to act as Whole-time Director of the Company and Mr. Sheshu Babu Dharla was appointed as Chief Financial Officer w.e.f June 30, 2023 and these changes were carried out in compliance with the provisions of the Act.
- 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, other than those held at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and Committee Meetings and the resolution(s) proposed by way of circulation have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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 audit period the following changes have taken place

- ◆ Pursuant to the Extra Ordinary General Meeting held on May 02, 2023, the Authorized Share Capital of the Company was increased from Rs. 47,15,00,000/- divided into 4,71,50,000 equity shares of Rs. 10/- each to Rs. 80,00,00,000/- divided into 8,00,00,000 equity shares of Rs. 10/- each and consequential alteration in the Memorandum of Association of the Company.

◆ PREFERENTIAL ISSUE OF EQUITY SHARES

The Company has issued equity shares on preferential basis to a group of persons under Non Promoter Category vide shareholders Resolution dated May 02, 2023 and allotted 3,07,77,213 equity shares of Rs. 10/- each at a premium of Rs. 20/- per share in the following manner:

- i. Allotted 1,03,84,214 equity shares of Rs.10/- each at an issue price of Rs. 30 per share on May 06, 2023.
- ii. Allotted 75,57,666 equity shares of Rs.10/- each at an issue price of Rs. 30 per share on May 12, 2023.
- iii. Allotted 1,28,35,333 equity shares of Rs.10/- each at an issue price of Rs. 30 per share on May 15, 2023.

◆ RIGHTS ISSUE OF EQUITY SHARES

1. During the year under review, the Board of Directors at their meeting held on July 05, 2023 approved the issuance of Equity shares to the eligible equity shareholders on Rights basis for an amount not exceeding Rs.49.90 crores and Constituted Rights Issue Committee in this regard.
2. The Rights Issue Committee of the Board at its meeting held on July 22, 2023 have inter alia, considered and approved the Draft Letter of Offer in relation to the proposed rights issue. The Company has applied for the in-principle approval of BSE Limited. Subsequently, BSE Limited has given its "In Principle approval" for the said rights issue on September 04, 2023.
3. Further the Board of Directors at their adjourned meeting held on March 12, 2024 approved the Letter of Offer and the same was filed to BSE Limited and dispatched to the eligible shareholders of the Company. The Issue Period was opened on March 28, 2024 and closed on April 24, 2024.
4. Subsequent to the closure of the Issue Period, the Rights Issue Committee of the Board of Directors of the Company at its meeting held on May 02, 2024, in terms of the Letter of Offer dated March 12, 2024 and in accordance with the Basis of Allotment finalized in consultation with BSE Limited (Designated Stock Exchange), and the Registrar to the Issue approved the allotment of 96,61,315 Equity shares of Rs.10 each at an issue price of Rs. 50 per share.
5. The Company has received "Listing approval" from BSE Limited on May 03, 2024 and these Equity shares were allowed for trading on the BSE Limited with effect from May 08, 2024.

Sd/-

CS N. VANITHA

Company Secretary in Practice

ACS No. 26859

CP No. 10573

PEER REVIEW Cer. No. 1890/2022

UDIN: A026859F000746831

Place: Hyderabad
Date : 15.07.2024

Note: 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.

To
The Members
M/s. Tierra Agrotech Limited

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit
2. 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 random 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. I have not verified the correctness and appropriateness of financial records and Books and 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

Sd/-
CS N. VANITHA
Company Secretary in Practice
ACS No. 26859
CP No. 10573
PEER REVIEW Cer. No. 1890/2022
UDIN: A026859F000746831

Place: Hyderabad
Date : 15.07.2024

Nomination and Remuneration Policy**1. Introduction**

Tierra Agrotech Limited ("Company"), believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance.

Towards this, Company ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively. Company recognizes the importance of Independent Directors in achieving the effectiveness of the Board. Company aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

Company also recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c) Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company and also for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

- 3.1 "Director" means a director appointed to the Board of a Company.
- 3.2 "Nomination and Remuneration Committee" means the committee constituted by Company's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.
- 3.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.
- 3.4 "Key Managerial Personnel" means
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed under the Companies Act, 2013

4 Selection of Directors and determining Directors' independence

4.1 Qualifications and criteria

The Nomination and Remuneration (NR) Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

4.1.1 In evaluating the suitability of individual Board members, the NR Committee may take into account factors, such as:

General understanding of the Company's business dynamics, global business and social perspective;

Educational and professional background Standing in the profession; Personal and professional ethics, integrity and values;

Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

4.1.2 The proposed appointee shall also fulfill the following requirements:

Shall possess a Director Identification Number;

Shall not be disqualified under the Companies Act, 2013;

Shall give his written consent to act as a Director;

Shall endeavor to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;

Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;

Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;

Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, SEBI(LODR) Regulations, 2015 and other relevant laws.

4.1.3 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2 Criteria of Independence

4.2.1 The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of

4.2.2 The criteria of independence, as laid down in Companies Act, 2013 and Clause 49 of the Equity Listing Agreement, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director—

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company; or
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the company
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age.

4.2.3 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4.3 Other directorships / committee memberships

4.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors

of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

4.3.3 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

4.3.4 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships. For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

5. Remuneration to Executive Directors and Key Managerial Personnel Non-Executive Directors and other employees

5.1.1 The Board, on the recommendation of the Nomination and Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

5.1.2 The Board, on the recommendation of the NR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

5.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

- (i) Basic Pay
- (ii) Perquisites and Allowances
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retinal benefits
- (vi) Annual Performance Bonus

5.1.4 The Annual Plan and Objectives for Executive Directors and Senior Executives shall be reviewed by the NR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

5.2 Remuneration to Non-Executive Directors

5.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non- Executive Directors of the Company within the overall limits approved by the shareholders.

5.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

5.3 Remuneration to other employees

5.3.1 Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

Annexure - 7

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Details pertaining to Employees as required under Section 197(12) of the Companies Act, 2013

Statement of Particulars of Employees Pursuant to Provisions of Section 197(12) of the Companies Act 2013 Read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

a) Employed throughout the Financial Year 2023-24

Name	Age	Qualification	Designation	Date of Commencement of Employment	Experience (Years)	Gross Remuneration in ₹	Previous Employment
Mr. Vijay Kumar Deekonda	60	Commerce and Law Graduate	Whole-time Director	27.12.2021	11	1,15,000 p.m	Grandeur Products Limited (Merged into Tierra Agrotech Limited)

Note: Relationship with Directors/Managers can be referred from the Corporate Governance Report, annexed with this Annual Report

b) Other Top Ten Employees throughout the Financial Year 2023-24: this information is available in the website of the Company www.tierraagrotech.com

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director/ KMP and Designation	Remuneration of Director /KMP for the financials year 2023-24 (₹.in Lakhs)	Remuneration of Director /KMP for the financials year 2022-23 (₹.in Lakhs)	% increase in Remuneration in the Financial Year 2023-24 ₹ in Lakhs)	Ratio of remuneration of each Director/to median remuneration of employees
1.	Mr. Venkata Krishna Rau Gogineni Non Executive Director	0	0	NIL	NIL
2.	Mr. Suryanarayana Simhadri Non- Executive Director	0	0	NIL	NIL
3	Mr. Paturii Srinivasa Rao Non -Executive Director	0	0	NIL	NIL
4.	Mr. Vijay Kumar Deekonda Executive Director	13.80	13.80	NIL	3.80
5	Ms. Neha Soni Non- Executive Director	0	0	NIL	NIL
6.	Mr. Munnangi Jayaram Prasad Non- Executive Director	0	0	NIL	NIL
7.	Mr. Vijay Kumar Deekonda Chief Financial Officer (upto 30.06.2023)	0	0	NIL	NIL
8.	Mr. Hari Singh Chauhan - Chief Executive Officer	158.39	183.43	NIL	43.63
8.	Mr. Sheshu Babu Dharla Chief Financial Officer From June 30, 2023	35.23	0	NIL	9.71
10	Mrs. Kailindi Anagha Devi Company Secretary	5.47	2.30	NIL	1.51

- ii) the median remuneration of employees of the Company during the financial year was ` 3.63 Lakhs
- iii) In the financial year, there was an decrease of 0.28% in the median remuneration of employees
- iv) there were 188 permanent employees on the rolls of Company as on March 31, 2024.
- v) We herewith affirm that the remuneration is as per the remuneration policy of the Company
- vi) Key parameters for any variable component of remuneration availed by the directors: Nil

Details of the options granted under various employee stock option schemes as on 31st March, 2024:

- A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments issued by ICAI form part of the notes to the financial statements provided in this Annual Report.
- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with IND AS 33 - Earnings per Share form part of the notes to the financial statements provided in this Annual Report.

C. i. Grandeur Employee Stock Option Scheme II, 2016(GPLESOS II, 2016) - Details of the Scheme:

S.No.	Description	Grandeur Employee Stock Option Scheme II, 2016(GPLESOS II, 2016)
1	Date of shareholders' approval	8th November, 2016
2	Total number of options approved under ESOS.	7,50,000 options
3	Vesting requirements	After One year but not later than Two years from the date of grant of such Options.
4	Exercise price or pricing formula	The Exercise Price shall be equal to face value of shares i.e. ` 10 per Option (or) shall not be less than seventy five percent (75%) of the "Market Price" as per the ESOP Regulations (or) any other price as decided by the Nomination and Remuneration Committee.
5	Maximum term of options/shares granted.	Options granted under this GPLESOS II 2016 would Vest after One year but not later than Two years from the date of grant of such Options.
6	Source of shares (primary, secondary or combination)	Primary
7	Variation of terms of options/shares	Nil
8	Method used to account for ESOS/ESPS	Intrinsic

Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. - Not Applicable as on the date.

Option movement during the year

S. No.	Particulars	Details
1.	Number of options/shares outstanding at the beginning of the year	7,50,000
2.	Number of options/shares granted during the year	Nil
3.	Number of options forfeited/lapsed during the year*	Nil
4.	Number of options vested during the year	Nil
5.	Number of options exercised during the year	Nil
6.	Number of shares arising as a result of exercise of options	Nil
7.	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Nil
8.	Loan repaid by the Trust during the year from exercise price received	NA
9.	Number of options outstanding at the end of the year	7,50,000
10.	Number of options/Shares exercisable at the end of the year	7,50,000
11.	Weighted-average exercise	NA
12.	Weighted-average fair values	NA
13.	Employee wise details of options granted to	NA
	a. senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015	
	b. Any other employee who receive a grant of options in any one year of option amounting to 5% or more of option granted during the year -	
	c. identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	

A description of the method and significant assumptions used during the year to estimate the fair value of options- Not Applicable as on the date.

ii. Grandeur Employees Stock Purchase Scheme 2017” (“GPL-ESPS 2017”)-

In terms of the scheme company has provided loan of ₹ 61,19,600 to Grandeur Products Limited Employees Welfare Trust (GPL Trust) for acquiring the shares of the Company. And subsequently the Company has issued and allotted 6,11,960 Equity Shares of ₹ 10 each to Grandeur Products Limited Employees Welfare Trust (GPL Trust).

The GPL-ESPS 2017 shall be administered by Grandeur Products Limited Employees Welfare Trust (GPL Trust) under the supervision of the Nomination and Remuneration Committee.

i. Details of the Scheme

S.No.	Description	Grandeur Employees Stock Purchase Scheme 2017” (“GPL-ESPS 2017”)
1.	Date of shareholders’ approval	25th March, 2017
2.	Number of shares issued	7,50,000 (Out of 7,50,000, 6,11,960 Equity Shares has been allotted to Grandeur Products Limited Employees Welfare Trust on 16th July, 2016)
3.	The price at which such shares are issued	The Purchase Price of the shares shall not be less than the face value of the shares and which may such amount as may be determined by the Board of Trustees of the Trust in consultation with the Board of Directors of the Company and the Nomination and Remuneration Committee of the Company.
4.	Lock-in period	The equity shares issued under GPL-ESPS 2017 shall be locked in for a minimum period of one year from the date of allotment as per SEBI Regulations and also as per the provisions of this Scheme.

ii. The following details regarding allotment made under each ESPS, as at the end of the year:

S. No.	Particulars	Details
1.	The details of the number of shares issued under ESPS	7,50,000
2.	The price at which such shares are issued	NA
3.	Employee wise details of options granted to	NA
	a. "senior management" as defined under regulation 16(1) (d) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 -	
	b. Any other employee who receive a grant of options in any one year of option amounting to 5% or more of option granted during the year -	
	c. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of grant-	
4	Consideration received against the issuance of shares, if scheme is implemented directly by the company Not Applicable	Not Applicable
5	Loan repaid by the Trust during the year from exercise price received No Loan repayment has been received yet.	No Loan repayment has been received yet.

* During the year under review, The Nomination and remuneration Committee has approved to grant of 2,00,000 equity shares pursuant to Grandeur Employee Stock Purchase Scheme at a face value of Rs.10/- per share. The shares will be transferred from the Grandeur Employees welfare trust to Mr. Hari Singh Chauhan, Chief Executive officer of the Company periodically based on the performance of the Company commencing from the FY 2024-25 as approved by the Nomination and Remuneration Committee from time to time.

**For and on behalf of Board of Directors of
Tierra Agrotech Limited**

Sd/-
Vijay Kumar Deekonda
Wholetime Director
DIN :06991267

Sd/-
Suryanarayana Simhadri
Director
DIN 01951750

Place: Hyderabad
Date: 15.07.2024

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Schedule V Para C of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations")]

1. Company's philosophy on Code of Governance

"Tierra" is a technology centric agriculture company. The objective is set to develop superior quality hybrid seeds stacked with crop specific important traits that provides significant yield benefit and overall cost advantages to farmers and other stake holders.

Tierra is engaged in research, development, production, processing and commercialization of superior products in major crops like Cotton, Rice, Corn, Mustard, Tomato and Okra.

At Tierra, we have always sought to be a value driven organisation, where our growth and success is directed by our values.

The Company has complied with the norms of governance as provided in Chapter IV and Schedule II of the Listing Regulations during the year under review.

2. Board of Directors**(a) Composition and category of Directors:**

The composition of Board is in consonance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on 31st March, 2024, the Board consists of 6 Members. The Board of directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors with one woman Independent Director.

The details of the Board of directors including their attendance at the meetings of Board and shareholders, directorships / chairmanships / memberships on the Boards /Committees of other Companies and names of the listed entities where the person is a director and the category of directorship as required under Regulation 34 read with schedule V of Listing Regulations are as below:

Attendance of Directors during the Financial Year 2023-24

S.No	Name of the Director	Category	No of Board Meetings		No. of Directorships in other Companies		Chairmanships / memberships in Committees of other public Companies		Attendance of the Last AGM	Name of other Listed entities where he/she is a director and the category of directorship
			Held	Attended	Private	Public	Membership	Chairmanship		
1	Mr. Venkata Krishna Rau Gogineni	Independent - Non Executive Director	10	10	-	1	2	-	Yes	CCL Products (India) Limited - Independent Non-Executive Director
2	Mr. Simhadri Suryanarayana	Independent Non Executive Director	10	10	-	-	-	-	Yes	-
3	Mr. Srinivasa Rao Paturi	Promoter & Non-Executive Director	10	9	2	-	-	-	Yes	-
4	Mr. Jayaram Prasad Munnangi	Promoter & Non-Executive Director	10	2	1	-	-	-	Yes	-
5	Mr. Vijay Kumar Deekonda	Executive Director	10	10	2	-	-	-	Yes	-
6	Ms. Neha Soni	Independent Non -Executive Director	10	10	-	-	-	-	No	-

The Directorships held by Directors in other Companies, as mentioned above are as on 31st March, 2024 and do not include Directorships in Foreign Companies, Companies Registered under Section 8 of the Companies Act, 2013.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees across all the companies in which they are directors. None of the Directors hold office in more than 10 public companies and seven listed Companies. None of the Directors serve as Independent Director in more than seven listed companies nor any of the Whole time director serves as an independent director in more than 3 listed companies.

(b) Number of meetings of the Board of directors held and dates on which held:

The Board met 10 times in the financial year 2023-24 on the following dates, with a gap not exceeding one hundred and twenty days between any two meetings:

01.04.2023	11.04.2023	30.06.2023	05.07.2023	26.07.2023
04.09.2023	10.11.2023	26.12.2023	18.01.2024	06.03.2024/12.03.2024*

*The Board Meeting held on 12.03.2024 was an adjournment of Board meeting held on 06.03.2024

(c) Disclosure of relationships between directors inter-se:

The Directors are not related to each other in terms of the definition of "Relative" under Section 2(77) of the Companies Act, 2013 and Rules framed there under. There are only two Promoter Directors on the Board of the Company who are not related to the other Board members. Hence, there is no inter-se relationship existing between the Directors of the Company.

(d) Number of shares and convertible instruments held by Non-Executive Directors:

Except below mentioned, none of the non-Executive Directors hold any equity shares in the Company:

S.No	Name and designation of the Director	No. of Shares held as on 31.03.2024
1	Mr. Venkata Krishna Rau Gogineni	1,00,000
2	Mr. Simhadri Suryanarayana	25,000
3	Mr. Srinivasa Rao Paturi	5,000
4	Mr. Jayaram Prasad Munnangi	2,00,000

(e) Web link where details of familiarization programmes imparted to Independent directors:

A formal familiarization programme was conducted about the amendments in the Companies Act, 2013, Rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws of the Company.

Periodic presentations are made by Senior Management, Statutory and Internal Auditors at the Board/Committee meetings on business and performance updates of the Company, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc. It is the general practice of the Company to notify the changes in all the applicable laws from time to time to the Board of Directors regularly.

The Company has a familiarization programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. The details of familiarization programs for Independent Directors are posted on the website

of your Company which may be accessed at <https://tierraagrotech.com/wp-content/uploads/2024/04/Details-of-Familiarization-Programme.pdf>

(f) List of core skills/expertise/competencies identified by the board of directors:

The Company requires skills, expertise and competencies in the areas of strategy, finance, accounting, legal and regulatory matters, the environment, sustainability and operations of the Company's businesses to efficiently carry on its core business.

The Board comprises of qualified members who bring in the required skills, expertise and competence as mentioned above which allow them to make effective contributions to the Board and its committees. The members of the Board are committed to ensure that the Company is in compliance with the highest standards of corporate governance.

List of skills / competencies required in relation to business operations	Name of Directors having such skills / competencies
Finance, Management, Administration	1. Mr. Simhadri Suryanarayana 2. Mr. Venkata Krishna Rau Gogineni 3. Mr. Vijay Kumar Deekonda 4. Mr. Srinivasa Rao Paturi
Technical knowledge on operations, Production	1. Mr. Jayaram Prasad Munnangi 2. Mr. Vijay Kumar Deekonda 3. Mr. Sateesh Kumar Puligundla (appointed on May 25, 2024)
Corporate Governance, Strategic Management	1. Mr. Venkata Krishna Rau Gogineni 2. Mr. Simhadri Suryanarayana 3. Mr. Srinivasa Rao Paturi 4. Mr. Vijay Kumar Deekonda 5. Ms. Neha Soni
Marketing and sales	1. Mr. Jayaram Prasad Munnangi 2. Mr. Vijay Kumar Deekonda

The current composition of your Company's Board includes directors with core industry experience and has all the key skills and experience mentioned above.

(g) Confirmation that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management:

The Board of Directors has confirmed that the Independent Directors fulfil the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

(h) During the FY 2023-24, none of the Independent Directors resigned from the Board.

Committees of the Board

Currently, there are four Board Committees – The Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.

The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the Chairman of the respective Committees.

The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below:

3. Audit Committee

The Company has a qualified and Independent Audit Committee comprising of 3 Independent Directors constituted in accordance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee is empowered with the powers as prescribed under the said

Regulation 18 and Section 177 of the Companies Act, 2013. The Committee performs its duties and discharges its responsibilities as per its terms of reference and directions if any, given by the Board from time to time. The Committee comprises of 3 Non-Executive Independent Directors.

(a) Brief description of terms of reference

The terms of reference of the Audit Committee are as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time.

- i. Powers of the Audit Committee includes:
 - To investigate any activity within its terms of reference.
 - To seek information from any employee.
 - To obtain outside legal or other professional advice.
 - To secure attendance of outsiders with relevant expertise, if it considers necessary.
- ii. Role of the Audit Committee includes:
 - ✧ Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible
 - ✧ Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company
 - ✧ Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors
 - ✧ Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement; to be included in the Board's Report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transaction;
 - Modified opinion(s) in the draft audit report
 - ✧ Reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval;
 - ✧ Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the Report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - ✧ Reviewing and monitoring the Auditor's independence & performance, and effectiveness of audit process;

- ✧ Approval 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;
- ✧ Evaluation of internal financial controls and risk management systems;
- ✧ Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- ✧ Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ✧ Discussion with internal auditors of any significant findings and follow up there on;
- ✧ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- ✧ Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- ✧ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- ✧ To review the functioning of the Whistle-Blower mechanism;
- ✧ Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- ✧ Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- ✧ Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- ✧ Authority to investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company.
- ✧ Appointment of registered valuers.
- ✧ Reviewing the reports/ certificates placed before it as mandated by the statutory authorities or as required under policies framed by the Company from time to time.
- ✧ Ascertaining and ensuring that the Company has an adequate and functional vigil mechanism and for ensuring that the interest of a person, who uses such a mechanism, are not prejudicially affected on account of such use, as and when applicable and reviewing the functioning of whistle blower mechanism;
- ✧ Carrying out any other function as may be assigned to it by the board of director from time to time.

(b) Details on composition of the Audit Committee and the attendance by each Member of the Audit Committee

Name of the Director	Category	No. of meetings held during the year	No of meetings attended
Mr. Simhadri Suryanarayana	Chairman	10	10
Mr. Venkata Krishna Rau Gogineni	Member	10	10
Mrs. Neha Soni	Member	10	10

All the recommendations of the Audit Committee have been accepted by the Board of Directors.

All the members of the Audit Committee are financially literate and have expertise in accounting/ financial management.

Mr. Hari Singh Chauhan, Chief Executive Officer of the Company, Mr. Vijay Kumar Deekonda, Chief Financial Officer of the company (till 30.06.2023), Mr. Sheshu Babu Dharla, Chief Financial Officer (30.06.2023 onwards), N. Vanitha Secretarial Auditor of the Company and representatives from M/s. NSVR and Associates LLP, Internal Auditors and M/s. Ramasamy Koteswara Rao and Co LLP, Statutory Auditors are invitees to the meetings of the Audit Committee. The Company Secretary of the Company acts as the Secretary of the said Committee.

(c) Meetings during the year

During the year the Audit Committee met Ten times on the following Dates

01.04.2023	11.04.2023	30.06.2023	05.07.2023	26.07.2023
04.09.2023	10.11.2023	26.12.2023	18.01.2024	06.03.2024/12.03.2024*

*The Audit Committee meeting held on 12.03.2024 was an adjournment of Audit Committee meeting held on 06.03.2024

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been formed in compliance of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013. The Nomination and Remuneration committee consists of 2 Independent Directors and 1 Non Executive Non Independent Director.

(a) Brief description of terms of reference

The terms of reference of the Nomination and Remuneration Committee are as under:

- ✧ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel ("KMP") and other employees;

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- Use the services of an external agencies, if required;
- Consider candidates from a wide range of backgrounds, having due regard to diversity; and
- Consider the time commitments of the candidates.

- ✧ Specification of manner and criteria for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the board or by an independent external agency and review its implementation and compliance.
- ✧ Devising a policy on diversity of board of directors;
- ✧ Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- ✧ Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- ✧ Recommend to the board, all remuneration, in whatever form, payable to senior management.

The Company has adopted a policy relating to the remuneration for Directors, Key Managerial Personnel and other employees of the Company which is disclosed on the website of the Company at <https://tierraagrotech.com/wp-content/uploads/2022/04/Nomination-and-Remuneration.pdf>

(b) Details on composition of the Nomination and Remuneration Committee and the attendance by each Member of the Committee

Name of the Director	Category	No. of meetings held during the year	No of meetings attended
Mr. Simhadri Suryanarayana	Chairman	2	2
Ms. Neha Soni	Member	2	2
Mr. Jayaram Prasad Munnangi	Member	2	0

(c) Meetings during the year

During the year the Committee met twice on June 30, 2023 and March 06, 2024

The main object of this Committee is to identify persons who are qualified to become directors and who may be appointed in senior management of the Company, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance, recommend the remuneration package of both the Executive and the Non-Executive Directors on the Board and also the remuneration of Senior Management, one level below the Board. The Committee reviews the remuneration package payable to Executive Director(s) and recommends to the Board the same and acts in terms of reference of the Board from time to time.

(d) Performance evaluation criteria for Independent Directors

Independent Directors are evaluated based on below mentioned criteria:

- I. their general understanding of the Company's business dynamics
- II. global business and social perspective
- III. professional ethics, integrity and values
- IV. willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively

The Nomination and Remuneration Committee laid down criteria for performance evaluation of all the Directors on the Board and recommended the same for evaluating the performance of each and every Director.

Board evaluates the performance of Independent Directors annually based on their participation at the Board and Committee meetings conducted during the year and the Nomination and Remuneration Committee

recommends the appointment/ re-appointment of the Independent Directors by assessing the role played by them in all the meetings they attended.

5. Stakeholders Relationship Committee

The Stakeholders Relationship Committee has been formed in compliance of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 178 of the Companies Act, 2013.

The Committee comprises of 1 Non-Executive Independent Director, 1 Non-Executive Non Independent Director and 1 Executive Director of the Company. Constitution of Stakeholders Relationship Committee is as below:

Name of the Director	Category	No. of meetings held during the year	No of meetings attended
Mr. Jayaram Prasad Munnangi	Chairman	4	1
Mr. Simhadri Suryanarayana	Member	4	4
Mr. Vijay Kumar Deekonda	Member	4	4

The Committee held Four meetings during the financial year 2023-24. The meetings were held on April 11,2023, July 26, 2023, November 10, 2023 and January 18,2024.

Stakeholders Relationship Committee specifically look into various aspects of interest of shareholders, debenture holders (if any) and other security holders.

The Board has authorised Compliance Officer, to approve share transfers/transmission and comply with other formalities in relation thereto.

All investor complaints, which cannot be settled at the level of the Compliance Officer, will be placed before the Committee for final settlement.

Details of queries/complaints received during the Financial year 2023-24.

A	Name of non-executive director heading the committee	Mr. Jayaram Prasad Munnangi
B	Name and designation of compliance officer	Mrs. Kalidindi Anagha Devi (Company Secretary & Compliance Officer)
C	Number of shareholders' complaints received during the Financial year ended March 31, 2024	Nil
D	Number of complaints not solved to the satisfaction of shareholders as on March 31, 2024	Nil
E	Number of pending complaints as on March 31, 2024	Nil

Terms of reference

The terms of reference of the Stakeholders Relationship Committee are as under:

- ✧ To consider and resolve the grievance of all the security holders related to transfer/ transmission of shares, non-receipts of annual reports and non-receipts of declared dividends, issue of new duplicate certificates, general meetings etc.
- ✧ To review the measures taken for effective exercise of voting rights by shareholders

- ✦ To review the adherence to service standards adopted by the company in respect of various services being rendered by the Share Transfer Agent.
- ✦ To review various measures and initiatives undertaken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- ✦ To review and act upon such other grievances as the Board of Directors delegate to the Committee from time to time.

The Committee, along with the Registrars and Share Transfer Agents of the Company follows the policy of attending to the complaints, if any, within seven days from the date of its receipt.

As mandated by SEBI, the Quarterly Reconciliation of Share Capital Audit, highlighting the reconciliation of total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vis-à-vis the total issued and listed capital is being carried out by a Practising Company Secretary. This Audit confirms that the total issued and paid up capital is in agreement with the total number of shares held in physical and dematerialized form with NSDL and CDSL.

As on 31st March, 2024, 5,59,32,378 Equity Shares of Rs. 10/- each representing 100% of the total no. of shares are in dematerialized form.

6. Risk Management Committee

The Company has in place a Risk Management Committee constituted in accordance with the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 comprising of members in compliance of the said regulations. The Committee performs its duties and discharges its responsibilities as per its terms of reference and directions if any, given by the Board from time to time.

a) Terms of reference

The terms of reference of the Risk Management Committee are as under:

- ✦ To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environmental social and governance related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- ✦ To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- ✦ To co-ordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per framework laid down by the board of directors;
- ✦ To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- ✧ To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
 - ✧ To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
 - ✧ To approve major decisions affecting the risk profile or exposure and give appropriate directions;
 - ✧ To consider the effectiveness of decision-making process in crisis and emergency situations;
 - ✧ To balance risks and opportunities;
 - ✧ To generally, assist the Board in the execution of its responsibility for the governance of risk;
 - ✧ To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
 - ✧ The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee and
 - ✧ Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the SEBI Listing regulations.
- b) The Committee comprises of 1 Non Executive Independent Director, 1 Non-Executive Non Independent Director and 1 Member from the Senior Management of the Company. Constitution of Risk Management Committee is as below:

Name of the Director	Category	No. of meetings held during the year	No of meetings attended
Mr. Paturi Srinivasa Rao	Chairman	2	2
Ms. Neha Soni	Member	2	2
Mr. Parthasarathi Bhattacharya	Member (till 19.07.2023)	2	0 (entitled to attend "0" Meeting)
Mr. Hari Singh Chauhan	Member (appointed on 19.07.2023)	2	2

The Risk Management Committee met Two times during the financial year 2023-24, on July 26, 2023, and January 18, 2024. During the year the Committee has been reconstituted on July 19, 2023

The Company recognises that enterprise risk management is an integral part of good management practice. The purpose of this policy is to articulate our approach and expectations in relation to the management of risk across the organization. Risk Management is an essential element in achieving business goals and deriving benefits from market opportunities. All employees are responsible for managing risk in so far as is reasonably practicable within their area of activity.

7. Particulars of the Senior management including the changes therein since the close of the previous financial year.

Sl	Employee Name	Department	Designation	Date of Joining
1.	Hari Singh Chauhan	Corporate Services	Chief Executive Officer	January 25,2022
2.	Sheshu Babu Dharla	Finance & Accounts	Chief Financial Officer	June 30, 2023
3.	Kalidindi Anagha Devi	Secretarial	Company Secretary & Compliance Officer	October 27, 2022
4.	Channamakkala Hire Mathada Vijayakumar	R & D	Country Lead	January 08, 2018
5.	Rakesh Kumar Arora	R&D	Vice President	July 02, 2018
6.	Dahyabhai Jivrajbhai Bhand	Sales & Marketing – Field Crop	Country Lead	April 02, 2022
7.	V Panduranga Reddy	Supply Chain Managemen	Country Lead	August 11, 2022
Resigned during the Year				
8.	Jai Prakash Mishra	Sales & Marketing – Vegetable Crops	Vice President	Resigned w.e.f April 24, 2023

8. Remuneration of Directors

All pecuniary relationship or transactions of the Non-Executive Directors

Non-Executive Directors including Independent Directors are entitled to payment of sitting fee for the Board and Committee meetings attended by them. Except for the sitting fee for attending the Board and committee meetings the non-executive directors are not entitled to any amount.

(a) Criteria of making payments to Non-Executive Directors

Keeping in view the size, scale and complexity of the Company's operations and the level of involvement of the Non-Executive Directors in the supervision and control of the Company and their guidance for the growth of the Company as members of the Board and also as Chairman or Members of the relevant Committees of the Board, the Board / Shareholders decides that such remuneration/commission should be commensurate with their roles which have undergone significant qualitative changes.

(b) Disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013:

- (i) All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc for the FY 2023-24:

Name of the Non-Executive Director	Sitting Fees Paid for FY 2023-24 in Rs.
Mr. Venkata Krishna Rau Gogineni	1,50,000
Mr. Simhadri Suryanarayana	1,80,000
Mr. Srinivasa Rao Paturi	1,00,000
Ms. Neha Soni	1,70,000
Mr. Jayaram Prasad Munnangi	25,000

Details of salary, commission and other benefits to Executive Directors

Name of the Executive Director	Salary Paid during the year	Perquisites and allowances	Commission as % of profit
Mr. Vijay Kumar Deekonda	Rs. 13,80,000	NA	NA

- (ii) Details of fixed component and performance linked incentives, along with the performance criteria: No Director is paid any fixed component nor performance linked incentives.
- (iii) Service contracts, notice period, severance fees: A separate contract of employment was entered with each of the Executive Directors with terms and conditions of appointment as per the HR Policy of the Company and approved by the Board.
- (iv) Stock option details, if any including issue at a discount as well as the period over which accrued and over which exercisable: The Company has not issued any stock options.

9. General Body Meetings

Annual General Meetings (AGM) for the financial years ended 31st March, 2021 and 31st March, 2022 were held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) and (AGM) for the year ended 31st March, 2023 was held at Registered Office of the Company at Hyderabad, Telangana as detailed below:

Annual General Meeting	Venue	Time & Date	Number of Special Resolutions passed	Details of Special Resolutions
2022-23	1st Floor, Sravana Complex, Kamalapuri Colony Lane, Next to L V Prasad Hospital, Road. No. 2, Banjara Hills, Hyderabad – 500034.	Saturday, 30th September, 2023 at 01.10 PM	1	1. To make investments, give Loans, Guarantees and Security in excess of Limits specified under Section 186 of the Companies Act, 2013.
2021-22	Video Conferencing/ Other Audio Visual Means	Friday, September 30, 2022 at 1.35 P.M	4	1. Appointment of Ms. Neha Soni (DIN:09724152), as an Independent Director of the Company 2. Appointment of Mr. Vijay Kumar Deekonda (DIN: 06991267) as Whole-time Director of the Company. 3. Increase of Borrowing Limits 4. Creation of Charge on Assets of the Company
2020-21	Video Conferencing/ Other Audio Visual Means	Saturday, November 20, 2021 at 9.10 A.M	0	NA

Mrs. N. Vanitha, Practising Company Secretary, conducted the e-voting process (i.e., remote e-voting and voting during the AGM) in connection with the aforementioned AGMs.

During the financial year under review, no resolution was passed through Postal Ballot. Therefore providing details of person who conducted the Postal Ballot exercise does not arise. Also, no special resolution is being proposed through Postal Ballot as on the date of notice calling the Annual General Meeting.

Extraordinary General Meeting:

During the year, the Company has conducted an Extraordinary General Meeting of the Members at 11.00 AM on May 02, 2024 at the registered Office of the Company and passed the following Resolutions:

- i. To increase the authorized Share Capital of the Company (Ordinary Resolution)
- ii. To approve the issue of Equity Shares on preferential basis to selected group of Persons (Special Resolution)

10. Means of communication:

(a) Quarterly results:

The quarterly, half-yearly and annual results of the Company were normally published by the Company in the newspapers within 48 hours from the conclusion of the Board meeting.

Annual reports with audited financial statements are sent to the shareholders through permitted mode.

(b) Newspapers wherein results normally published:

The results are normally published by the Company in the newspapers in English version, circulating in the whole of India and in regional newspaper in the vernacular language in all editions.

(c) Any website, where displayed:

The results are also displayed on the Company's website: www.tierraagrotech.com

(d) Whether it also displays official news releases:

Event based news / press releases are posted on our website and also furnished to the Stock Exchange.

(e) Presentations made to institutional investors or to the analysts: Nil

(f) The company promptly informs Stock Exchange about all the price sensitive information and all such other matters which in our opinion are material and relevant for the shareholders.

(g) The Company's website: www.tierraagrotech.com contains separate section for investors where shareholders information is made available

11. General Shareholder Information

The 11th Annual General Meeting of the company will be held on Wednesday, 14th day of August, 2024 at 10.00 AM through Video Conferencing ("VC")/ Other Audio visual Means ("OAVM") details, please refer to the Notice of this AGM.

- Financial Year : 1st of April, 2023 to 31st of March, 2024.
- Results for the quarter ending
 - 30th June 2024 : 15th July, 2024
 - 30th September 2024 : Fourth week of October, 2024
 - 31st December 2024 : Fourth week of January, 2024
 - 31st March 2025 : Second /Third week of May, 2025
- Record Date : August 07, 2024
- Dividend Payment Date : NA
- Listing on Stock Exchanges : BSE Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street.
Mumbai -400001
- **Stock Code**

Name of the Stock Exchange	Stock Code
BSE Limited	TIERRA
ISIN No. for both NSDL and CDSL	INE05CY01014

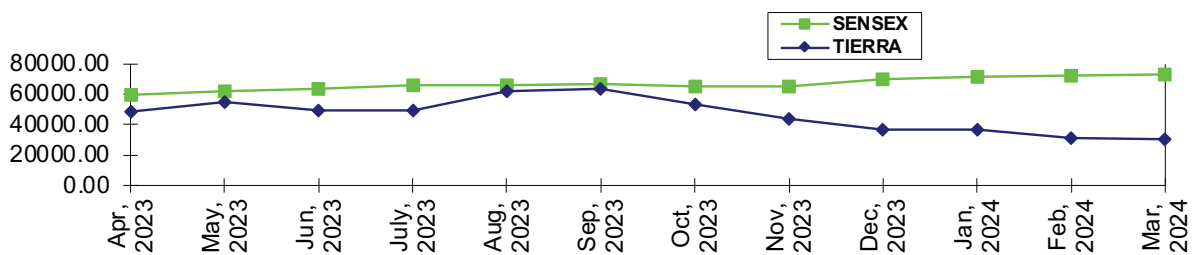
ANNUAL REPORT 2023-2024

The Listing fees for the year 2024-25 has been paid to BSE.

• Market Price Data 2023-24

DATE	BSE		Qty Traded
	High	Low	
April, 2023	133.90	111.00	27,143
May, 2023	164.40	108.70	58,955
June, 2023	136.00	109.80	58,429
July, 2023	129.95	115.85	54,230
August, 2023	195.00	116.05	82,961
September, 2023	184.80	131.60	59,378
October, 2023	145.30	120.10	45,035
November, 2023	127.00	92.80	58,242
December, 2023	103.39	79.95	72,114
January, 2024	100.58	85.01	65,136
February, 2024	94.99	63.02	1,30,182
March, 2024	97.40	54.38	4,53,852

SHARE PERFORMANCE BSE



• Distribution Schedule as on 31st March, 2024

Nominal Value	Holders		Amount	
	Number	% To Total	in Rs	% To Total
Upto - 5000	1357	81.8	889620	0.16
5001 - 10000	75	4.52	650990	0.12
10001 - 20000	43	2.59	667510	0.12
20001 - 30000	20	1.21	521210	0.09
30001 - 40000	8	0.48	279040	0.05
40001 - 50000	9	0.54	435090	0.08
50001 - 100000	29	1.75	2545620	0.46
100001 and above	118	7.11	553334700	98.93
Total	1659	100	559323780	100

• **Categories of Shareholders as on 31st March, 2024:**

S. No	Category of Shareholders	No. of Shares	Percentage
1	Promoter & Promoter Group	68,50,214	12.25
2	Resident Individuals	3,02,19,049	54.03
3	Other Bodies Corporate	74,03,506	13.24
4	NRI / Trusts	1,14,59,609	20.48
	Total	5,59,32,378	100.00

• **Dematerialization of shares and liquidity**

The shares of the Company are under compulsory demat trading. The Company has made necessary arrangements with NSDL and CDSL for demat facility, 100% of the Company's Shares are dematerialised as on 31st March, 2024.

- Securities suspended from trading: Not applicable
- Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/warrants or any other convertible instruments.

- List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad – NA
- Plant Locations / offices: The company operates from various work sites spread across the country and the operations are centralised at the Registered / Head office at 01st Floor, Sravana Complex, Kamalapur Colony, Lane Next to LV Prasad Hospital, Road No -2, Banjara Hills, Hyderabad - 500034.

- Address for Correspondence & any query on Annual Reprt : The Company Secretary
Tierra Agrotech Limited
01st Floor, Sravana Complex, Kamalapur Colony,
Lane Next to LV Prasad Hospital, Road No -2,
Banjara Hills, Hyderabad – 500034 – TG
Ph: 040 – 48506656
Email: cs@tierraagrotech.com
Website: www.tierraagrotech.com

- Registrar and Transfer Agents : Venture Capital and Corporate
Investments Pvt Ltd
"Aurum", Door No.4-50/P-II/57/4F & 5F,
Plot No.57, 4th & 5th Floors,
Jayabheri Enclave Phase – II,
Gachibowli
Hyderabad – 500 032, Telangana, India
E-mail: info@vccipl.com

Contact Person : Mr. E S K Prasad, Chief Executive
Ph: 040 23818475 / 76
Telefax: 040 23868024

- **Share Transfer System:** The Share transfers are effected within 15 days from the date of lodgment for transfer, Transmission sub-division, Consolidation, renewal etc., if the documents are in order in all respects, in line with

Schedule VII to the Listing Regulations and such modified share Certificates are delivered to the shareholders immediately.

- **Compliance Certificate:** Certificate from Mrs. N. Vanitha, Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 is attached to the Directors' Report and forms part of this 11th Annual Report.

- **Secretarial Audit**

- a) Mrs. N. Vanitha, Practicing Company Secretary have conducted a Secretarial Audit of the Company for the year 2023-24. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act and the Rules made there under, SEBI Listing Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Directors' Report.
- b) Pursuant to Regulation 40(9) of the SEBI Listing Regulations, certificates have been issued on a yearly basis, by Mrs. N. Vanitha, Practicing Company Secretary, certifying due compliance of share transfer formalities by the Company.
- c) Mrs. N. Vanitha, Practicing Company Secretary carry out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

12. Other Disclosures

- a. The particulars of transactions between the Company and its related parties are set out at Notes to financial statements. However, these transactions are not likely to have any conflict with the Company's interest.

The Policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company www.tierraagrotech.com.

- b. details of non-compliance by the Company, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.

1. For the Financial Year 2023-24 : Nil

2. For the Financial Year 2022-23

Regulation 33(3) of SEBI (Listing obligations and Disclosure Requirement), 2015–submission of Financial Results for the Period ended, 31st March,2022 without Cash Flow Statement.

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of Practicing Company Secretary	Management Response	Remarks
1	BSE Limited as per Regulation 33(3) of SEBI (Listing obligations and Disclosure Requirement), 2015 and SEBI Standard Operating Procedures Circular	Regulation 33(3) of SEBI (Listing obligations and Disclosure Requirement), 2015	Regulation 33(3) of SEBI (Listing obligations and Disclosure Requirement), 2015 – submission of Financial Results for the Period ended, 31st March, 2022 without Cash Flow Statement.	The Stock exchange i.e. BSE Limited	BSE Limited levied a fine of Rs.53,100 including GST@ 18%)	The Financial Results of the Company for the Financial Year ended 31st March, 2022 have been filed to BSE on 30.05.2022. Inadvertently the company missed filing of the Standalone & Consolidated Cash Flow Statements. Subsequently the Complete set of Financial Results along with the Cash flow Statements were filed on 08th June, 2022	The Company paid a total fine of Rs. 53,100 (including 18% GST). Due intimation of Payment was made thereupon to the BSE Ltd.	The Financial Results of the Company for the Financial year ended 31st March, 2022 has been filed to BSE on 30.05.2022 without Standalone & Consolidated Cash Flow Statements. We have been informed by the Company that the said Non Compliance was occurred inadvertently. Subsequently, the Company filed the Complete set of Financial Statements on 08th June, 2022 and paid the prescribed fine levied by the BSE Limited	The said Non Compliance was committed inadvertently. Subsequently, the Company filed the Complete set of Financial Results on 08th June, 2022 and paid the prescribed fine levied by the BSE Limited	The Company has complied the regulation with payment of fine.

3. For the Financial Year 2021-22

Sr. No.	Compliance Requirement (Regulations, circulars/ guide-lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of Practicing Company Secretary	Management Response	Remarks
1	Regulation 33(3) of SEBI(Listing Obligations and Disclosure Requirements) 2015	Regulation 33(3) of SEBI(Listing Obligations and Disclosure Requirements) 2015	Delay in Compliance to submission of Financial Results for the Period ended 31st March,2021	BSE Limited as per SEBI Standard Operating Procedures	BSE Limited levied a penalty of Rs. 1,18,000	Delay in Compliance to submission of Financial Results for the Period ended 31st March 2021	Rs.1,18,000	The Company Complied the same with a delay of 20 Days	The Company filed the Financial Results of the Company for the Financial Year ended 31st March,2021 with a delay of 20 Days due to delay in finalisation of Accounts. Subsequently the Company paid a fine of Rs.1,18,000	The Company has complied the regulation with payment of fine.

- c. The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees and Directors by giving them direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee.

The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The Whistle Blower Policy of the Company is also posted on the website of the Company www.tierragrotech.com

- d. The Company has complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status of compliance with the discretionary requirements under Regulation 27(1) of SEBI Listing Regulations are as under:

Discretionary Requirements:

Your Company has adopted / complied with the discretionary requirements specified in Part E of Schedule II as detailed below:

- **The Board:** The office of the Non-executive chairperson is maintained by the company at its expense and all the expenses incurred in performance of his duties are reimbursed by the company.

- **Shareholders' rights:** All the quarterly financial results shall be placed on the Company's Website, www.tierraagrotech.com, apart from publishing the same in the Newspapers along and submission to Stock Exchanges, subsequent upon Listing.
- **Modified opinion(s) in audit report:** There are no modified opinions in the Audit Reports
- **Separate posts of chairperson and Whole-time Director or Chief Executive Officer:** Mr. Venkata Krishna Rau Gogineni is the Non-Executive Chairman of the Company whereas Mr. Hari Singh Chauhan is the Chief Executive officer of the Company.
- **Separate posts of chairperson and Managing Director or chief executive officer:** The office of Whole-time Director and that of Chief Executive Officers of the Company are held by different persons
- **Reporting of internal auditor:** The Internal Auditor of the Company reports directly to the Audit Committee
- e. The Company does not have any Material Non-Listed Indian Subsidiary as defined under Regulation 16 of SEBI Listing Regulations. It is, therefore, not required to have an Independent Director of the Company on the Board of such Subsidiary.

The Policy on Material Subsidiaries as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as approved by the Board is uploaded on the website of the Company www.tierraagrotech.com

- f. The Policy on related party transactions as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as approved by the Board is uploaded on the website of the Company www.tierraagrotech.com
- g. Disclosure of commodity price risks and commodity hedging activities- NA
- h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)-

During the year, the Company has raised funds through issue of equity shares on preferential issue basis. The Company has utilised an amount of Rs. 9233.16 lakhs for the purpose of objects mentioned in the notice/private placement offer letter.
- i. 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 has been enclosed as separately to this report.
- j. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year- There are no such instances during the year and the Board considered and accepted the recommendations of all the Committees.
- k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part – Rs.13,10,000 excluding GST
- l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide

protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure. The Company has also constituted an Internal Committee, known as Anti Sexual Harassment Committee to address the concerns and complaints of sexual harassment and to recommend appropriate action.

Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

- m. Disclosure by the listed entity and its subsidiaries of Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount – Nil
- n. Details of material subsidiaries of the listed entity – The Company does not have any material Subsidiary

13. Non-compliance of any requirement of corporate governance report, with reasons thereof:

All the corporate governance requirements are complied with.

14. Disclosures of compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows:

Regulation	Particulars of regulations	Compliance status (Yes/No)
17	Board of directors	Yes
18	Audit committee	Yes
19	Nomination and Remuneration committee	Yes
20	Stakeholders Relationship committee	Yes
21	Risk Management committee	Yes
22	Vigil mechanism	Yes
23	Related party transactions	Yes
24	Corporate Governance requirements with respect to Subsidiary of listed entity	Yes
25	Obligations with respect to Independent directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46(2) (b) to (i)	Website	Yes

• Code of Conduct

The Company has in place a comprehensive Code of Conduct (the Code), pursuant to Regulation 17(5) of Listing Regulations, applicable to all the senior management personnel and directors including independent directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code covers duties of independent directors also gives guidance and support needed for ethical conduct of business and compliance of law.

Further a policy on obligation of directors and senior management personnel for disclosure of committee positions and commercial transactions pursuant to Regulation 26(2) (5) and (6) of Listing Regulation is in place.

All the Directors and senior management confirmed the compliance of code of conduct. The Company has posted the Code of Conduct for Directors and Senior Management on the website of the company at <https://www.tierraagrotech.com/wp-content/uploads/2022/04/Code-of-Conduct-of-Board-of-Directors-and-Senior-Management-Personnel.pdf>

- **Meeting of Independent Directors**

During the year under review, the Independent Directors met on March 29, 2024, inter alia, to discuss: Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole; Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.

Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present at the Meeting.

- **Policy for determining materiality of an event or information and for making disclosures to Stock Exchanges:**

As required under Regulation 30 of the Listing Regulations, the Board of directors of the Company approved the Policy for determining materiality of an event or information and for making disclosures to Stock Exchanges effective from December 1, 2015 and has been hosted on the website of the Company www.tierraagrotech.com

- **Preservation of Documents:**

The Company adopted the policy on preservation of documents in accordance with the Regulation 9 of the Listing Regulations, which was placed on the Website of the Company www.tierraagrotech.com

- **Corporate governance requirements with reference to Subsidiary Companies:**

Your company does not have any material subsidiary as per the SEBI(LODR) Regulations, 2015. However, your company complied all statutory compliances with respect to subsidiary company i.e. Tierra Seed Science Private Limited.

- **Prohibition of Insider trading:**

In compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a Code of Conduct for regulating, monitoring and reporting of trading by insiders. This Code also provides for periodical disclosures from the designated Persons and their immediate Relatives as well as pre-clearance of transactions by such persons as per the thresholds mentioned in the code.

The code is applicable to Designated Persons and their Immediate relatives who are likely or may reasonably be expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism.

- Compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to mandatory requirements and Auditors Certificate on Corporate Governance: As required under SEBI Listing Regulations, the Auditor's Certificate on compliance of the Corporate Governance norms is attached.
- Particulars about Directors proposed for appointment as well as the Directors who retire by rotation and are eligible for re-appointment indicating their shareholding in the Company have been given in the annexure attached to the Notice of the Annual General Meeting.
- The Chief executive officer and Chief Financial Officer have certified to the Board in accordance with Regulation 33(2)(a) of SEBI Listing Regulations pertaining to CEO and CFO certification for the Financial Year ended 31st March, 2024 and the same is annexed herewith.

- Disclosure of certain types of agreements binding listed companies (Information disclosed under clause 5A of paragraph A of Part A of Schedule III of Listing regulations): Not Applicable
- Disclosures with respect to demat suspense account/ unclaimed suspense account:

The Unclaimed Equity Shares are held in the Suspense account of the Company maintained with RLP Securities Ltd., vide Demat Account No. 12043400 00189171

Particulars	No. of Shareholders	No. of Equity Shares of ₹10/-each
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2023	338	8,100
Shareholders who approached the Company for transfer of shares from suspense account during the year	Nil	Nil
Shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2024	338	8,100

The voting rights on the shares outstanding in the suspense account as on March 31, 2024 shall remain frozen till the rightful owner of such shares claims the shares.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

In terms of SEBI (LODR) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the respective Codes of Conduct, as applicable to them for the year ended 31st March, 2024.

For Tierra Agrotech Limited

SD/-
Hari Singh Chauhan
Chief Executive Officer

Place: Hyderabad
Date: 15.07.2024

CEO / CFO Certification

We, Hari Singh Chauhan, Chief Executive Officer and Sheshu Babu Dharla, Chief Financial Officer of the Company to the best of our knowledge and belief, certify that:

- a. We have reviewed the financial statements including cash flow statement (standalone and consolidated) for the financial year ended March 31, 2024 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- d. We have indicated to the auditors and the Audit Committee:
 - i. significant changes in the internal control over financial reporting during the year;
 - ii. significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. that there are no instances of significant fraud of which they have become aware of and involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Tierra Agrotech Limited

SD/-
Hari Singh Chauhan
Chief Executive Officer

SD/-
Sheshu Babu Dharla
Chief Financial Officer

Place: Hyderabad
Date: 25.05.2024

CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members

M/s. Tierra Agrotech Limited

1st Floor, Sravana Complex, Kamalapuri Colony Lane,
Next to L V Prasad Hospital, Road No. 2,
Banjara Hills, Hyderabad - 500034, Telangana

I have examined the compliance of the conditions of Corporate Governance by Tierra Agrotech Limited ('the Company') for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

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

In My opinion and to the best of our information and according to the explanations given to me, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended March 31, 2024.

I further state that such compliance 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

SD/-

CS N. VANITHA

Company Secretary in Practice

ACS No. 26859

CP No. 10573

PEER REVIEW Cer. No. 1890/2022

UDIN:A026859F000746864

Place: Hyderabad

Date: 15.07.2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
[Pursuant to clause (10)(i) of Para C of Schedule V of LODR]

To

The Members

M/s. Tierra Agrotech Limited

1st Floor, Sravana Complex, Kamalapur Colony Lane,
 Next to L V Prasad Hospital, Road No. 2,
 Banjara Hills, Hyderabad - 500034, Telangana

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tierra Agrotech Limited having CIN: L01119TG2013PLC090004 and having registered office at 1st Floor, Sravana Complex, Kamalapur Colony Lane, Next to L.V. Prasad Hospital, Road No. 2, Banjara Hills, Hyderabad - 500034, Telangana (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In 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 ending on March 31, 2024 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	Nature/ Category of Directorship	Director Identification Number (DIN)
1	Mr. Venkata Krishna Rau Gogineni	Non-Executive Independent Director	06775731
2	Mr. Simhadri Suryanarayana	Non-Executive Independent Director	01951750
3	Mr. Srinivasa Rao Paturi	Non-Executive & Non Independent Director	01220158
4	Mr. Jayaram Prasad Munnagi	Non-Executive & Non Independent Director	03034183
5	Mr. Vijay Kumar Deekonda	Whole-time Director	06991267
6	Ms. Neha Soni	Non-Executive Independent Director	09724152

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

SD/-
CS N. VANITHA
Company Secretary in Practice
ACS No. 26859
CP No. 10573
PEER REVIEW Cer. No. 1890/2022
UDIN: A026859F000746853

Place: Hyderabad
 Date: 15.07.2024

INDEPENDENT AUDITOR'S REPORT

To

The Members of TIERRA AGROTECH LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion:

We have audited the accompanying Standalone financial statements of Tierra Agrotech Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024 and 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 financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its loss, total comprehensive income, changes in equity and its cash flows 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) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone 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 made thereunder, 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 obtained by us 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 judgment, were of most significance in our audit of the standalone financial statements of the current period. 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. 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 standalone 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 standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Sl	Key Audit matter	How the matter was addressed in Audit
1	<p>Revenue: Management’s estimate for provisions regarding sales returns and discounts and schemes is critical for the financial statements for the year ended 31 March 2024. This is due to:</p> <ul style="list-style-type: none"> • The complexity and judgment involved in forecasting returns and discount rates. • The significance of these estimates on the reported revenue, which is a key performance measure. • The potential for management bias in estimating provisions. <p>Management bases its estimates on historical data and current market trends. Given the inherent uncertainties and the significant judgment involved, this matter was identified as a key audit matter.</p> <p>Refer Note 1.5, 30 to the Standalone Financial Statements.</p>	<p>Principal Audit procedures: We have performed the following principal audit procedures in relation to revenue recognised:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the Company’s revenue recognition accounting policies in line with Ind AS 115 (“Revenue from Contracts with Customers”). • Understanding and Testing of design and operating effectiveness of Internal controls in place relating to recognition and measurement of sales returns and discount amounts. • Testing of relevant information technology general controls, automated controls, and the related information used in recording and disclosing revenue. • We obtained written representations from management regarding the basis of their estimates and their assessment of the impact of current market conditions. • Performed analytical procedures on current year revenue based on seasonal trends and where appropriate, conducting further enquiries and testing. • Reviewed reasonableness of estimates made by management in respect of sales return of previous year by comparing them with actual returns. • Substantive testing of Sales, sales returns and discounts with the underlying documents on a sample basis. Testing of supporting documentation for sales return transactions recorded during the period closer to the year end and subsequent to year end, including examination of credit notes issued after the year end to determine whether the returns were recognised in respective accounting period.

Information Other than the standalone Financial Statements and Auditor’s Report Thereon

- The Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor’s report(s) thereon. The 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 the 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.

Management’s Responsibility 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 Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions

of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement 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 Responsibility 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 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 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 financial 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the 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 Section 143(3) of the Act, based on our audit 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 Standalone balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of cash Flow 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 Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and based upon the audit procedures performed and the information and explanation given by the management, the provisions of section 197 read with Schedule V to the companies Act is complied by the company.
 - 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 us:
 - i. The Company did not have any impact of pending litigations on its financial position in its 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources of kind of funds) by the company to or in any other person(s), 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 identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person, 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; and
 - c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-cause (a) and (b) contain any material misstatement
 - v. No dividend has been declared or paid during the year by the company.
 - i) Based on our examination which included test checks, except for the instances mentioned below, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Ramasamy Koteswara Rao and Co LLP,
Chartered Accountants
Firm Registration Number: 010396S/S200084

Place: Hyderabad
Date: May 25, 2024

(Murali Krishna Reddy Telluri)
Partner
(Membership No. 223022)
UDIN: 24223022BKARMW1945

**Annexure-A to the Independent Auditors' Report
(Referred to in paragraph under heading "Report on other legal and regulatory requirements" of our Report to the Members of "Tierra Agrotech Limited" for the year ended March 31, 2024)**

On the basis of such checks as we considered appropriate and according to the information and explanation provided to us during the course of our audit, we report that;

- i. In respect to Company's Property, Plant and Equipment and Intangible assets.
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, Plant and Equipment and relevant details of right -of-use assets.
 - (B) The company has maintained proper records showing full particulars of intangible assets.
 - (b) The Property, Plant and Equipment were physically verified during the year by the Management in accordance with programme of verification, which, in our opinion, provides for physical verification at reasonable intervals.
 - (c) The Company does not have any immovable properties and hence reporting under clause (i) (c) of the Order is not applicable.
 - d) The company has not revalued any of its Property, Plant and Equipment (including Right -of -use assets) and intangible assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2024 for holding any benami property under the Benami Transactions (prohibition), Act,1988 (as amended in 2016) and rules made thereunder.
- ii.
 - a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
 - b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements, book debt statements, credit monitoring arrangement reports, statements on ageing analysis of the debtors/other receivables, and other stipulated financial information) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.
- iii. The Company has made investments in, provided guarantee and granted unsecured loans to companies during the year, in respect of which:
 - a) The Company has provided unsecured loans during the year and details of which are given below:

(Amount in Lakhs unless specified otherwise)

Particulars	Loans
A. Aggregate amount granted / provided during the year:	
- Subsidiaries	Nil
- Joint Venture	33.02
B. Balance outstanding as at balance sheet date in	
respect of above cases:	
- Subsidiaries	Nil
Joint Venture	138.23

- b) The terms and conditions of the grant of all the above-mentioned loans during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- c) The Company has granted loans are payable on demand. During the year the Company has not demanded such loan. Having regard to the fact that the repayment of principal or payment of interest has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular.
- d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- e) None of the loans granted by the Company have fallen due during the year.
- f) The Company has granted Loans which are repayable on demand.

(Amount in Lakhs unless specified otherwise)

Particulars	All Parties	Promoters	Related Parties
Aggregate of loans			
- Repayable on demand (A)	138.23	-	138.23
- Agreement does not specify any terms or period (B)	-	-	-
Total (A+B)	138.23	-	138.23

- iv. In our opinion and according to the information and explanations given to us and based on the audit procedures performed, the company has not granted/ advanced any loans to directors during the year, hence provisions of section 185 of The Act is not applicable. The company has complied with provisions of section 186.
- v. The Company has neither accepted any deposits from the public nor accepted any which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause (vi) of the order is not applicable to the Company.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income- Tax, Duty of Customs, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2024 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, Goods and Service Tax outstanding on account of dispute.
- viii. 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. Accordingly, the requirement to report on clause (viii) of the Order is not applicable to the company.

- ix. a) According to the information and explanation given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanation given to us, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- d) According to the information and explanation given to us and overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, loans taken from any entity or person during the year or any unutilised funds as at the beginning of the year of the funds raised through borrowings in the previous year are not for to meet the obligations of its subsidiaries, associates.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies and hence reporting on clause (ix)(f) of the Order is not applicable.
- x. a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence the reporting under clause 3(x)(a) of the order is not applicable.
- b) The Company has made preferential allotment of shares during the year. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, prima facie, applied by the Company during the year for the purposes for which the funds were raised, other than temporary deployment pending application. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.
- xi. a) According to the information and explanations given by the management, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) According to the information and explanations given by the management, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- xii. In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period March 2024 in determining the nature, timing and extent of our audit procedures. .

- xv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with its directors. Hence provisions of section 192 of Companies Act, 2013 are not applicable to the company.
- xvi. (a) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Hence reporting under clause 3(xvi) (a), (b) and (c) of the order is not applicable.
- (b) According to the information and explanations given by the management, there is no core investment company within the group (as defined in the core investment companies (reserve bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the order is not applicable.
- xvii. The Company has incurred Rs.1,011.97 lakhs cash losses in the financial year covered by our audit but had incurred cash losses amounting to Rs.3,588.88 lakhs in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the company during the year.
- xix. On the basis of financial ratios as per note 50 ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the board of directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of the balance sheet 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 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 Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For Ramasamy Koteswara Rao and Co LLP,
Chartered Accountants
Firm Registration Number: 010396S/S200084

Place: Hyderabad
Date: May 25, 2024

(Murali Krishna Reddy Telluri)
Partner
(Membership No. 223022
UDIN: 24223022BKARMW1945

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE
STANDALONE FINANCIAL STATEMENTS OF TIERRA AGROTECH LIMITED****Report on the Internal Financial Controls under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To the Members of Tierra Agrotech Limited

We have audited the internal financial controls over financial reporting of Tierra Agrotech Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 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 Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Ramasamy Koteswara Rao and Co LLP,
Chartered Accountants
Firm Registration Number: 010396S/S200084

Place: Hyderabad
Date: May 25, 2024

Murali Krishna Reddy Telluri
Partner
(Membership No. 223022
UDIN: 24223022BKARMW1945

ANNUAL REPORT 2023-2024

STATEMENT OF STANDALONE AUDITED BALANCE SHEET AS AT MARCH 31, 2024

(All amounts are in Lakhs unless otherwise stated)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
Assets			
I Non-Current Assets			
(a) Property, Plant and Equipment	2	208.07	101.24
(b) Right of Use Asset	3	28.47	58.07
(c) Capital work in progress	4	-	110.00
(d) Goodwill	5	1,446.08	1,446.08
(e) Other Intangible assets	5	3,893.75	3,809.51
(f) Product under Development	6	190.39	380.78
(g) Financial Assets			
(i) Investments	7	1,653.01	1,653.01
(ii) Loans and advances	8	210.40	137.21
(iii) Other Financial Assets	9	48.55	54.23
(h) Deferred tax Asset (Net)	10	1,893.60	1,607.00
Total Non-Current Assets		9,572.32	9,357.15
Current Assets			
(a) Inventories	11	4,135.55	3,797.53
(b) Financial Assets			
i) Trade Receivables	12	1,896.90	2,234.56
ii) Cash and cash equivalents	13	182.93	278.27
iii) Bank Balance other than (ii) above	14	362.93	332.93
iv) Other Financial Assets	15	59.03	18.98
(c) Current Tax Assets (net)	16	44.89	25.28
(d) Other current assets	17	458.07	477.59
Total Current Assets		7,140.30	7,165.13
Total Assets		16,712.62	16,522.30
II EQUITY AND LIABILITIES			
Equity			
(a) Share Capital	18	5,593.24	2,515.52
(b) Other Equity	19	4,712.43	-499.48
Total Equity		10,305.66	2,016.04
Liabilities			
Non - current liabilities:			
(a) Financial Liabilities			
i) Borrowings	20	5.90	3,631.49
(b) Provisions	21	67.37	65.11
(c) Lease Liabilities	22	0.99	35.91
(d) Other non-Current liabilities	23	403.86	872.98
Total Non-Current Liabilities		478.12	4,605.49
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	783.98	5,492.15
(ii) Trade payables			
(a) Total Outstanding dues of Micro and Small Enterprises	25	122.64	112.69
(b) Total Outstanding dues other than Micro and Small Enterprises	25	1,997.73	2,066.97
(b) Lease Liabilities	26	32.20	35.61
(c) Other financial liabilities	27	220.14	169.00
(d) Provisions	28	173.35	288.06
(e) Other Current Liabilities	29	2,598.79	1,736.28
Total Current liabilities		5,928.84	9,900.74
Total Equity and Liabilities		16,712.62	16,522.30

The notes form an integral part of these financial statements 1 to 53

As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP

Chartered Accountants

Firm Registration Number :010396S/S200084

Sd/-

Murali Krishna Reddy Telluri

Partner

M No. 223022

Place: Hyderabad

Date: 25.05.2024

For and on behalf of Board of Directors of

Tierra Agrotech Limited

Sd/

Vijay Kumar Deekonda

Whole Time Director

DIN :06991267

Sd/-

Hari Singh Chauhan

Chief Executive Officer

Sd/-

Suryanarayana Simhadri

Independent Director

DIN 01951750

Sd/-

Sheshu Babu Dharla

Chief Financial Officer

Sd/-

Kalidindi Anagha Devi

Company Secretary & Compliance Officer

ANNUAL REPORT 2023-2024

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31 MARCH 2024

(All amount are in Lakhs unless otherwise stated)

Particulars	Note No	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
I. Revenue from operations	30	6,714.37	6,011.46
II. Other income	31	457.60	58.58
III. Total Income (I + II)		7,171.97	6,070.04
IV. Expenses:			
Purchases and Direct Expenses	32	4,740.46	4,050.56
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	33	(338.02)	1,303.27
Employee benefits expense	34	1,737.01	1,591.12
Finance costs	35	225.39	1,143.54
Depreciation and amortization expense	36	114.32	78.28
Other expenses	37	1,859.88	1,570.43
Total Expenses (IV)		8,339.03	9,737.20
V. Profit before exceptional items and tax (III-IV)		(1,167.06)	(3,667.16)
VI. Exceptional items		-	-
VII. Profit before tax (V - VI)		(1,167.06)	(3,667.16)
X Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(286.26)	(976.20)
(3) MAT Credit Entitlement		-	-
XI Profit (Loss) for the period from continuing operations (VII-VIII)		(880.80)	(2,690.96)
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit (Loss) for the period (XI + XIV)		(880.80)	(2,690.96)
XVI Other Comprehensive Income			
(i) Items that will not be reclassified to profit and Loss		(1.31)	(15.06)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.34	3.79
(iii) Income relating to items that will be reclassified to profit or loss		-	-
(iv) Income tax relating to items that will be reclassified to profit or loss		-	-
Total other comprehensive income/(loss), net of taxes		(0.97)	(11.27)
XVII "Total Comprehensive Income for the period (XV+XVI)		(881.77)	(2,702.23)
Earnings per equity share:(of Face Value of Rs.10 Each)			
(1) Basic Earnings Per Share (in Rs.)		(1.69)	(10.70)
(2) Diluted Earnings Per Share (in Rs.)		(1.69)	(10.70)

The notes form an integral part of these financial statements 1 to 53

As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP

Chartered Accountants

Firm Registration Number :010396S/S200084

Sd/-

Murali Krishna Reddy Telluri

Partner

M No. 223022

Place: Hyderabad

Date: 25.05.2024

For and on behalf of Board of Directors of

Tierra Agrotech Limited

Sd/

Vijay Kumar Deekonda

Whole Time Director

DIN :06991267

Sd/-

Hari Singh Chauhan

Chief Executive Officer

Sd/-

Suryanarayana Simhadri

Independent Director

DIN 01951750

Sd/-

Sheshu Babu Dharla

Chief Financial Officer

Sd/-

Kalidindi Anagha Devi

Company Secretary & Compliance Officer

ANNUAL REPORT 2023-2024

STATEMENT OF STANDLALONE AUDITED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024

(Amount in Lakhs unless specified otherwise)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
A. Cash Flows From Operating Activities:		
Net profit before taxation, and exceptional items	(1,167.06)	(3,667.16)
Adjusted for :		
Interest debited to P&L A/c	212.95	1,126.52
Interest on Lease	4.33	6.81
Interest on Fixed Deposit	(28.87)	(14.04)
Creditors Balances Written back	(59.01)	(32.19)
Gratuity and Leave encashment provision	45.00	35.58
Provision for Expected Credit Losses	70.13	88.48
Interest income on Rental deposits	(0.67)	-
Assets Written off	9.26	-
Security deposits written off	8.73	-
Advances written off	7.99	-
Profit on sale of Intangible asset	(335.85)	-
Depreciation and amortization expense	114.32	78.28
Operating profits before working capital changes	(1,118.75)	(2,377.71)
Changes in current assets and liabilities		
Decrease /(Increase) in Inventories	(338.02)	1,303.27
Decrease/(Increase)Trade Receivables	267.53	127.08
(Increase)/ Decrease in Other Current assets and Financial Assets	(89.72)	(160.24)
Decrease/(Increase) in Other non-Current Financial Assets	(2.38)	19.83
Increase/ (Decrease) in Trade Payables	(0.28)	327.59
Increase/ (Decrease) in Other Financial Liabilities	50.47	2.02
(Decrease)/ Increase in Provisions	(158.65)	(80.83)
Increase/(Decrease) in Other Current Liabilities	862.52	260.29
Increase/(Decrease) in Other Non current Liabilities	22.16	28.89
Cash generated from operations	(505.12)	(549.80)
Income tax paid	(19.61)	(2.14)
Net cash generated from (used in) operating activities	(524.73)	(547.66)
B. Cash Flows From Investing Activities:		
Payment for Purchase of PPE CWIP (Net of sale proceeds)	(38.64)	(87.18)
Proceeds received from sale of Intangible asset	389.83	-
Product Development Expenditure	-	(76.84)
Receipt against loans and advances given to Wholly owned subsidiary	-	1,101.90
Loans and advances	(73.18)	-
Interest Received on Fixed Deposits	28.87	14.04
Net cash from (used in) investing activities	306.87	951.91
C. Cash Flows From Financing Activities:		
Proceeds from issue of shares on preferential allotment	9,233.16	-
Receipt/(Repayment) of Borrowings	(7,293.09)	2,508.12
Interest paid on Loans and others	(212.95)	(1,126.52)
Interest Paid on Lease Liabilities	(4.33)	(6.81)
Payment Towards Reduction of Lease Liability	(38.32)	(27.12)
Net cash from (used in) financing activities	1,684.47	1,347.67
D. Net increase / (decrease) in cash and cash equivalents	1,466.61	1,751.93
E. Cash and cash equivalents at the beginning of the year	(953.96)	(2,705.89)
F. Cash and cash equivalents at the end of the year	512.66	(953.96)
Cash & Cash Equivalents comprise:		
Cash in Hand	-	0.25
Balance with Banks	111.09	278.02
In Fixed Deposits with original maturity Less than 3 months	71.84	-
Cash and cash Equivalents (Ref Note 13)	182.93	278.27
'Fixed Deposits with original maturity More than 3 months & Less than 12 months	362.93	332.93
Bank Overdrafts repayable on demands	(33.21)	(1,565.15)
Total Cash & Cash Equivalents :	512.66	(953.96)

The notes form an integral part of these financial statements 1 to 53

As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP

Chartered Accountants

Firm Registration Number :010396S/S200084

Sd/-

Murali Krishna Reddy Telluri

Partner

M No. 223022

Place: Hyderabad

Date: 25.05.2024

For and on behalf of Board of Directors of

Sd/ **Tierra Agrotech Limited** Sd/-

Vijay Kumar Deekonda

Whole Time Director

DIN :06991267

Sd/-

Hari Singh Chauhan

Chief Executive Officer

Suryanarayana Simhadri

Independent Director

DIN 01951750

Sd/-

Sheshu Babu Dharla

Chief Financial Officer

Sd/-

Kalidindi Anagha Devi

Company Secretary & Compliance Officer

Statement of Changes in Equity

(All amounts in Lakhs unless otherwise stated)

(a) Equity Share Capital

Particulars	Number of shares	Amount
As at 01 April 2022	2,51,55,165	2,515.52
Issued during the year	-	-
Redeemed/transferred during the year	-	-
As at 31 March 2023	2,51,55,165	2,515.52
Issued during the year	3,07,77,213	3,077.72
Redeemed/transferred during the year	-	-
As at 31 March 2024	5,59,32,378	5,593.24

(b) Other equity

Particulars	Securities Premium	Other items in other comprehensive income	Retained Earnings	Treasury shares	Total
Balance as at 01st April 2022	3,549.25	-9.72	-1,336.78	-	2,202.75
Profit for the year	-	-	-2,690.96	-	-2,690.96
Re-measurement of defined benefit plans	-	-11.27	-	-	-11.27
Balance as at 31st March 2023	3,549.25	-21.00	-4,027.73	-	-499.48
Profit for the year	-	-	-880.80	-	-880.80
Re-measurement of defined benefit plans	-	-0.97	-	-	-0.97
Issue of equity shares	6,155.44	-	-	-	6,155.44
Purchase of own equity shares	-	-	-	-61.20	-61.20
ESOP Trust reserve	-	-	-0.57	-	-0.57
Balance as at 31st March 2024	9,704.69	-21.96	-4,909.11	-61.20	4,712.43

The notes form an integral part of these financial statements 1 to 53

As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP

Chartered Accountants

Firm Registration Number :010396S/S200084

Murali Krishna Reddy Telluri

Partner

M No. 223022

Date: 25-05-2024

Place: Hyderabad

For and on behalf of Board of Directors of

Tierra Agrotech Limited

Sd/-

Vijay Kumar Deekonda

Wholesale Director

DIN :06991267

Sd/-

Hari Singh Chauhan

Chief Executive Officer

Sd/-
Suryanarayana Simhadri

Independent Director

DIN :01951750

Sd/-

Sheshu Babu Dharla

Chief Financial Officer

Kalidindi Anagha Devi

Company Secretary & Compliance Officer

Corporate information

"Tierra Agrotech Limited ('the company') (formerly known as Tierra Agrotech Private Limited) is in the business of Seed Research, Production, Processing and Marketing of Seeds and related products. The Company was incorporated on 13th September 2013 in Hyderabad. The National Company Law Tribunal Bench at Hyderabad vide order dated 12.11.2021 sanctioned the scheme of amalgamation of Grandeur Products Limited (Holding Company - Transferor Company) with Tierra Agrotech Private Limited (Subsidiary Company - Transferee Company) with effect from the appointed date i.e., 01.04.2021 and consequent to the amalgamation and upon scheme becoming effective, the name of the Company has been changed from Tierra Agrotech Private Limited to Tierra Agrotech Limited. The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The Equity Shares of the Company are listed on Bombay Stock Exchange of India Ltd (BSE) in India on 27th May 2022.

The standalone financial statements for the year ended 31 March 2024, are approved by the Board of Directors and authorized for issue on 25 May 2024.

1. Significant Accounting Policies

1.1 Basis of preparation of financial statements

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under Section 133 of Companies Act, 2013, (the 'Act') and presentation requirements of Division II of Schedule III to the Companies Act, 2013,

(Ind AS compliant schedule III), as applicable and other relevant provisions of the Act. The standalone financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the standalone financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

1.2 Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest lakhs except share data or as otherwise stated.

1.3 Basis of measurement

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

- Certain financial assets and liabilities: Measured at fair value
- Net defined benefit (asset)/ liability: Fair value of plan assets less present value of defined benefit obligations
- Borrowings: Amortized cost using effective interest rate method

Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the standalone financial statements is included in the following notes:

- Note 1.14 - lease classification.
- Note 1.14 - leases: whether an arrangement contains a lease and lease classification

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 1.12 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 1.19 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and
- Note 1.17 – impairment of financial assets;
- Note 1.7 - determining an asset's expected useful life and the expected residual value at the end of its life

Measurement of fair values

Accounting policies and disclosures require measurement of fair value for both financial and non-financial assets. 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 is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

to the entire measurement. The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

1.4 Current and non-current classification:

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets

An asset is classified as a current when it is:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is expected to be realized within twelve months from the reporting date;
- it is held primarily for the purposes of being traded; or
- 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 dates.

Liabilities

A liability is classified as a current when:

- It expects to settle the liability in its normal operating cycle;
- it is due to be settled within twelve months from the reporting date;
- it is held primarily for the purposes of being traded;
- the Company does not have an unconditional right to defer settlement of liability for at least twelve months from the reporting date.

All other liabilities are classified as non-current.

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

Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and realization in cash or cash equivalents. The Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

1.5 Revenue recognition**1.5.1 Sale of goods:**

Revenue is recognized when the company satisfies a performance obligation by transferring a promised good or service to its customers. The company considers the terms of the contract and its customary business practices to determine the transaction price. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset. Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives / discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

The Company recognizes provision for sales return, based on the Management estimate, measured on net basis of the margin of the sale. Therefore, Trade receivables are disclosed at net off provision for sales for the products expected to be returned.

The company classifies the right to consideration in exchange for goods as a receivable and is presented net of impairment in the Balance Sheet

1.5.2 Interest Income:

Interest Income is recognized on an accrual basis.

Interest income

Interest Income mainly comprises of interest on fixed deposits, Deposits against Bank Overdraft with banks. Interest income should be recorded using the effective interest rate (EIR). However, Over draft are purely current in nature, hence effective interest rate has not been applied. Interest is recognized using the time-proportion method, based on rates implicit in the transactions.

1.6 Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition, construction or production of an asset which necessarily take a substantial period of time to get ready for their intended use or sale are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**1.7 Property, plant and equipment & Capital work-in-progress
Recognition and measurement**

The items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment loss, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs (Present Value) of dismantling and removing the item and restoring the site on which it is located. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred. If an item of property, plant and equipment is purchased with deferred credit period from supplier, such asset is recorded at its cash price equivalent value.

Capital work in progress

Capital work-in-progress is recognized at cost, net of accumulated impairment loss, if any. It comprises of property, plant and equipment that are not yet ready for their intended use at the reporting date.

1.8 Depreciation and Goodwill

Depreciation is provided on the Written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The useful lives of assets are periodically reviewed and re-determined and the unamortized depreciable amount is charged over the remaining useful life of such assets. Assets costing Rs. 5,000/- and below are depreciated over a period of one year.

1.9 Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment if any. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

During the year the company has not provided any amount amortization of intangible assets.

The estimated useful lives of intangible asset are as follows:

Type of Asset	Useful life
Germplasm	Indefinite Life
Plant Variety	Over the validity period
Trade Marks	Over the validity period
License Fee	Over the validity period

1.10 Inventories

Inventories comprise of Unprocessed seeds, Processed Seeds, and finished goods. Inventories are valued at the lower of cost or the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Average basis. Cost includes all charges in bringing the goods to their present location and condition and receiving charges. The inventories are valued at, Cost or NRV whichever is lower.

1.11 Foreign Currency Transactions

The company translates all foreign currency transactions at Exchange Rates prevailing on the date of transactions. Exchange rate differences resulting from foreign exchange transactions settled during the year are recognized as income or expenses in the period in which they arise. Monetary current assets and monetary current liabilities that are denominated in foreign currency are translated at the exchange rate prevalent at the date of the balance sheet. The resulting difference is also recorded in the profit and loss account.

1.12 Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured on an undiscounted basis at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme and other funds. Obligations for contributions to defined

contribution plans are recognized as an employee benefit expense in statement of profit and loss in the periods during which the related services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The liability or asset recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

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 benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income.

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 recognized immediately in profit or loss as past service cost.

Termination benefits

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

Other long-term employee benefits

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

1.13 Taxes on Income

Taxes comprises Current Tax, Deferred tax and MAT credit. It is recognized in profit or loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Current tax

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

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and considers whether it is probable that a taxation authority will accept an uncertain tax treatment.

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

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and
- temporary differences related to investments in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

Deferred tax assets are recognized for deductible temporary differences, the carry forwards of unused tax credits and unused tax losses. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available.

Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized

or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax (MAT) Credit

Minimum alternate tax (MAT) credit is recognized in accordance with tax laws in India as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the MAT credit at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is

no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.14 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.

Company as a Lessor:

Leases for which the Company is a lessor are classified as a finance or operating lease. Whenever the terms of a lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Rental income from operating leases is recognized on straight line basis over the term of relevant lease.

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 recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.

In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Right of use asset: The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment

whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

Lease Liability: The Company measures the lease liability at present value of the future lease payments at the commencement date of the lease. 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. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The company recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of buildings, 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 recognized as expense on a straight-line basis over the lease term.

1.15 Earning Per Share (EPS)

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period excluding the treasury shares in accordance with Ind AS 33 Earnings per share.

Diluted earnings per share is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equities shares outstanding for the effects of all dilutive potential equity shares.

1.16 Investments in subsidiaries

Investments representing equity interest in subsidiaries carried at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

1.17 Impairment of financial instruments

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost and trade receivables. At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired.

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the

expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's

historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

1.18 Impairment of non-financial assets

The Company assess at each reporting date whether there is any indication that the carrying amount from non-financial assets may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognized if the carrying amount of an asset or Cash generating unit (CGU) exceeds its estimated recoverable amount in the statement of profit and loss. Goodwill is tested annually for impairment. For the purpose of impairment testing, goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

1.19 Provisions and Contingent Liabilities

A Provision is recognized if, as a result of past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the present obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.20 Financial Instruments

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

Initial Recognition

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Subsequent Measurement

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved both by collection contractual cash flows on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding and selling financial assets.

Financial assets at fair value through Profit and Loss

Financial assets are measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs that are directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognized in statement of profit and loss.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or Fair Value Through Profit and Loss Account (FVTPL). A financial liability is classified as at FVTPL if it is classified as held for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on derecognition is also recognized in statement of profit and loss.

1.21 Investment in Subsidiaries

Investment in Subsidiaries is carried at cost

De-recognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition as per Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.22 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Bank overdrafts and Cash Credit that are repayable on demand and form an integral part of our cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

1.23 Research and Development Costs (Product Development):

Research expenditure is recognized as an expense when it is incurred. Development expenditure on an individual project is recognized 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 product.
- 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.

Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

1.24 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

1.25 Recent pronouncements:

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. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

the accompanying notes are an integral part of these financial statements

As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP

Chartered Accountants

Firm Registration Number :010396S/S200084

Sd/-

Murali Krishna Reddy Telluri

Partner

M No. 223022

Place: Hyderabad

Date: 25.05.2024

**For and on behalf of Board of Directors of
Tierra Agrotech Limited**

Sd/

Vijay Kumar Deekonda

Wholetime Director

DIN :06991267

Sd/-

Hari Singh Chauhan

Chief Executive Officer

Sd/-

Suryanarayana Simhadri

Independent Director

DIN 01951750

Sd/-

Sheshu Babu Dharla

Chief Financial Officer

Sd/-

Kalidindi Anagha Devi

Company Secretary & Compliance Officer

Note No. 2
Property, Plant and Equipment

(All amounts in Lakhs unless otherwise stated)

Particulars	Computer and Data processing Units	Furniture And Fixtures	Office Equipment	Plant And Machinery	Vehicles	Total
Cost						
As at 01 April 2022	52.81	7.90	38.23	84.40	23.39	206.73
Additions during the year	12.49	1.09	15.79	15.58	-	44.96
Disposals/adjustments	-	-	-	-	-	-
As at 31 March 2023	65.30	8.99	54.02	99.98	23.39	251.70
Additions during the year	17.60	110.02	6.45	14.90	-	148.97
Impairment Loss	-	0.13	2.65	0.98	-	3.76
Disposals/adjustments	4.07	-	-	-	-	4.07
As at 31 March 2024	78.83	118.89	57.82	113.90	23.39	392.84
Accumulated Depreciation						
As at 01 April 2022	46.91	2.62	25.78	39.85	0.42	115.58
For the Year	8.08	1.47	9.18	8.97	7.18	34.87
Disposals/adjustments	-	-	-	-	-	-
As at 31 March 2023	54.99	4.09	34.96	48.82	7.60	150.45
For the Year	9.72	3.61	9.00	11.10	7.37	40.80
Impairment Loss	-	0.11	2.18	0.47	-	2.75
Disposals/adjustments	3.74	-	-	-	-	3.74
As at 31 March 2024	60.97	7.59	41.78	59.46	14.96	184.77
Carrying Amount						
As at 31 March 2023	10.32	4.91	19.06	51.16	15.80	101.24
As at 31 March 2024	17.86	111.30	16.04	54.44	8.43	208.07

Note 3. Right-of-use assets

Particulars	Right-of-use assets	Total
Cost		
As at 01 April 2022	60.72	60.72
Additions during the year	42.22	42.22
Disposals/adjustments	-	-
As at 31 March 2023	102.95	102.95
Additions during the year		-
Disposals/adjustments	-	-
As at 31 March 2024	102.95	102.95
Accumulated Depreciation		
As at 01 April 2022	8.09	8.09
For the Year	36.78	36.78
Disposals/adjustments	-	-
As at 31 March 2023	44.87	44.87
For the Year	29.60	29.60
Disposals/adjustments	-	-
As at 31 March 2024	74.47	74.47
Carrying Amount		
As at 31 March 2023	58.07	58.07
As at 31 March 2024	28.47	28.47

* Right to use of assets is comprise of finance lease on buildings

Note 4.Capital work- in progress

Particulars	Furniture	Total
Carrying Amount		
As at 01 April 2022	110.00	110.00
Additions during the year	-	-
Capitalisation to PPE	-	-
Disposals/adjustments	-	-
As at 31 March 2023	110.00	110.00
Additions during the year	-	-
Capitalisation to PPE	110.00	110.00
Disposals/adjustments	-	-
As at 31 March 2024	-	-

For Capital work-in-progress ageing schedule refer Note 52 (vi)

Note 5. Other Intangible Assets and Goodwill

Particulars	Goodwill on merger	Germ plasm**	Licence Fee	Plant Variety	Trademarks	Total
Cost	-	-	-	-	-	-
As at 01 April 2022	1,446.08	3,447.35	66.32	89.56	212.91	5,262.23
Additions during the year	-	-	-	-	-	-
Disposals/adjustments	-	-	-	-	-	-
As at 31 March 2023	1,446.08	3,447.35	66.32	89.56	212.91	5,262.23
Additions during the year	-	-	-	190.39	-	190.39
Disposals/adjustments	-	53.98	-	-	-	53.98
Impairment Loss	-	-	10.32	-	-	10.32
As at 31 March 2024	1,446.08	3,393.37	56.00	279.95	212.91	5,388.32
Accumulated Amortization						
As at 01 April 2022	-	-	-	-	-	-
For the Year	-	-	6.63	-	-	6.63
Disposals/adjustments	-	-	-	-	-	-
As at 31 March 2023	-	-	6.63	-	-	6.63
For the Year	-	-	6.63	10.40	26.88	43.92
Disposals/adjustments	-	-	-	-	-	-
Impairment Loss	-	-	2.06	-	-	2.06
As at 31 March 2024	-	-	11.20	10.40	26.88	48.49
Carrying Amount						
As at 31 March 2023	1,446.08	3,447.35	59.69	89.56	212.91	5,255.60
As at 31 March 2024	1,446.08	3,393.37	44.80	269.55	186.03	5,339.83

Footnotes :

*During the FY 2019-20, the company has accounted for Goodwill on Xylem Acquisition from PHI Seeds Private Limited and recognised goodwill of Rs.1145.81 lakhs and remaining goodwill has accounted for business combination based on fair value of the identified assets, liabilities and contingent liabilities as on date of acquisition of Grandeur products limited and recognised goodwill of Rs.300.27 lakhs. The recoverable amount of Cash Generating Unit "CGU" was based on its value in use determined by discounting the future cash flows. The recoverable amount was determined to be higher than its carrying amount of CGU.

Note 6. Product under development

Particulars	Project in Progress	Total
Carrying Amount		
As at 01 April 2022	303.93	303.93
Additions during the year	76.84	76.84
Less: Capitalisation to Intangible Assets	-	-
As at 31 March 2023	380.78	380.78
Additions during the year	190.39	-
Less: Capitalisation to Intangible Assets		190.39
As at 31 March 2024	190.39	190.39

For Product under development ageing schedule refer note 52 (vii)

Note 7

Investments (Non current)

(All amounts in Lakhs unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
Unquoted Instruments:		
Investments in Equity Instruments *		
Tierra Seed Science Private Limited (Wholly Owned Subsidiary) - Holding 20,61,856 shares and face value of Rs 10 each fully paid up.	1,578.95	1,578.95
Tidas Agrotech Private Limited (Joint Venture holding 50% share)	74.07	74.07
Total	1,653.01	1,653.01

*Investment are valued at cost as in accordance to information available it is the fair value/ amortised cost.

Note 8

Loans and Advances (Unsecured, considered good)

Particulars	As at 31 March 2024	As at 31 March 2023
Unsecured Loans to Related Parties		
(i) Tidas Agrotech Private Limited	138.23	105.21
(ii) Tierra Seed Science Private Limited	40.17	-
(b) Other Loans and Advances	32.00	32.00
Total	210.40	137.21

Note 9

Other Financial Assets (Non-Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Security Deposits	32.13	40.19
Gratuity Fund	16.42	14.04
Total	48.55	54.23

Note 10

Deferred tax Asset (Net)

Particulars	As at 31 March 2024	As at 31 March 2023
Deferred tax Asset on account of Property Plant and Equipment	-40.89	6.44
Deferred tax asset on Account of Carried forward Losses	1,822.29	1,524.40
Deferred tax asset on Account of Leases	1.23	3.38
Deferred tax asset on Account of Employee Benefit Obligations	28.77	26.06
Deferred tax asset on Account of MAT Credit Entitlement	41.58	46.72
Deferred tax Asset on Provisions	40.63	-
Total	1,893.60	1,607.00

Note: Refer Note 38 for further details.

Note 11

Inventories (at lower of cost and net realisable value)

Particulars	As at 31 March 2024	As at 31 March 2023
Packing Material	296.86	374.86
Seeds	3,838.69	3,422.67
Total	4,135.55	3,797.53

Note 12

Trade Receivables

Particulars	As at 31 March 2024	As at 31 March 2023
Unsecured, considered good		
Trade Receivable	2,085.59	2,444.30
Less: Allowance for credit impaired receivables	156.26	88.48
Less: Provision for expected Sales returns	32.43	121.25
Total	1,896.90	2,234.56

Note:

- i) Trade Receivables are Non Interest Bearing
- ii) Refer note 47 for Trade Receivables ageing schedule

Note 13

Cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023
Cash In Hand	0.00	0.25
Balances with banks:		
In Current Account	83.81	278.02
in Overdraft Account	27.27	-
In Fixed Deposits with original maturity Less than 3 months	71.84	-
Total	182.93	278.27

Note 14

Bank Balance other than (ii) above

Particulars	As at 31 March 2024	As at 31 March 2023
Earmarked balances with banks*		
Fixed Deposits with original maturity More than 3 months & Less than 12 months	362.93	332.93
Total	362.93	332.93

*Footnotes:

- "i) All Fixed deposits were kept with Scheduled banks only.
- ii) Earmarked balances as at March 31, 2024 Rs.362.93/- lakhs is held as security in relation to repayment of borrowings."

Note 15

Other Financial Assets (current)

Particulars	As at 31 March 2024	As at 31 March 2023
Interest accrued on fixed deposits with bank	10.56	18.98
Deposit with Regulatory/Statutory Authority	48.47	-
Total	59.03	18.98

Note 16

Current Tax Assets (Net)

Particulars	As at 31 March 2024	As at 31 March 2023
TDS and TCS Receivable	44.89	25.28
Total	44.89	25.28

Note 17

Other Current Assets

Particulars	As at 31 March 2024	As at 31 March 2023
Prepaid Expenses	24.93	40.88
Unsecured, Considered good:		
Other Advances	35.10	147.30
Advances to Suppliers	398.03	289.40
Total	458.07	477.59

Note 18

Equity Share Capital

(All amount in lakhs unless otherwise stated)

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Authorised 8,00,00,000 Equity Shares of Rs.10/- each	8,00,00,000	8,000.00	4,71,50,000	4,715.00
Total	8,00,00,000	8,000.00	4,71,50,000	4,715.00
Issued, Subscribed & Paid Up 5,59,32,378 Equity Shares of Rs.10/- Each	5,59,32,378	5,593.24	2,51,55,165	2,515.52
Total	5,59,32,378	5,593.24	2,51,55,165	2,515.52

(iii) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Re.10/- each. Each equity share holder is entitled to one vote per equity share held.

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.

Reconciliation of number of shares outstanding for the period

Particulars	As at 31st March 2024		As at 31st March 2023	
	In Number	Amount (Rs.)	In Number	Amount (Rs.)
Shares outstanding at the beginning of the year	2,51,55,165	2,515.52	2,51,55,165	2,515.52
Shares Issued during the year (Preferential allotment)	3,07,77,213	3,077.72	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,59,32,378	5,593.24	2,51,55,165	2,515.52

Shares held by Promoters at the end of the Year

Promoter Name	As at 31 March 2024		As at 31st March 2023	
	No of shares held	% of total shares	No of shares held	% of total share
Surinder Kumar Tikoo	2,25,000	0.40%	2,25,000	0.89%
Suresh Atluri	26,52,377	4.74%	26,52,377	10.54%
Parthsarathi Bhattacharya	10,00,000	1.79%	10,00,000	3.98%
Paturi Srinivasa Rao	5,000	0.01%	5,000	0.02%
Jayaramaprasad Munnangi	2,00,000	0.36%	2,00,000	0.80%
Nalluri Sai Charan	1,00,000	0.18%	1,00,000	0.40%
Satish Kumar Tondapu	11,86,901	2.12%	11,86,901	4.72%
Sailaja M	14,70,936	2.63%	14,70,936	5.85%
Visweswara Rao K	10,000	0.02%	10,000	0.04%
Total	68,50,214	12.25%	68,50,214	27.23%

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(Amount in Lakhs unless specified otherwise)

Particulars of Share Holders Holding more than 5% shares during the period

Particulars	As at 31st March 2024		As at 31st March 2023		% Change during the year
	In Number	Amount (Rs.)	In Number	Amount (Rs.)	
Suresh Atluri	26,52,377	4.74%	26,52,377	10.54%	-5.80%
Ajitha Challa	1,22,02,000	21.82%	-	0.00%	21.82%
KRG Polychem Private Limited	18,75,000	3.35%	18,75,000	7.45%	-4.10%
Adhbutham Business Solutions Private Limited	18,05,000	3.23%	18,05,000	7.18%	-3.95%
Ramakrishna Prasad Kanuri	19,05,524	3.41%	17,49,006	6.95%	-3.54%
Sailaja M	14,70,936	2.63%	14,70,936	5.85%	-3.22%
Bikkasani Puranachander Rao	13,33,333	2.38%	13,33,333	5.30%	-2.92%
Tota	2,32,44,170	41.56%	1,08,85,652	43.27%	-1.72%

Note 19 Other Equiry

Particulars	Note No	As at 31 March 2024	As at 31 March 2023
Securities Premium	19.1	9,704.69	3,549.25
Retained Earnings	19.2	(4,909.11)	(4,027.73)
Treasury Shares	19.3	(61.20)	-
Other Comprehensive Income	19.4	(21.96)	(21.00)
Total		4,712.43	(499.48)

19.1 Securities Premium

Particulars	As at 31 March 2024	As at 31 March 2023
Opening Balance	3,549.25	3,549.25
Add: Issue of equity shares	6,155.44	-
Closing balance	9,704.69	3,549.25

Amount received on issue of shares in excess of the face value has been classified as securities premium. This reserve will be utilised in accordance with provisions of Section 52 of the Companies Act, 2013.

19.2 Retained earnings

Particulars	As at 31 March 2024	As at 31 March 2023
Opening Balance	(4,027.73)	(1,336.78)
Add: Profit for the year	(880.80)	(2,690.96)
Add: ESOP Trust Reserve	(0.57)	-
Closing balance	(4,909.11)	(4,027.73)

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

19.3 Treasury Shares

(Amount in Lakhs unless specified otherwise)

Particulars	As at 31 March 2024	As at 31 March 2023
Opening Balance	-	-
Add: Purchase of treasury shares	(61.20)	-
Less: Issue of treasury shares	-	-
Closing balance	(61.20)	-

The reserve for shares of the Company held by the Grandeur Products Limited Employees Welfare Trust (ESOP Trust). The Company has issued employees stock option scheme for its employees. The shares of the Company have been purchased and held by ESOP Trust to issue and allot to employees at the time of exercise of ESOP by Employees.

19.4 Other Comprehensive Income

Particulars	As at 31 March 2024	As at 31 March 2023
Opening Balance	(21.00)	(9.72)
Add: Additions during the year	(0.97)	(11.27)
Closing balance	(21.96)	(21.00)

Other Comprehensive Income (OCI) represents the amount recognised in other equity consequent to remeasurement of Defined Benefit Plan

Note 20

Borrowings (Non Current)

Particulars	As at 31 March 2024	As at 31 March 2023
(a) Secured (at amortized cost)		
Vehicle loans from banks		
i) HDFC Bank	5.90	10.97
(b) Unsecured Loans (at amortised Cost)		
i) Loans from NBFC/Others	0.00	3,620.52
Total	5.90	3,631.49

Details of borrowings:

(i) Borrowings mentioned in (a) are secured by the hypothecation of respective vehicles for which loans are availed.

Note: Current Maturities of non-current borrowings amount of Rs.5.07 have been disclosed under the head Borrowings (Current) (Refer note: 24)

Note 21

Provisions (Non Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for Gratuity	40.35	39.87
Provision For Leave Encashment	27.02	25.24
Total	67.37	65.11

Note: Refer Note No.40 for more details

Note 22

Lease Liabilities-(Non Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Lease Liabilities- amortised Cost	0.99	35.91
Total	0.99	35.91

Note 23

Other non-Current liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Security Deposits	403.86	381.70
Aditya Birla Finance Ltd	-	491.28
Total	403.86	872.98

Note 24

Borrowings (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
a).Secured Loans from Banks		
Repayable on Demand		
ii) CC account forming part of Cash and Cash equivalents	109.61	486.97
ii) OD account forming part of Cash and Cash equivalents	33.21	578.18
iii) Kotak Short Term Loans	0.00	500.00
iv) HDFC Term Loan (ECLGS Scheme)	21.90	79.95
v) Kotak Term Loan (ECLGS Scheme)	36.44	139.88
vi) Current Maturities of Vehicle Loans	5.07	4.93
b) Debentures		
i) Ande Pratap Reddy	0.00	405.07
ii) A Shakuntala Devi	0.00	505.73
c) Unsecured Loans from Related Parties		
i) Munnangi Jayaram Prasad	0.00	351.10
ii) B Mohan Krishna	0.00	795.78
iii) Paturi Srinivasa Rao	0.00	107.52
iii) Tierra Seed Science Private Limited	571.60	571.60
d) Unsecured loans from others		
i) Helical Tubes & Ducts Pvt Ltd	0.00	60.00
ii) Jyoti Bio Energy Limited	0.00	473.68
iii) Challa Kodanda Ram	0.00	104.38
iv) Karafa Products Private Limited	0.00	212.70
v) Prasad Seeds Private Limited	0.00	37.67
vi) Other Loans	6.16	77.00
Total	783.98	5,492.15

Details of borrowings:

(1) Cash Credit (CC), Overdraft (OD) and Others mentioned in (a) amounting to Rs. 136.58 lakhs (31 March 2023: Rs. 571.86) were obtained from HDFC Bank Remaining amount mentioned in (a) amounting to Rs. 69.65 lakhs (31 March 2023: Rs. 1218.06) obtained from Kotak Bank are respectively are secured by way of:

(a). Primary Security:

(i). The loan from HDFC Bank is primary secured against stock less than 180 days book debts and personal guarantee given by Mr. Ch. Rajendra Prasad and Mr. Suresh Atluri and fixed deposit along with pledge of equity shares.

(ii). The loan from Kotak Mahindra Bank is pari passu first charge on all existing and future current assets/ moveable fixed assets along with HDFC bank under MBA.

(b). Collateral Security:

i). Pledge 34,50,439 No's equity shares.

(c). Guarantees: Personal guarantees of

i). Mr. Suresh Atluri

ii). Mr. Surinder Tikoo

iii). Mr. PS Battacharya

iv) Mr. Challa Rajendra Prasad.

Note 25

Trade Payables

Particulars	As at 31 March 2024	As at 31 March 2023
(a) Outstanding dues to micro enterprises and small enterprises	122.64	112.69
(b) Outstanding dues to creditors other than micro and small enterprises	1,997.73	2,066.97
Total	2,120.37	2,179.66

Note: Refer note 45 for trade payable ageing schedule

Note 26

Lease Liabilities (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Current maturities of Lease Liabilities-amortised Cost	32.20	35.61
Total	32.20	35.61

Note 27

Other Financial Liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Salaries Payable	7.13	5.76
Sitting Fees	1.22	1.00
Organizer Commission	0.00	44.57
Bonus and incentives	88.46	9.36
Interest accrued	1.38	15.33
Other Expenses Payables	121.95	92.98
Total	220.14	169.00

Note No 28
Provisions(Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for Income Tax	0.00	4.67
Provision for Discounts	131.36	229.93
Provision for Gratuity (Refer Note No.40)	17.29	28.87
Provision For Leave Encashment (Refer Note No.40)	24.69	24.60
Total	173.35	288.06

Note 29
Other Current Liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for Audit Fees	11.43	9.66
Provident fund payable	14.59	15.25
ESI Payable	0.16	0.31
TDS & TCS Payable	25.60	43.82
Professional Tax Payable	0.37	0.38
Advance received from Customers	2,535.54	1,662.05
GST Payable	11.10	4.81
Total	2,598.79	1,736.28

Note 30

(Amount in Lakhs unless specified otherwise)

Revenue from operations

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Sale of Products	7,741.64	7,518.09
Less: BP Discount	1,027.27	1,506.63
Total	6,714.37	6,011.46

Note 31
Other Income

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Interest Income on bank deposits carried at amortised cost	28.87	14.04
Profit on sale of intangible assets	335.85	-
Creditor Balances Written Back	59.01	32.19
Interest income on security deposits carried at amortised cost	0.67	1.07
Employee Notice Period Recovery	16.72	4.80
Interest Income On Gratuity Fund	1.24	6.49
Other Income	15.25	-
Total	457.60	58.58

Note 32
Purchases and Direct Expenses

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Packing Material & Other Purchases	374.67	418.51
Purchase of Seeds	3,677.99	3,160.96
Logistic Expenses	297.55	301.00
Production Expenses	390.25	170.09
Total	4,740.46	4,050.56

Note 33
Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Packing Material	374.86	322.01
Seeds	3,422.67	4,778.80
Sub Total (a)	3,797.53	5,100.80
Closing Stock:		
Packing Material	296.86	374.86
Seeds	3,838.69	3,422.67
Sub Total (b)	4,135.55	3,797.53
Total (a-b)	-338.02	1,303.27

Note 34

(Amount in Lakhs unless specified otherwise)

Employee Benefit Expenses

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Salaries, Wages & Bonus	1,551.92	1,417.12
Staff welfare expenses	7.73	2.68
ESI Contribution	2.03	3.16
Provident Fund & PF Admin	92.66	90.73
Insurance	32.37	36.54
Gratuity	17.69	20.66
Leave encashment	27.31	14.92
Director's Sitting Fee	5.31	5.30
Total	1,737.01	1,591.12

Note 35
Finance cost

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Interest on Loan	205.05	1,070.43
Interest Paid to Others	7.90	56.08
Interest on MSME Creditors	0.17	0.96
Interest on Lease Liabilities	4.33	6.81
Bank charges	4.04	1.56
Loan Processing charges	3.90	7.69
Total	225.39	1,143.54

Note 36
Depreciation and Amortisation Expense

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
a) Depreciation and Amortisation	84.72	41.50
b) Depreciation on Right-of-use assets	29.60	36.78
Total	114.32	78.28

Note 37

(Amount in Lakhs unless specified otherwise)

Other Expenses

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Audit Fee (Refer Note: 37.1)	12.10	7.00
Professional Charges	98.67	90.99
Internet Hosting Charges	4.64	1.47
Telephone Charges	1.65	1.29
Stock Insurance	1.78	-
Field Assistant Expenses	171.49	142.34
Field Day Expenses	4.80	3.89
Travelling Expenses	404.60	372.35
Internal Audit Fees	6.00	6.00
Sales and Marketing Expenses	189.65	159.05
Conveyance Expenses	2.60	5.73
Books & Periodicals	0.07	0.04
Rent	2.40	3.03
Rates & Taxes	92.38	55.05
Computer Mainatance	30.84	13.53
Printing & Stationery	8.63	3.40
Office Expenses	20.78	29.35
Expected Credit Losses	70.13	88.48
Advances writtenoff	7.99	-
R&D Expenses	685.07	574.47
Postage & Courier	4.98	4.45
Other Expenses	10.15	8.02
Dismantling Charges	0.00	-
Filing Fee	0.35	-
Registraton Charges	0.06	-
Listing Fees	10.09	0.50
Assets Written off	9.26	-
Security Deposits Written off	8.73	-
Total	1,859.88	1,570.43

Note 37.1
Audit Fees

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
(a) For statutory audit	6.25	6.25
(b) For Tax Audit	0.75	0.75
(c) Certification charges	5.10	-
Total	12.10	7.00

Note 38. Income Tax

The major components of income tax expenses for the year ended 31 March 2024 and 31 March 2023 are as follows:

Profit or loss section	31 March 2024	31 March 2023
Current tax expense	-	-
Adjustment of tax relating to earlier periods	-	-
MAT credit utilisation	-	-
Deferred tax	(286.26)	(976.20)
Total income tax expense recognised in Statement of Profit and Loss	(286.26)	(976.20)

OCI section	31 March 2024	31 March 2023
Tax Effect on OCI items	(0.34)	(3.79)
Income tax charged to OCI	(0.34)	(3.79)

(a) The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	31 March 2024	31 March 2023
Profit before tax	(1,167.06)	(3,667.16)
Enacted income tax rate in India	25.17%	25.17%
Computed expected tax expense	(293.75)	(923.02)
Add/(Less): Tax effect on account of:		
Items which are not tax deductible for computing taxable income	28.98	(22.27)
Adjustments for prior periods	-	-
Effect of items which are not taxable for computing taxable income	-	-
Others	(21.49)	(30.91)
Income tax expense recognised in the Statement of Profit and Loss	(286.26)	(976.21)

Deferred tax	31 March 2024	31 March 2023
Deferred tax asset/(liability) (net)	1,852.02	1,560.28
MAT credit entitlement	41.58	46.72
Deferred tax asset (net)	1,893.60	1,607.00

(b) Deferred tax (liabilities)/assets (net) as at 31 March 2024, as detailed below reflect the quantum of tax liabilities/(assets) accrued up to 31 March 2024

2023-24	Opening balance	Recognised in Statement of profit and loss	Recognised in other comprehensive income	MAT Credit availed / (utilization)	Closing balance
Deferred tax (liabilities) / assets in relation to:					
MAT credit	46.72	-5.15	-	-	41.58
Timing difference on:	-	-	-	-	-
-Property, plant and equipment	6.44	-47.34	-	-	-40.89
-Carried forward losses	1,524.40	297.89	-	-	1,822.29
-Right of use assets	3.38	-2.16	-	-	1.23
-Remeasurement of defined benefit plans	26.06	2.38	0.34	-	28.77
-On account of Provisions	-	40.63	-	-	40.63
Deferred tax (liabilities) / assets (Net)	1,607.00	286.26	0.34	-	1,893.60

(c) Deferred tax (liabilities)/assets (net) as at 31 March 2023, as detailed below reflect the quantum of tax liabilities/(assets) accrued up to 31 March 2023

2022-23	Opening balance	Recognised in Statement of profit and loss	Recognised in other comprehensive income	MAT Credit availed / (utilization)	Closing balance
Deferred tax (liabilities) / assets in relation to:					
MAT credit	46.72	-	-	-	46.72
Timing difference on:	-	-	-	-	-
-Property, plant and equipment	4.35	2.09	-	-	6.44
-Carried forward losses	601.51	922.89	-	-	1,524.40
-Right of use assets	-	3.38	-	-	3.38
-Remeasurement of defined benefit plans	-0.67	22.93	3.79	-	26.06
-on account of Investments	-24.91	24.91	-	-	-
Deferred tax (liabilities) / assets (Net)	627.00	976.20	3.79	-	1,607.00

Note 39. Earnings Per Equity Share :

(All amounts in Lakhs unless otherwise stated)

"Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the holding Company by the weighted average number of Equity shares outstanding during the year excluding the treasury shares as per Ind AS 33 Earnings per share.

Diluted earnings per share is calculated by dividing the profit/(loss) attributable to equity holders (after adjusting for interest on the Compulsory convertible debentures) by the weighted average number of equity shares outstanding during the period/year the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Particulars	For the Year Ended 31 March 2024	For the Year Ended 31 March 2023
Profit attributable to equity shareholders	-880.80	-2,690.96
No of Equity shares Outstanding	5,59,32,378	2,51,55,165
Weighted average number of equity shares for Basic EPS (Nos.)	5,20,12,776	2,51,55,165
Effect of dilutive equivalent Potential Equity shares if any	-	-
Weighted average number of equity shares for dilutive EPS (Nos.)	5,20,12,776	2,51,55,165
Face value per equity share (Rs.)	10.00	10.00
Basic Earnings Per share (Face Value of Rs 10 each)	-1.69	-10.70
Diluted Earnings Per share (Face Value of Rs 10 each).	-1.69	-10.70

Note 40. Retirement Benefit Obligations

A. Expense recognised for Defined contribution plan

Particulars	For the Year Ended 31 March 2024	For the Year Ended 31 March 2023
Company's contribution to Provident Fund	84.33	90.73
Company's contribution to ESI	2.03	3.16

B. Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognised in the standalone Balance Sheet as at March 31, 2024 and March 31, 2023, being the respective measurement dates:

I. Change in Defined Benefit Obligation

Particulars	Gratuity		Leave Encashment(Unfunded)	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
Defined Benefit Obligation at the beginning	68.74	48.60	49.84	46.94
Current Service Cost	13.65	18.74	14.99	11.86
Past Service Cost	-	-	-	-
(Gain) / Loss on settlements	-	-	-	-
Interest Expense	4.03	2.91	2.79	3.06
Benefit Payments from Plan Assets	-	-	-	-
Benefit Payments from Employer	(30.09)	(17.84)	(25.43)	(10.35)
Settlement Payments from Plan Assets	-	-	-	-
Settlement Payments from Employer	-	-	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer	-	-	-	-
Increase / (Decrease) due to Plan combination	-	-	-	-
Remeasurements - Due to Demographic Assumptions	(1.29)	0.80	(0.32)	0.17
Remeasurements - Due to Financial Assumptions	0.37	(0.25)	(0.23)	(0.14)
Remeasurements - Due to Experience Adjustments	2.22	15.79	9.62	(1.71)
Defined Benefit Obligation at the end	57.65	68.74	51.71	49.84
Discount Rate	7.23%	7.51%	7.23%	7.51%
Salary Escalation Rate	10.00%	10.00%	10.00%	10.00%

II. Change in Defined Benefit Cost

Particulars	Gratuity		Leave Encashment(Unfunded)	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
Current Service Cost	13.65	18.74	14.99	11.86
Past Service Cost	-	-	-	-
(Gain) / Loss on Settlements	-	-	-	-
Reimbursement Service Cost	-	-	-	-
Total Service Cost	13.65	18.74	14.99	11.86
Interest Expense on DBO	4.03	2.91	2.79	3.06
Interest (Income) on Plan Assets	(1.10)	(0.99)	-	-
Interest (Income) on Reimbursement Rights	-	-	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-	-	-
Total Net Interest Cost	2.94	1.92	2.79	3.06
Reimbursement of Other Long Term Benefits	-	-	-	-
Defined Benefit Cost included in P & L	16.58	20.66	17.78	14.92
Remeasurements - Due to Demographic Assumptions	(1.29)	0.80	(0.32)	0.17
Remeasurements - Due to Financial Assumptions	0.37	(0.25)	0.23	(0.14)
Remeasurements - Due to Experience Adjustments	2.22	15.79	9.62	(1.71)
(Return) on Plan Assets (Excluding Interest Income)	(0.14)	0.41	-	-
(Return) on Reimbursement Rights	-	-	-	-
Changes in Asset Ceiling / Onerous Liability	-	-	-	-
Total Remeasurements in OCI	1.17	16.75	9.53	(1.69)
Total Defined Benefit Cost recognized in P&L and OCI	17.75	37.41	27.31	13.24
Discount Rate	7.23%	7.51%	7.23%	7.51%
Salary Escalation Rate	10.00%	10.00%	10.00%	10.00%

III. Change in Fair Value of Plan Assets

Particulars	Gratuity		Leave Encashment(Unfunded)	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
Fair Value of Plan Assets at the beginning	14.04	13.46	-	-
Interest Income	1.10	0.99	-	-
Employer Contributions	1.14	-	-	-
Employer Direct Benefit Payments	30.09	17.84	25.43	10.35
Employer Direct Settlement Payments	-	-	-	-
Benefit Payments from Plan Assets	-	-	-	-
Benefit Payments from Employer	(30.09)	(17.84)	(25.43)	(10.35)
Settlement Payments from Plan Assets	-	-	-	-
Settlement Payments from Employer	-	-	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-	-	-
Increase / (Decrease) due to Plan combination	-	-	-	-
Remeasurements - Return on Assets (Excluding Interest Income)	0.14	(0.41)	-	-
Fair Value of Plan Assets at the end	16.42	14.04	-	-

Weighted Average Asset Allocations at end of current period

Particulars	Gratuity		Leave Encashment(Unfunded)	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
Equities	0%	0%	0%	0%
Bonds	0%	0%	0%	0%
Gilts	0%	0%	0%	0%
Insurance Policies	100%	100%	0%	0%
Total	100%	100%	0%	0%

IV. Amounts recognized in the Statement of Financial Position

Particulars	Gratuity		Leave Encashment(Unfunded)	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
Defined Benefit Obligation	57.65	68.74	51.71	49.84
Fair Value of Plan Assets	16.42	14.04	-	-
Funded Status	41.22	54.70	51.71	49.84
Effect of Asset Ceiling / Onerous Liability	-	-	-	-
Net Defined Benefit Liability / (Asset)	41.22	54.70	51.71	49.84
Of which, Short term Liability	17.29	28.87	24.69	24.60

V. Net Defined Benefit Liability / (Asset) reconciliation

Particulars	Gratuity		Leave Encashment(Unfunded)	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
Net Defined Benefit Liability / (Asset) at the beginning	54.70	35.13	49.84	46.95
Defined Benefit Cost included in P & L	16.58	20.66	17.78	14.92
Total Remeasurements included in OCI	1.17	16.75	9.53	(1.69)
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-	-	-
Amount recognized due to Plan Combinations	-	-	-	-
Employer Contributions	(1.14)	-	-	-
Employer Direct Benefit Payments	(30.09)	(17.84)	(25.43)	(10.35)
Employer Direct Settlement Payments	-	-	-	-
Credit to Reimbursements	-	-	-	-
Net Defined Benefit Liability / (Asset) at the end	41.22	54.70	51.71	49.84

VI. Experience Adjustments on Present Value of DBO and Plan Assets

Particulars	Gratuity		Leave Encashment(Unfunded)	
	31/03/2024	31/03/2023	31/03/2024	31/03/2023
(Gain) / Loss on Plan Liabilities	2.22	15.79	9.62	(1.71)
% of Opening Plan Liabilities	3.23%	32.50%	19.31%	-3.65%
Gain / (Loss) on Plan Assets	0.14	-0.41	-	-
% of Opening Plan Assets	0.99%	3.02%	-	-

VII. Sensitivity Analysis Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

Scenario	Gratuity		Leave Encashment(Unfunded)	
	Percentage Change	DBO	Percentage Change	DBO
Under Base Scenario	0.00%	57,64,547	0.0%	51,71,480
Salary Escalation - Up by 1%	2.91%	59,32,069	2.2%	52,86,537
Salary Escalation - Down by 1%	-2.81%	56,02,685	-2.2%	50,59,508
Withdrawal Rates - Up by 1%	-0.56%	57,32,100	-0.2%	51,63,661
Withdrawal Rates - Down by 1%	0.58%	57,97,958	0.2%	51,79,624
Discount Rates - Up by 1%	-2.27%	56,33,957	-1.5%	50,92,548
Discount Rates - Down by 1%	2.39%	59,02,497	1.6%	52,54,495

VIII. Bifurcation of Present Value of Obligations at the end of the valuation period as per Schedule III of the Companies Act, 2013

Particulars	Gratuity		Leave Encashment(Unfunded)	
	As At 31/03/2024	As At 31/03/2023	As At 31/03/2024	As At 31/03/2023
Current Liabilities	17.29	28.87	24.69	24.60
Non-current Liabilities	40.35	39.87	27.02	25.24

41. Contingencies and Commitments:

Claims against the company acknowledged as debts

- i) On account of Direct tax matter* - Rs. Nil (31 march 2023 :Nil)
- ii) Other claims#

In the ordinary course of business, the Company faces claims and assertions by various parties. The Company assesses such claims and assertions and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

#Claims

There are various claims against the Company, the majority of which pertain to government body investigations with regards to regulatory compliances (Regulation of Supply, Distribution, Sale and fixation of Sale Price Act, Essential Commodities Act, Andhra Pradesh Cotton Seeds Act) for seed sampling failure and consumer complaints under the consumer protection Act 1986 & 2019 regarding with this matter the amount of possible liability is not ascertainable based on the opinion given by the management accordingly the same has disclosed in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

42.Related Party Transactions

a)Following is the list of related parties and their relationships

Sl No	Name of the Related Party	Nature of Relationship
1	Tierra Seed Science Private Limited	Wholly Owned Subsidiary
2	Tidas Agrotech Private Limited	Joint Venture
3	Vijay Kumar Deekonda	Whole Time Director *
4	Sridevi Dasari	Independent Director (Till 02-09-2022)
5	Srinivasa Rao Paturi	Non Executive & Non Independent Director
6	Suryanarayana Simhadri	Independent Director
7	Bandi Mohan Krishna	Non Executive & Non Independent Director (Till 16-03-2023)
8	Venkata Krishna Rau Gogineni	Chairman & Independent Director
9	Munnangi Jayaram Prasad	Non Executive & Non Independent Director
10	Neha Soni	Independent Director
11	Hari Singh Chauhan	Chief Executive Officer
12	Sheshu Babu Dharla	Chief Financial Officer (30-06-2023)
13	Haripriya	Company Secretary (Till 27-10-2022)
14	K Anagha Devi	Company Secretary (w.e.f 27-10-2022)

* Resigned as Chief Financial Officer on 30-06-2023.

b). Related party transactions for the year are as follows:

Sl No	Name of the Related Party	Nature of Relationship	Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
1	Tierra Seed Science Private Limited	Wholly Owned Subsidiary	Loans & Advances Given Loans & Advances Repaid / Received	- 40.17	126.50 1,800.00
2	Tidas Agrotech Private Limited	Joint Venture	Advance to subsidiary company Loans/Advances Given	0.25 33.01	0.65 30.87
3	Vijay Kumar Deekonda	Whole time Director	Remuneration Paid	13.80	13.80
4	Sridevi Dasari	Independent Director	Sitting Fees Paid	-	0.40
5	Srinivasa Rao Paturi	Non Executive & Non Independent Director	Sitting Fees Paid Loan Given Loan Repaid Rent	1.00 - 108.42 1.44	0.60 7.20 - 1.44
6	Suryanarayana Simhadri	Independent Director	Sitting Fees Paid	1.80	1.00
7	Bandi Mohan Krishna	Non Executive & Non Independent Director	Sitting Fees Paid Loan Given	- -	0.80 279.12
8	Venkata Krishna Rau Gogineni	Chairman & Independent Director	Sitting Fees Paid	1.50	0.70
9	Munnangi Jayaram Prasad	Non Executive & Non Independent Director	Sitting Fees Paid Loan Given Loan Repaid	0.25 - 353.94	0.30 350.00 -
10	Neha Soni	Independent Director	Sitting Fees Paid	1.70	0.50
11	Hari Singh Chauhan	Chief executive Officer	Remuneration	158.39	183.43
12	Haripriya	Company Secretary	Remuneration	-	0.67
13	K Anagha Devi	Company Secretary	Remuneration	5.47	2.30
14	Sheshu Babu Dharla	Chief Financial Officer	Remuneration	35.23	-

c).Related party outstanding balances as a are as follows:--

Sl No	Name of the Related Party	Nature of Relationship	Particulars	As at 31 March 2024	As at 31 March 2023
1	Tierra Seed Science Private Limited	Wholly Owned Subsidiary	Trade Receivable Loan Payable	600.97 531.43	600.72 571.60
2	Tidas Agrotech Private Limited	Joint Venture	Loans & Advances	138.23	105.21
3	Srinivasa Rao Paturi	Non Executive & Non Independent Director	Sitting Fees Payable Loan Payable	0.23 -	0.14 107.52
4	Suryanarayana Simhadri	Independent Director	Sitting Fees Payable	0.36	0.18
5	Bandi Mohan Krishna	Non Executive & Non Independent Director	Sitting Fees Payable Loan Payable	- -	0.14 795.78
6	Venkata Krishna Rau Gogineni	Chairman & Independent Director	Sitting Fees Payable	0.27	0.14
7	Neha Soni	Independent Director	Sitting Fees Payable	0.36	-
8	Munnangi Jayaram Prasad	Non Executive & Non Independent Director	Sitting Fees Payable Loan Payable	0.14 -	0.09 351.10

Note 43. The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) for dues to micro enterprises and small enterprises as at March 31, 2024 and March 31, 2023 is as under

Particulars	As at 31 March 2024	As at 31 March 2023
a). the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	122.64	112.69
b). the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
c). the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
d). the amount of interest accrued and remaining unpaid at the end of each accounting year; and the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest	0.17	0.95
e). dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Note: The list of undertakings covered under MSMED Act was determined by the Company on the basis of information available with the Company.

Note 44. Disclosure pursuant to Indian Accounting Standard (Ind AS) 108 "Operating Segments"

a) The Company's operations predominantly consist of Sale of Agriculture Seeds. The Company's Chief Operating Decision Maker (CODM) review the operations of the company as a single reportable segment only. Hence there are no reportable segments under Ind AS 108. Accordingly, the disclosure requirements specified in paragraphs 22 to 30 are not applicable.

b) Geographical information

The Company operates in single principal geographical area i.e., India. Though the Company has operations across various geographies within India, the same are considered as a single operating segment considering the following factors:-

-These operating segments have similar long term gross profit margins

-The nature of the products and production processes are similar and the methods used to distribute the products to the customers are the same.

c) In view of the above mentioned classification of business and geographical segments the particulars relating to Segment revenue and results, Segment assets and liabilities, Other segment information, revenue from major products and services, geographical information are not required to be furnished.

45. Financial Instruments

A. Accounting classifications and fair values

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

Particulars	As at 31 March 2024		As at 31 March 2023	
	Amortised Cost	Fair Value	Amortised Cost	Fair Value
Financial Assets				
Investments	1,653.01	-	1,653.01	-
Other Financial Assets (Non Current)	48.55	-	54.23	-
Trade Receivables	1,896.90	-	2,234.56	-
Cash and cash equivalents	182.93	-	278.27	-
Bank Balance other than (ii) above	362.93	-	332.93	-
Other Financial Assets (Current)	59.03	-	18.98	-
Total Financial Assets	4,203.36	-	4,571.97	-
Financial liabilities				
Non Current				
Borrowings	5.90	-	3,631.49	-
Other Financial Liabilities	-	-	-	-
Current				
Borrowings	783.98	-	5,492.15	-
Trade payables	2,120.37	-	2,179.66	-
Lease Liabilities	32.20	-	35.61	-
Other financial liabilities	220.14	-	169.00	-
Total Financial liabilities	3,162.59	-	11,507.90	-

Carrying amounts of Cash and cash equivalents, Trade receivables, Earmarked balances with banks, Other Financial Assets, Other Financial Liabilities, Borrowings and trade payables as at March 31, 2024 and 2023, approximate the fair value due to their nature. Fair value measurement of lease liabilities is not required.

Measurement of fair values

i). Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in the current year and no transfers in either direction in previous year.

Note 46. Financial risk management objectives and policies

The Company's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Board of Directors of the Company has overall responsibility for the establishment and oversight of the Company's risk management framework. In performing its operating, investing and financing activities, the Company is exposed to the Credit risk and Liquidity risk.

1. Market Risk: Market risk is the risk of loss of future earnings, fair values or future cash flows that may results from change in the price of a financial instrument. The value of a financial instrument may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes may affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly three types of risk:

Interest rate risk, currency risk and other price risk such as equity price risk and commodity risk.

The Company has an elaborate risk management system to inform Board Members about risk management and minimization procedures

a) Interest Rate Risk :-

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The Company mitigates this risk by maintaining a proper blend of Fixed & Floating Rate Borrowings.

The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding.

Interest Rate Sensitivity: The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. With all other before tax is affected through the impact on finance cost with respect to our borrowing, as follows: variables held constant, the Company's Profit / (Loss)

b)Commodity Price Risk and Sensitivity:

Commodity price fluctuations can have an impact on the demand of seeds for particular crop. Therefore, we track the commodity price movements very closely and take advance production decisions accordingly. In addition to the above, Company also maintains a strategic buffer inventory to ensure that such disruptions do not impact the business significantly.

c)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 exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. Any movement in the functional currency of the various operations of the company against major foreign currencies may impact the company's revenue in international business. The company values the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks."

i).Expenditure in Foreign exchange

Particulars	For the financial year ending 31 March 2024	For the financial year ending 31 March 2023
Import of Vegetable seeds	68.88	105.11
Total	68.88	105.11

ii). Earnings in Foreign exchange

Particulars	Financial Year ending 31 March 2024	Financial Year ending 31 March 2023
FOB Value of Exports	9.51	-
Interest Earned	-	-
Total	9.51	-

2 Credit Risk:

Credit risk is the risk that counterparty might not honour 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).

a).Trade Receivables: Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account past experience and other factors. Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis. However a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

3. Liquidity Risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due. The Company relies on a mix of borrowings and operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium 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 borrowings facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Note 47. Ageing of Trade Receivable.
Trade Receivable ageing schedule:
As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed trade receivables-considered good	866.98	331.14	148.13	739.33	-		2,085.59
(ii) Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-		-
(iii) Undisputed trade receivable -credit impaired	-	-	-	-	-		-
(iv) Disputed trade receivables -which have significant increase in credit risk	-	-	-	-	-		-
(vi) Disputed trade receivables -credit impaired	-	-	-	-	-		-
Total	866.98	331.14	148.13	739.33	-		2,085.59
Less: Allowance for credit impaired receivables							156.26
Less: Provision for expected Sales returns							32.43
Net Trade Receivables							1,896.90

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed trade receivables-considered good	1,352.87	283.46	718.70	89.27	-		2,444.30
(ii) Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-		-
(iii) Undisputed trade receivable -credit impaired	-	-	-	-	-		-
(iv) Disputed trade receivables -which have significant increase in credit risk	-	-	-	-	-		-
(vi) Disputed trade receivables -credit impaired	-	-	-	-	-		-
Total	1,352.87	283.46	718.70	89.27	-		2,444.30
Less: Allowance for credit impaired receivables							88.48
Less: Provision for expected Sales returns							121.25
Net Trade Receivables							2,234.56

**Note 48. Ageing of Trade Payable.
Trade Payable ageing schedule:**

Particulars	Trade Payable Outstanding as on 31 March 2024						Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) MSME	-	122.64	-	-	-	122.64	
(ii) Others	-	1,997.73	-	-	-	1,997.73	
(iii) Disputed dues - MSME	-	-	-	-	-	-	
(iv) Disputed dues -Others	-	-	-	-	-	-	
Total	-	2,120.37	-	-	-	2,120.37	

Particulars	Trade Payable Outstanding as on 31 March 2023						Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
(i) MSME	-	112.69	-	-	-	112.69	
(ii) Others	-	2,066.98	-	-	-	2,066.98	
(iii) Disputed dues - MSME	-	-	-	-	-	-	
(iv) Disputed dues -Others	-	-	-	-	-	-	
Total	-	2,179.66	-	-	-	2,179.66	

49. Capital Management:

Equity Share Capital and other equity are considered for the purpose of company capital Management. The Company manages its capital so as to safeguard its; ability to continue as going concern and to provide optimum return to share holders. The Management and Board of directors monitors the return on capital. The company may take appropriate steps in order to maintain or if necessary adjust its capital structure.

Note 50. Ratio Analysis

S.No.	Particulars	Numerator	Denominator	Current Period Period	Previous (%/times)	Variance in (%/times)	Reasons for Difference
1	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	1.20	0.72	66%	Note A
2	Debt-Equity Ratio (in times)	Total Debt (includes lease liabilities)	Shareholder's Equity	0.08	4.56	-98%	Note B
3	Debt Service Coverage Ratio (in times)	Earning for Debt Service=Net Profit after taxes+Non-cash operating expenses+Interest+Other non-cash adjustments	Debt Service=Interest and lease payments+ Principal repayments	-3.67	-2.14	72%	Note C
4	Return on Equity Ratio (in %)	Profit for the year less preference dividend (if any)	Average Total Equity	-14%	-133%	-89%	Note D
5	Inventory turnover ratio (in times)	COGS/Sales	Average Inventory	1.11	1.20	-8%	NA
6	Trade Receivables turnover ratio (in times)	Revenue from Operations	Average Trade Receivables	3.25	2.57	27%	Note E
7	Trade payables turnover (in times)	Net Credit Purchases	Average Trade Payables	2.20	1.99	11%	NA
8	Net capital turnover ratio (in times)	Revenue from Operations	Average working capital ('Total Current Assets'- Total Current Liabilities)	-8.81	-2.20	301%	Note F
9	Net profit ratio (in %)	Profit for the year	Revenue from Operations	-13%	-45%	-71%	Note G
10	Return on Capital employed (in %)	Profit before tax and finance costs	Capital Employed= Net Worth+ Lease Liabilities +Deferred Tax Liabilities	-9%	-121%	-92%	Note H

Note A: Increased due to repayment of Borrowings

Note B: Reduced due to repayment of Borrowings by increase of capital

Note C: Due to reduction in EBITA Loss and finance cost

Note D: Reduced due to increasing in capital and decrease in EBITDA loss

Note E: Increased due to better realization

Note F: Improved due to repayment of Borrowings

Note G: Improved due to reduction in losses

Note H: Reduced due to increasing in capital and decrease in net loss

Note 51.

Previous year figures are regrouped wherever considered necessary to confirm to current year classification.

Note 52. Additional Regulatory Information

- i. The Company does not have any immovable property held in the name of the company other than Properties where company is Lessee and lease agreements are duly executed in the favour of lessee.
- ii. The Company did not have any Investment Property during the year.
- iii. The company has not revalued its Property, Plant and Equipment during the year.
- iv. The Company has not Revalued any of its Intangible assets held in the name of the company during the year.
- v. "The Company has made Loans and Advances in the nature of Loans granted to Promoters, Director's, KMP's and related parties of Rs. (in lakhs)."

Type of Borrower	As at 31 March 2024		As at 31 March 2023	
	Amount of loan or advance in the nature of loan outstanding	% of total loans and advances in the nature of loans outstanding	Amount of loan or advance in the nature of loan	% of total loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	138.23	100%	105.22	100%
Total	138.23	100%	105.22	100%

vi. Capital work-in-progress

Ageing for capital work-in-progress as at March 31, 2024 is as follows:

Particulars	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-in-progress					
Furniture	-	-	-	-	-
Total	-	-	-	-	-

Ageing for capital work-in-progress as at March 31, 2023 is as follows:

Particulars	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-in-progress					
Furniture		110.00	-	-	10.00
Total		110.00	-	-	110.00

vii. Product under Development

Ageing for product under development as at March 31, 2024 is as follows:

Particulars	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-in-progress					
Product under Development	-	76.84	113.55	-	190.39
Total	-	76.84	113.55	-	190.39

Ageing for product under development as at March 31, 2023 is as follows:

Particulars	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-in-progress					
Product under Development	76.84	153.04	150.90	-	380.78
Total	76.84	153.04	150.90	-	380.78

- viii. No proceedings have been initiated during the year or are pending against the company at March 31, 2024 and March 31, 2023 for holding any Benami property under Benami transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ix. There are no charges or satisfaction to be registered with ROC beyond the statutory period.
- x. The Company has not declared as wilful defaulter by any bank, financial Institution or other lender.
- xi. There are no Transactions with struck off companies u/s 248/250 of the Companies Act, 2013.
- xii. The Company is in compliance with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.
- xiii. The company has not advanced/loaned/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiv. There are no regulatory account balances during the year.
- xv. The Company is not required to apply its funds to Corporate Social Responsibility activities (CSR) u/s 135 of The Companies Act, 2013.
- xvi. The Company does not have any Undisclosed Income during the Year.
- xvii. The Company has not invested in Crypto currency or Virtual currency.

Note 53

Pursuant to the Scheme of amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Bench at Hyderabad vide its order dated 12th day of November, 2021 Grandeur Products Limited was merged with our Company Tierra Agrotech Limited. Two employee benefit plans, namely, Grandeur Employee Stock Option Scheme II, 2016 (GPLESOS II, 2016) and the Grandeur Employees Stock Purchase Scheme 2017" ("GPL-ESPS 2017") were formulated vide special Resolution passed by the Shareholders of Grandeur Products Limited dated 8th November, 2016 and at Extra Ordinary General Meeting held on 25th March, 2017 respectively , Upon the Merger of Grandeur Products Limited with Tierra Agrotech Limited, the aforesaid schemes are continued as Schemes of Tierra Agrotech Limited. Details regarding the above mentioned schemes along with their status as follows.

"Scheme 1: The company has instituted Grandeur Employees Stock Option Scheme II (GPLESOS II, 2016) of 7,50,000 stock options of Rs. 10/- each which is exercise price or any other price as decided by Compensation and Remuneration Committee of the Company, the options issued under this scheme are convertible into equity shares and the vesting period of options is one year not later than two years from the date of grant of options issued under this scheme issued to the eligible employees of the company (as decided by management) and the scheme was approved by the Shareholders through postal ballot dated 8th November, 2016."

Scheme 2: The company also issued and granted 7,50,000 equity shares of Rs. 10/- each under the scheme namely Grandeur Employees Stock Purchase Scheme 2017 (GPL-ESPS, 2017) to Grandeur Products Limited Employees Welfare Trust (GPL Trust) and also the company provided a loan of amount Rs. 61,19,600/- for acquisition of above allotted shares to GPL Trust & this was approved by shareholders of the company at the Extra Ordinary General Meeting held on 25th March, 2017. The purchase price of the share issued/granted shares under this scheme to GPL Trust will be determined by the Board of Trustees of the GPL Trust in consultation with the board of directors of the company & Nomination and Remuneration Committee of the Company.

Particulars	For the year ended 31, March 2024	
	No of Share Options	
	Scheme 1	Scheme 2
Options outstanding at the beginning of the year	7,50,000	1,38,040
Add: Shares issued on exercise of Employee Stock Option Plan/ Scheme	-	-
Granted during the year	-	-
Vested / Allotted during the year	-	-
Exercised during the year	-	-
Lapsed during the year	-	-
Forfeited during the year	-	-
Options outstanding at the end of the year	7,50,000	1,38,040
Options vested and exercisable at the end of the year	7,50,000	1,38,040

INDEPENDENT AUDITOR'S REPORT**To****The Members of Tierra Agrotech Limited****Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the accompanying consolidated financial statements of Tierra Agrotech Limited (hereinafter referred to as "the Holding Company") and its subsidiary, (Holding Company and its subsidiary together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and 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, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013("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 as at 31 March 2024, of its consolidated loss and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA" s) 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 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 consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us 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 of the current period. 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

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.

Sl	Key Audit matter	How the matter was addressed in Audit
1	<p>Revenue: Management’s estimate for provisions regarding sales returns and discounts and schemes is critical for the financial statements for the year ended 31 March 2024. This is due to:</p> <ul style="list-style-type: none"> • The complexity and judgment involved in forecasting returns and discount rates. • The significance of these estimates on the reported revenue, which is a key performance measure. • The potential for management bias in estimating provisions. <p>Management bases its estimates on historical data and current market trends. Given the inherent uncertainties and the significant judgment involved, this matter was identified as a key audit matter.</p> <p>Refer Note 1.6, 30 to the Standalone Financial Statements.</p>	<p>Principal Audit procedures: We have performed the following principal audit procedures in relation to revenue recognised:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the Company’s revenue recognition accounting policies in line with Ind AS 115 (“Revenue from Contracts with Customers”). • Understanding and Testing of design and operating effectiveness of Internal controls in place relating to recognition and measurement of sales returns and discount amounts. • Testing of relevant information technology general controls, automated controls, and the related information used in recording and disclosing revenue. • We obtained written representations from management regarding the basis of their estimates and their assessment of the impact of current market conditions. • Performed analytical procedures on current year revenue based on seasonal trends and where appropriate, conducting further enquiries and testing. • Reviewed reasonableness of estimates made by management in respect of sales return of previous year by comparing them with actual returns. • Substantive testing of Sales, sales returns and discounts with the underlying documents on a sample basis. Testing of supporting documentation for sales return transactions recorded during the period closer to the year end and subsequent to year end, including examination of credit notes issued after the year end to determine whether the returns were recognised in respective accounting period.

Information Other than the Consolidated financial Statements and Auditor's Report Thereon

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

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 the other information is materially inconsistent with the consolidated 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.

Management's Responsibilities for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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 skepticism 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 financial 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 and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 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 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 within the Group 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated financial statements.

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

Other Matter

We did not audit the financial statements/ information of Tidas Agrotech Private Limited included in the consolidated financial statements of the company whose financial statements/financial information reflect total assets of Rs.34.61 Lakhs as at 31 March 2024 and the total revenue - Nil for the year ended on that date, as considered in the standalone financial statements/ information of Tidas Agrotech Private Limited have been audited by the other auditors whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in Tidas Agrotech Private Limited is based solely on the report of such auditors.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated 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 Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant 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 Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2024 taken on record by the Boards of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies, for reasons stated therein.
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on our auditor's reports of subsidiary, the remuneration paid by the Parent and such subsidiary to their respective directors during the year is in accordance with the provisions of section 197 of the Act.
 - 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 us:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.
- iv)
- a) The management has represented that, to the best of its knowledge and belief, 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 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 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, no funds have been received by the Holding Company or its subsidiary 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 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
- v) There is no dividend declared or paid during the year by the Holding Company and its subsidiary incorporated in India and hence the compliance with section 123 of the Act is not applicable.
- vi) Based on our examination which included test checks, except for the instances mentioned below, the Holding Company and its subsidiary has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

B) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by the auditors of the subsidiary, and joint venture included in the consolidated financial statements of the Holding Company, to which reporting under CARO is applicable, provided to us by the Management of the Holding Company and based on the identification of matters of qualifications or adverse remarks in their CARO reports by the respective component auditors and provided to us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO.

For Ramasamy Koteswara Rao and Co LLP,
Chartered Accountants
Firm Registration Number: 010396S/S200084

Place: Hyderabad
Date: 25.05.2024

(Murali Krishna Reddy Telluri)
Partner
(Membership No. 223022)
UDIN:24223022BKARMX5420

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of
our report to the Members of Tierra Agrotech Limited of even date)**

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of Tierra Agrotech Limited (hereinafter referred to as the "Holding Company").

Management's Responsibility for Internal Financial Controls

The Boards of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 (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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal financial control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Ramasamy Koteswara Rao and Co LLP,
Chartered Accountants
Firm Registration Number: 010396S/S200084

Place: Hyderabad
Date: 25.05.2024

(Murali Krishna Reddy Telluri)
Partner
(Membership No. 223022)
UDIN:24223022BKARMX5420

ANNUAL REPORT 2023-2024

STATEMENT OF CONSOLIDATED AUDITED BALANCE SHEET AS AT MARCH 31, 2024

(All amounts are in Lakhs unless otherwise specified)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
Assets			
Non-Current Assets			
(a) Property, Plant and Equipment	2	208.34	101.50
(b) Intangible assets	3	4,194.69	4,110.46
(c) Product under Development	4	190.39	380.78
(d) Goodwill	5	4,175.84	4,175.84
(e) Capital Work in progress	6	-	110.00
(e) Right of Use Asset	7	28.47	58.07
(f) Financial Assets			
(i) Loans and advances	8	172.73	139.71
(ii) Other Financial Assets	9	48.55	57.23
(g) Deferred tax Asset (Net)	10	1,893.60	1,548.05
Total Non-Current Assets		10,912.60	10,681.65
Current Assets			
(a) Inventories	11	4,146.46	3,808.44
(b) Financial Assets			
i) Trade Receivables	12	1,295.93	1,633.84
ii) Cash and Cash equivalents	13	192.06	281.70
iii) Bank Balance other than (ii) above	14	362.93	332.93
(c) Other Financial Assets	15	59.03	18.98
(d) Current Tax Assets (net)	16	48.34	28.73
(e) Other current assets	17	458.07	497.11
Total Current Assets		6,562.81	6,601.72
Total Assets		17,475.41	17,283.40
Equity and Liabilities			
Equity			
a) Share Capital	18	5,593.24	2,515.52
b) Other Equity	19	4,175.33	(1,006.15)
Total Equity		9,768.57	1,509.37
Liabilities			
Non - current liabilities:			
(a) Financial Liabilities			
i) Borrowings	20	5.90	3,631.49
ii) Lease Liabilities	21	0.99	35.91
iii) Other Financial Liabilities		-	-
b) Provisions	22	69.69	70.70
c) Deferred tax Liabilities (Net)		-	-
d) Other Non-Current liabilities	23	403.86	875.73
Total Non-Current Liabilities		480.44	4,613.83
Current liabilities			
(a) Financial Liabilities			
i) Borrowings	24	2,066.97	6,573.15
ii) Trade payables			
(a) Total Outstanding dues of Micro and Small Enterprises	25	122.64	112.69
(b) Total Outstanding dues other than Micro and Small Enterprises	25	2,005.76	2,076.59
iii) Lease Liabilities	26	32.20	35.61
iv) Other financial liabilities	27	221.42	177.85
(c) Provisions	28	176.53	296.88
(b) Other Current Liabilities	29	2,600.88	1,887.44
Total Current liabilities		7,226.41	11,160.19
Total Equity and Liabilities		17,475.41	17,283.40
Significant accounting policies	1		

The notes form an integral part of these financial statements 1 to 51

As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP

Chartered Accountants

Firm Registration Number :010396S/S200084

Sd/-

Murali Krishna Reddy Telluri

Partner

M No. 223022

Place: Hyderabad

Date:25.05.2024

For and on behalf of Board of Directors of

Tierra Agrotech Limited

Sd/

Vijay Kumar Deekonda

Whole Time Director

DIN :06991267

Sd/-

Hari Singh Chauhan

Chief Executive Officer

Sd/-

Suryanarayana Simhadri

Independent Director

DIN 01951750

Sd/-

Sheshu Babu Dharla

Chief Financial Officer

Sd/-

Kalidindi Anagha Devi

Company Seceretary & Compliance Officer

ANNUAL REPORT 2023-2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31,2024

(All amounts are in Lakhs unless otherwise specified)

Particulars	Note No	For the period ended March 31, 2024	For the period ended March 31, 2023
I. Revenue from operations	30	6,714.37	6,011.46
II. Other income	31	609.89	59.80
Total Income		7,324.26	6,071.26
III. Total Revenue (I + II)			
IV. Expenses:			
Purchases and Direct Expenses	32	4,740.46	4,050.56
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	33	(338.02)	1,303.27
Employee benefits expense	34	1,766.75	1,706.84
Finance costs	35	427.39	1,144.76
Depreciation and amortization expense	36	114.32	78.30
Other expenses	37	1,879.36	1,586.54
Total Expenses		8,590.25	9,870.27
V. Profit before exceptional and tax (III-IV)		(1,265.99)	(3,799.01)
VI. Exceptional items		-	-
VII. Profit before tax (V - VI)		(1,265.99)	(3,799.01)
VIII. Share in net profit/(loss) of associate and joint venture		-	-
IX. Profit before tax (VII- VIII)		(1,265.99)	(3,799.01)
X Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(345.20)	(977.84)
(3) MAT Credit Entitlement		-	-
XI Profit (Loss) for the period from continuing operations (VII-VIII)		(920.79)	(2,821.16)
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			
-			
XV Profit (Loss) for the period (XI + XIV)		(920.79)	(2,821.16)
XVI Other Comprehensive Income			
(i) Items that will not be reclassified to profit and Loss		8.25	(19.48)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.34	4.90
(ii) Income relating to items that will be reclassified to profit or loss		-	-
Total other comprehensive income for the period		8.59	(14.58)
"Total Comprehensive Income for the period (XV+XVI (Comprising Profit (Loss) and Other Comprehensive Income for the period)"		(912.20)	(2,835.74)
XVII Earnings per equity share: (of Face Value of Rs.10 Each)			
(1) Basic		(1.77)	(11.22)
(2) Diluted		(1.77)	(11.22)

The notes form an integral part of these financial statements 1 to 51

As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP

Chartered Accountants

Firm Registration Number :010396S/S200084

Sd/-

Murali Krishna Reddy Telluri

Partner

M No. 223022

Place: Hyderabad

Date:25.05.2024

**For and on behalf of Board of Directors of
Tierra Agrotech Limited**

Sd/

Vijay Kumar Deekonda

Whole Time Director

DIN :06991267

Sd/-

Hari Singh Chauhan

Chief Executive Officer

Sd/-

Suryanarayana Simhadri

Independent Director

DIN 01951750

Sd/-

Sheshu Babu Dharla

Chief Financial Officer

Sd/-

Kalidindi Anagha Devi

Company Seceretary & Compliance Officer

ANNUAL REPORT 2023-2024

STATEMENT OF CONSOLIDATED CASH FLOWS STATEMENT FOR THE YEAR ENDED MARCH 31,2024

(All amounts are in Lakhs unless otherwise specified)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
A. Cash Flows From Operating Activities:		
Net profit before taxation, and exceptional items	(1,265.99)	(3,799.01)
Adjusted for :		
Interest debited to P&L A/c	212.95	1,133.33
Interest on Lease	4.33	6.81
Creditors Balances Written back	(59.01)	(32.19)
Gratuity and Leave encashment provision	46.97	38.59
Provision for Expected credit Loss	72.43	93.20
Advances written off	7.99	-
Security deposits written off	11.73	-
Interest Income on Rental deposits	(0.67)	-
Interest Income on Fixed deposits	(28.87)	(14.04)
Assets Written off	9.26	-
Depreciation and amortization	114.32	78.30
9% dividend accrued on Non convertible Redeemable Preference shares	54.59	-
9% Cumulative Non convertible redeemable Preference shares (Amortization)	147.40	1.22
Interest income due to fair value of 9% Redeemable Preference shares	(147.40)	-1.22
Profit on sale of Intangible Assets	(335.85)	-
Operating profits before working capital changes	(1,155.81)	(2,495.00)
Changes in current assets and liabilities		
Decrease /(Increase) in Inventories	(338.02)	1,303.27
Decrease/(Increase)Trade Receivables	265.48	127.33
(Increase)/ Decrease in Other Current assets and Financial Assets	(70.20)	(162.27)
Decrease/(Increase) in Other non-Current Financial Assets	(2.38)	19.83
Increase/ (Decrease) in Trade Payables	(1.87)	326.09
Increase/ (Decrease) in Other Financial Liabilities	43.57	(7.04)
(Decrease)/ Increase in Provisions	(160.63)	(78.48)
Increase/(Decrease) in Other Current Liabilities	860.84	261.23
Increase/(Decrease) in Other Non current Liabilities	19.41	28.64
Cash generated from operations	(539.61)	(676.38)
Income tax paid	(19.61)	(2.08)
Net Cash from /(used in) operating activities (a)	(559.22)	(674.30)
B. Cash Flows From Investing Activities:		
Payment for Purchase of PPE CWIP (Net of sale proceeds)	(38.64)	(87.19)
Proceeds from sale of Intangible Assets	389.83	-
Product Development Expenses	-	(76.84)
Loans and advances given	(33.01)	-
(Purchase)/Proceeds from Investments	-	-
Interest Income	28.87	14.04
Net cash from /(used in) investing activities	347.05	(149.99)
C. Cash Flows Financing Activities:		
Proceeds from issue of shares on preferential allotment	9,233.16	-
Receipt/(Repayment) of Borrowings	(7,293.10)	1,936.52
Interest paid on Loans and others	(212.95)	(1,133.33)
Proceeds from issue of 9% Cumulative Non Convertible Redeemable Preference Shares	-	1,800.00
Interest Paid on Lease Liabilities	(4.33)	(6.81)
Payment Towards Reduction of Lease Liability	(38.32)	(27.12)
Net cash from /(used in) financing activities	1,684.47	2,569.26
D. Net increase / (decrease) in cash and cash equivalents	1,472.30	1,744.97
E. Cash and cash equivalents at the beginning of the year	(950.52)	(2,695.49)
Cash and cash equivalents at the end of the year	521.78	(950.52)
Reconciliation of cash and cash equivalents		
Balance with Banks	120.21	281.45
In Fixed Deposits with original maturity Less than 3 months	71.84	-
Cash-in-hand	-	0.25
Cash and cash Equivalents (Ref Note 14)	192.06	281.70
Bank Overdrafts repayable on demands	(33.21)	(1,565.15)
Fixed Deposits with original maturity More than 3 months & Less than 12 months	362.93	332.93
Total Cash & Cash Equivalents :	521.78	(950.52)

The notes form an integral part of these financial statements 1 to 51
As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP
Chartered Accountants
Firm Registration Number :010396S/S200084

Sd/-
Murali Krishna Reddy Telluri
Partner
M No. 223022

For and on behalf of Board of Directors of

Tierra Agrotech Limited
Sd/
Vijay Kumar Deekonda **Sd/-**
Whole Time Director **Suryanarayana Simhadri**
Independent Director
DIN :06991267 **DIN 01951750**

Sd/- **Sd/-**
Hari Singh Chauhan **Sheshu Babu Dharla**
Chief Executive Officer **Chief Financial Officer**

Sd/-
Kalidindi Anagha Devi

Company Seceretary & Compliance Officer

Place: Hyderabad
Date: 25.05.2024

**Statement of Changes in Equity
(a) Equity Share Capital**

Particulars	Number of shares	Amount
As at 01 April 2022	2,51,55,165	2,515.52
Issued during the year	-	-
Redeemed/transferred during the year	-	-
As at 31 March 2023	2,51,55,165	2,515.52
Issued during the year	3,07,77,213	3,077.72
Redeemed/transferred during the year	-	-
As at 31 March 2024	5,59,32,378	5,593.24

(Amount Rs. In Lakhs)

b) other equity

Particulars	Securities Premium Reserve	Equity Instruments through Other comprehensive Income	Retained Earnings	Treasury Shares	Total
Balance as at 01st April 2022	3,549.25	(5.29)	(1,714.37)	-	1,829.60
Profit for the year	-	-	(2,821.16)	-	(2,821.16)
Re-measurement of defined benefit plans	-	(14.58)	-	-	(14.58)
Balance as at 31st March 2023	3,549.25	(19.87)	(4,535.53)	-	(1,006.15)
Profit for the year	-	-	(920.79)	-	(920.79)
Re-measurement of defined benefit plans	-	8.59	-	-	8.59
Securities Premium	6,155.44	-	-	-	6,155.44
Purchase of own equity shares	-	-	-	(61.20)	(61.20)
ESOP Trust reserve	-	-	(0.57)	-	(0.57)
Balance as at 31st March 2024	9,704.69	(11.27)	(5,456.90)	(61.20)	4,175.33

The notes form an integral part of these financial statements 1 to 51

As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP

Chartered Accountants

Firm Registration Number :010396S/5200084

For and on behalf of Board of Directors of

Tierra Agrotech Limited

Sd/-

Vijay Kumar Deekonda

Wholesale Director

DIN :06991267

Sd/

Hari Singh Chauhan

Chief Executive Officer

Sd/-

Suryanarayana Simhadri

Independent Director

DIN :01951750

Sd/-

Sheshu Babu Dharla

Chief Financial Officer

Sd/-

Kalidindi Anagha Devi

Company Secretary & Compliance Officer

Date: 25-05-2024

Place: Hyderabad

1. CONSOLIDATED FINANCIAL STATEMENTS

Corporate information

The Consolidated financial statements (CFS) comprise financial statements of Tierra Agrotech Limited (the Holding Company) and its subsidiaries (collectively, the Group) for year ended 31 March 2024. "Tierra Agrotech Limited ('the company') (formerly known as Tierra Agrotech Private Limited) is in the business of Seed Research, Production, Processing and Marketing of Seeds and related products. The Company was incorporated on 13th September 2013 in Hyderabad. The National Company Law Tribunal Bench at Hyderabad vide order dated 12.11.2021 sanctioned the scheme of amalgamation of Grandeur Products Limited (Holding Company - Transferor Company) with Tierra Agrotech Private Limited (Subsidiary Company - Transferee Company) with effect from the appointed date i.e., 01.04.2020 and consequent to the amalgamation and upon scheme becoming effective, the name of the Company has been changed from Tierra Agrotech Private Limited to Tierra Agrotech Limited. The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The Equity Shares of the Holding Company are listed on Bombay Stock Exchange of India Ltd (BSE) in India on 27th May 2022.

The Consolidated financial statements for the year ended 31 March 2024, are approved by the Board of Directors and authorized for issue on 25 May 2024.

1. Significant Accounting Policies

1.1 Basis of preparation of financial statements

The Consolidated financial statements of the Holding Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under Section 133 of Companies Act, 2013, (the 'Act') and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant schedule III), as applicable and other relevant provisions of the Act.

The Consolidated financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the Consolidated financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use. The consolidated financial statements comprise the financial statements of the company and its subsidiaries for the years ended 31 March 2024, March 31, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with investee and has ability to affect those returns through its power over investee.

1.2 Consolidation Procedure

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent 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 holding company's investment in each subsidiary and the holding company'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 Holding company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. 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:

- a) Derecognizes the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- b) Derecognizes the carrying amount of any non-controlling interests
- c) Derecognizes the cumulative translation differences recorded in equity
- d) Recognizes the fair value of the consideration received
- e) Recognizes the fair value of any investment retained
- f) Recognizes any surplus or deficit in profit or loss
- g) Recognize that distribution of shares of subsidiary to Group in Group's capacity as owners
- h) Reclassifies the holding company's share of components previously recognized in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind ASs as would be required if the Group had directly disposed of the related assets or liabilities.

Business combinations and Good will

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.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

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 at the basis indicated below:

- a) Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- b) Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

- c) Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- d) Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- e) Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

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 recognized in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognized in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognized in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable 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 recognized 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 recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes 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 recognized in profit or loss. An impairment loss recognized 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 of, 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 recognized, 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.

1.3 Functional and presentation currency

These Consolidated financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest lakhs except share data or as otherwise stated.

1.4 Basis of measurement

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

- Certain financial assets and liabilities: Measured at fair value
- Net defined benefit (asset)/ liability: Fair value of plan assets less present value of defined benefit obligations
- Borrowings: Amortized cost using effective interest rate method

Use of estimates and judgements

In preparing these Consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the Consolidated financial statements is included in the following notes:

- Note 1.14 - lease classification.
- Note 1.14 - leases: whether an arrangement contains a lease and lease classification

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 1.12 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 1.19 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and
- Note 1.17 – impairment of financial assets;
- Note 1.7 - determining an asset's expected useful life and the expected residual value at the end of its life

Measurement of fair values

Accounting policies and disclosures require measurement of fair value for both financial and non-financial assets.

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 is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs

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

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs). When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

1.5 Current and non-current classification:

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

Assets

An asset is classified as a current when it is:

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is expected to be realized within twelve months from the reporting date;
- it is held primarily for the purposes of being traded; or
- 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 dates.

Liabilities

A liability is classified as a current when:

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is due to be settled within twelve months from the reporting date;
- it is held primarily for the purposes of being traded;
- the Group does not have an unconditional right to defer settlement of liability for At least twelve months from the reporting date.

All other liabilities are classified as non-current.
Deferred tax assets/liabilities are classified as non-current.

Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and realization in cash or cash equivalents. The Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

1.6 Revenue recognition

Sale of goods:

Revenue is recognized when the company satisfies a performance obligation by transferring a promised good or service to its customers. The Group considers the terms of the contract and its customary business practices to determine the transaction price. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and Indirect taxes. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives / discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method. The Group recognizes provision for sales return, based on the historical results, measured on net basis of the margin of the sale. Therefore, Trade receivables are disclosed at net off refund liability, for the products expected to be returned.

The Group classifies the right to consideration in exchange for goods as a receivable and is presented net of impairment in the Balance Sheet.

Interest Income:

Interest Income is recognized on an accrual basis.

Interest income

Interest Income mainly comprises of interest on Margin money deposit relating to bank guarantee and Deposits against Bank Overdraft with banks. Interest income should be recorded using the effective interest rate (EIR). However, the amount of margin money deposits relating to bank guarantee and Over draft are purely current in nature, hence effective interest rate has not been applied. Interest is recognized using the time-proportion method, based on rates implicit in the transactions.

1.7 Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition, construction or production of an asset which necessarily take a substantial period of time to get ready for their intended use or sale are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

1.8 Property, plant and equipment & Capital work-in-progress

Recognition and measurement

The items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment loss, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs (Present Value) of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.

All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred. If an item of property, plant and equipment is purchased with deferred credit period from supplier, such asset is recorded at its cash price equivalent value.

Capital work in progress

Capital work-in-progress is recognized at cost, net of accumulated impairment loss, if any. It comprises of property, plant and equipment that are not yet ready for their intended use at the reporting date.

1.9 Depreciation and Goodwill

Depreciation is provided on the Written down Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013. The useful lives of assets are periodically reviewed and re-determined and the unamortized depreciable amount is charged over the remaining useful life of such assets. Assets costing Rs. 5,000/-and below are depreciated over a period of one year.

1.10 Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment if any. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

During the year the Group has not provided any amount amortization of intangible assets.

The estimated useful lives of intangible asset are as follows:

Type of Asset	Useful life
Germplasm	Indefinite Life
Plant Variety	Over the validity period
Trade Marks	Over the validity period
License Fee	Over the validity period

1.11 Inventories

Inventories comprise of Unprocessed seeds, Processed Seeds, and traded goods. Inventories are valued at the lower of cost or the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Average basis. Cost includes all charges in bringing the goods to their present location and condition and receiving charges. The inventories are valued at, Cost or NRV whichever is lower.

1.12 Foreign Currency Transactions

The company translates all foreign currency transactions at Exchange Rates prevailing on the date of transactions. Exchange rate differences resulting from foreign exchange transactions settled during the year are recognized as income or expenses in the period in which they arise.

Monetary current assets and monetary current liabilities that are denominated in foreign currency are translated at the exchange rate prevalent at the date of the balance sheet. The resulting difference is also recorded in the profit and loss account.

1.13 Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured on an undiscounted basis at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme and other funds. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in statement of profit and loss in the periods during which the related services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The liability or asset recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

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 benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. 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 recognized immediately in profit or loss as past service cost.

Termination benefits

Termination benefits are recognized as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Group has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

Other long-term employee benefits

The Group's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

1.14 Taxes on Income

Taxes comprises Current Tax, Deferred tax and MAT credit. It is recognized in profit or loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Current tax

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

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and considers whether it is probable that a taxation authority will accept an uncertain tax treatment.

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

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and
- temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

Deferred tax assets are recognized for deductible temporary differences, the carry forwards of unused tax credits and unused tax losses. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available.

Therefore, in case of a history of recent losses, the Group recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax (MAT) Credit

Minimum alternate tax (MAT) credit is recognized in accordance with tax laws in India as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. The Group reviews the MAT credit at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Group will pay normal income tax during the specified period.

1.15 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 Lessor:

Leases for which the Group is a lessor are classified as a finance or operating lease. Whenever the terms of a lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Rental income from operating leases is recognized on straight line basis over the term of relevant lease.

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 recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

Right of use asset: The Group recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

Lease Liability: The Group measures the lease liability at present value of the future lease payments at the commencement date of the lease. 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. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in statement of profit and loss.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of buildings, 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 recognized as expense on a straight-line basis over the lease term.

1.16 Earnings Per Share (EPS)

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

1.17 Investments in subsidiaries

Investments representing equity interest in subsidiaries carried at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

1.18 Impairment of financial instruments

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortized cost and trade receivables. At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit-impaired.

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

1.19 Impairment of non-financial assets

The Group assess at each reporting date whether there is any indication that the carrying amount from non-financial assets may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognized if the carrying amount of an asset or Cash generating unit (CGU) exceeds its estimated recoverable amount in the statement of profit and loss.

Goodwill is tested annually for impairment. For the purpose of impairment testing, goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

1.20 Provisions and Contingent Liabilities

A Provision is recognized if, as a result of past event, the Group has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the present obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.21 Financial Instruments

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

Initial Recognition

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Subsequent Measurement**Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved both by collecting contractual cash flows on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding and selling financial assets.

Financial assets at fair value through Profit and Loss

Financial assets are measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs that are directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognized in statement of profit and loss.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or Fair Value Through Profit and Loss Account (FVTPL). A financial liability is classified as at FVTPL if it is classified as held for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on derecognition is also recognized in statement of profit and loss.

1.22 Investment in Subsidiaries

Investment in Subsidiaries is carried at cost

De-recognition

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition as per Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.23 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts and Cash Credit that are repayable on demand and form an integral part of our cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

1.24 Research and Development Costs (Product Development):

Research expenditure is recognized as an expense when it is incurred. Development expenditure on an individual project is recognized as an intangible asset when the Group can demonstrate:

- a) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale.
- b) Its intention to complete and its ability and intention to use or sell the product.
- c) How the asset will generate future economic benefits
- d) The availability of resources to complete the asset
- e) The ability to measure reliably the expenditure during development.

Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

1.25 Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

1.26 Recent pronouncements:

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. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

As per our Report of even date

For Ramasamy Koteswara Rao and Co LLP

Chartered Accountants

Firm Registration Number :010396S/S200084

Sd/-

Murali Krishna Reddy Telluri

Partner

M No. 223022

Place: Hyderabad

Date: 25.05.2024

**For and on behalf of Board of Directors of
Tierra Agrotech Limited**

Sd/

Vijay Kumar Deekonda

Whole Time Director

DIN :06991267

Sd/-

Hari Singh Chauhan

Chief Executive Officer

Sd/-

Suryanarayana Simhadri

Independent Director

DIN 01951750

Sd/-

Sheshu Babu Dharla

Chief Financial Officer

Sd/-

Kalidindi Anagha Devi

Company Secretary & Compliance Officer

Note No. 2
Property, Plant and Equipment

Particulars	Computer and Data processing Units	Furniture And Fixtures	Office Equipment	Plant And Machinery	Vehicles	Assets from subsidiary	Total
Cost							
As at 01 April 2022	52.81	7.90	38.23	84.40	23.39	126.96	333.69
Additions during the year	12.49	1.09	15.79	15.58	-	-	44.96
Disposals/adjustments	-	-	-	-	-	-	-
As at 31 March 2023	65.30	8.99	54.02	99.98	23.39	126.96	378.66
Additions during the year	17.60	110.02	6.45	14.90	-	-	148.97
Impairment Loss	-	0.13	2.65	0.98	-	-	3.76
Disposals/adjustments	4.07	-	-	-	-	-	4.07
As at 31 March 2024	78.83	118.89	57.82	113.90	23.39	126.96	519.80
Accumulated Depreciation							
As at 01 April 2022	46.91	2.62	25.78	39.85	0.42	126.69	242.27
For the Year	8.08	1.47	9.18	8.97	7.18	0.02	34.89
Disposals/adjustments	-	-	-	-	-	-	-
As at 31 March 2023	54.99	4.09	34.96	48.82	7.60	126.71	277.16
For the Year	9.72	3.61	9.00	11.10	7.37	-	40.80
Impairment Loss	-	0.11	2.18	0.47	-	-	2.75
Disposals/adjustments	3.74	-	-	-	-	-	3.74
As at 31 March 2024	60.97	7.59	41.78	59.46	14.96	126.71	311.47
Carrying Amount							
As at 31 March 2023	10.32	4.91	19.06	51.16	15.80	0.26	101.50
As at 31 March 2024	17.86	111.30	16.04	54.44	8.43	0.26	208.34

Note 3 & 5 Intangible Assets and Goodwill

Particulars	Good will on merger	Germ plasm	License Fee	Plant Varity	Trade Marks	Other Intangible assets	Total	Goodwill on account of consolidation
Cost								
As at 01 April 2022	1,145.82	3,447.35	66.32	89.56	212.91	301.65	5,263.61	3,030.02
Additions during the year	-	-	-	-	-	-	-	-
Disposals/adjustments	-	-	-	-	-	-	-	-
As at 31 March 2023	1,145.82	3,447.35	66.32	89.56	212.91	301.65	5,263.61	3,030.02
Additions during the year	-	-	-	190.39	-	-	190.39	-
Disposals/adjustments	-	53.98	-	-	-	-	53.98	-
Impairment Loss	-	-	10.32	-	-	-	10.32	-
As at 31 March 2024	1,145.82	3,393.37	56.00	279.95	212.91	301.65	5,389.70	3,030.02
Accumulated Amortization								
As at 01 April 2022	-	-	-	-	-	0.71	0.71	-
For the Year	-	-	6.63	-	-	-	6.63	-
Disposals/adjustments	-	-	-	-	-	-	-	-
As at 31 March 2023	-	-	6.63	-	-	0.71	7.34	-
For the Year	-	-	6.63	10.40	26.88	-	43.92	-
Disposals/adjustments	-	-	-	-	-	-	-	-
Impairment Loss	-	-	2.06	-	-	-	2.06	-
As at 31 March 2024	-	-	11.20	10.40	26.88	0.71	49.19	-
Carrying Amount								
As at 31 March 2023	1,145.82	3,447.35	59.69	89.56	212.91	300.94	5,256.28	3,030.02
As at 31 March 2024	1,145.82	3,393.37	44.80	269.55	186.03	300.94	5,340.51	3,030.02

Note:

*During the FY 2019-20, the company has accounted for Goodwill on Xylem Acquisition from PHI Seeds Private Limited and recognised goodwill of Rs.1145.81 lakhs and remaining goodwill has accounted for business combination based on fair value of the identified assets, liabilities and contingent liabilities as on date of acquisition of Grandeur products limited and recognised goodwill of Rs.300.27 lakhs. The recoverable amount of Cash Generating Unit "CGU" was based on its value in use determined by discounting the future cash flows. The recoverable amount was determined to be higher than its carrying amount of CGU.

Note 4 Product under development

Particulars	Project in Progress	Total
Carrying Amount		
As at 01 April 2022	303.93	303.93
Additions during the year	76.84	76.84
Less: Capitalisation to Intangible Assets	-	-
As at 31 March 2023	380.78	380.78
Additions during the year		-
Less: Capitalisation to Intangible Assets	190.39	190.39
As at 31 March 2024	190.39	190.39

For Product under development ageing schedule refer Note 50 (vii)

Note 6 Capital work- in progress

Particulars	Furniture	Total
Carrying Amount		
As at 01 April 2022	110.00	110.00
Additions during the year	-	-
Capitalisation to PPE	-	-
Disposals/adjustments	-	-
As at 31 March 2023	110.00	110.00
Additions during the year	-	-
Capitalisation to PPE	110.00	110.00
Disposals/adjustments	-	-
As at 31 March 2024	-	-

For Capital work-in-progress ageing schedule refer Note 50 (vi)

Note 7 Right-of-use assets

Particulars	Right-of-use assets	Total
Cost		
As at 01 April 2022	60.72	60.72
Additions during the year	42.22	42.22
Disposals/adjustments	-	-
As at 31 March 2023	102.95	102.95
Additions during the year		-
Disposals/adjustments	-	-
As at 31 March 2024	102.95	102.95
Accumulated Depreciation		
As at 01 April 2022	8.09	8.09
For the Year	36.78	36.78
Disposals/adjustments	-	-
As at 31 March 2023	44.87	44.87
For the Year	29.60	29.60
Disposals/adjustments	-	-
As at 31 March 2024	74.47	74.47
Carrying Amount		
As at 31 March 2023	58.07	58.07
As at 31 March 2024	28.47	28.47

* Right to use of assets is comprise of finance lease on buildings

Note 8

Loans & Advances (Unsecured, considered good)

Particulars	As at 31 March 2024	As at 31 March 2023
(a) Unsecured Loans to Related Parties		
(i) Tidas Agrotech Private Limited	138.23	105.21
(b) Other Loans and Advances	34.50	34.50
Total	172.73	139.71

Note 9

Other Financial Assets

Particulars	As at 31 March 2024	As at 31 March 2023
Security Deposits	32.13	57.23
Gratuity Fund	16.42	-
Total	48.55	57.23

Note 10

Deferred tax Asset (Net)

Particulars	As at 31 March 2024	As at 31 March 2023
Deferred tax Asset on account of Property Plant and Equipment	-40.89	6.44
Deferred tax asset on Account of Carried forward Losses	1,822.29	1,524.40
Deferred tax asset on Account of Leases	1.23	3.38
Deferred tax asset on Account of Employee Benefit Obligations	28.77	28.86
Deferred tax asset on Account of MAT Credit Entitlement	41.58	46.72
Deferred tax Asset on Provisions	40.63	-
On account of depreciation of Subsidiary's PPE	-	-61.75
Total	1,893.60	1,548.05

Footnotes: Refer Note 38 for further details.

Note 11

Inventories (valued at lower of cost and net realisable value)

Particulars	As at 31 March 2024	As at 31 March 2023
Packing Material	296.86	385.76
Seeds	3,849.59	3,422.67
Total	4,146.46	3,808.44

Note 12

Trade Receivables (Unsecured, considered good)

Particulars	As at 31 March 2024	As at 31 March 2023
Trade Receivables	1,484.61	1,843.57
Less: Allowance for credit impaired receivables	156.26	88.48
Less: Provision for expected Sales returns	32.43	121.25
Total	1,295.93	1,633.84

Note:

- i) Trade Receivables are Non Interest Bearing
- ii) Refer note 47 for Trade Receivables ageing schedule

Note 13

Cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023
Balances with banks:		
In Current Account	92.94	281.45
In Overdraft Account	27.27	-
In Fixed Deposits with original maturity Less than 3 months	71.84	-
Cash In Hand	-	0.25
Total	192.06	281.70

Note 14

Bank Balance other than (ii) above

Particulars	As at 31 March 2024	As at 31 March 2023
Fixed Deposits with original maturity More than 3 months & Less than 12 months	362.93	332.93
Total	362.93	332.93

***Note:**

- "i) All Fixed deposits were kept with Scheduled banks only.
- ii) Earmarked balances as at March 31, 2024 Rs.362.93/- lakhs is held as security in relation to repayment of borrowings."

Note 15

Other Financial Assets (Unsecured, Considered good)

Particulars	As at 31 March 2024	As at 31 March 2023
Interest accrued on fixed deposits with bank	10.56	18.98
Deposit with Regulatory/Statutory Authority	48.47	-
Total	59.03	18.98

Note 16
Current Tax Assets (Net)

Particulars	As at 31 March 2024	As at 31 March 2023
TDS and TCS Receivable	48.34	28.73
Total	48.34	28.73

Note 17
Other Current Assets

Particulars	As at 31 March 2024	As at 31 March 2023
Prepaid Expenses	24.93	40.88
Unsecured, Considered good:		
Other Advances	35.10	166.82
Advances to Suppliers	398.03	289.40
Total	458.07	497.11

Note 18
Equity Share Capital

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number	Amount Lahks	Number	Amount Lahks
Authorised				
8,00,00,000 Equity Shares of Rs.10/- each	8,00,00,000	8,000.00	4,71,50,000	4,715.00
Total	8,00,00,000	8,000.00	4,71,50,000	4,715.00
Issued, Subscribed & Paid Up				
Equity Shares of Rs.10/- Each	5,59,32,378	5,593.24	2,51,55,165	2,515.52
Total	5,59,32,378	5,593.24	2,51,55,165	2,515.52

(iii) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Re.10/- each. Each equity share holder is entitled to one vote per equity share held.

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.

Reconciliation of number of shares outstanding for the period

Particulars	As at 31st March 2024		As at 31st March 2023	
	In Number	Amount Lakhs	In Number	Amount Lakhs
Shares outstanding at the beginning of the year	2,51,55,165	2,515.52	2,51,55,165	2,515.52
Shares Issued during the year (Preferential allotment)	3,07,77,213	3,077.72	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,59,32,378	5,593.24	2,51,55,165	2,515.52 2

Shares held by Promoters at the end of the Year

Promoter Name	As at 31 March 2024		As at 31st March 2023	
	No of shares held	% of total shares	No of shares held	% of total share
Surinder Kumar Tikoo	2,25,000	0.40%	2,25,000	0.89%
Suresh Atluri	26,52,377	4.74%	26,52,377	10.54%
Parthsarathi Bhattacharya	10,00,000	1.79%	10,00,000	3.98%
Paturi Srinivasa Rao	5,000	0.01%	5,000	0.02%
Jayaramaprasad Munnangi	2,00,000	0.36%	2,00,000	0.80%
Nalluri Sai Charan	1,00,000	0.18%	1,00,000	0.40%
Satish Kumar Tondapu	11,86,901	2.12%	11,86,901	4.72%
Sailaja M	14,70,936	2.63%	14,70,936	5.85%
Visweswara Rao K	10,000	0.02%	10,000	0.04%
Total	68,50,214	12.25%	68,50,214	27.23%

Particulars of Share Holders Holding more than 5% shares during the period

Particulars	As at 31st March 2024		As at 31st March 2023		% Change during the year
	No of shares held	% of Total Shares	No of shares held	% of Total Shares	
Suresh Atluri	26,52,377	4.74%	26,52,377	10.54%	-5.80%
Ajitha Challa	1,22,02,000	21.82%	-	0.00%	21.82%
KRG Polychem Private Limited	18,75,000	3.35%	18,75,000	7.45%	-4.10%
Adhbutham Business Solutions Private Limited	18,05,000	3.23%	18,05,000	7.18%	-3.95%
Ramakrishna Prasad Kanuri	19,05,524	3.41%	17,49,006	6.95%	-3.54%
Sailaja M	14,70,936	2.63%	14,70,936	5.85%	-3.22%
Bikkasani Puranachander Rao	13,33,333	2.38%	13,33,333	5.30%	-2.92%
Total	2,32,44,170	41.56%	1,08,85,652	43.27%	-1.72%

Note 19 Other Equity

(All amounts are in Lakhs unless otherwise specified)

Particulars	Note No	As at 31 March 2024	As at 31 March 2023
Securities Premium	19.1	9,704.69	3,549.25
Retained Earnings	19.2	(5,456.90)	(4,535.53)
Treasury Shares	19.3	(61.20)	-
Other Comprehensive Income	19.4	(11.27)	(19.87)
Total		4,175.33	-1,006.15

Note 19.1 Securities Premium

Particulars	As at 31 March 2024	As at 31 March 2023
Opening Balance	3,549.25	3,549.25
Add: Issue of equity shares	6,155.44	-
Closing balance	9,704.69	3,549.25

Amount received on issue of shares in excess of the face value has been classified as securities premium. This reserve will be utilised in accordance with provisions of Section 52 of the Companies Act, 2013.

Note 19.2 Retained Earnings

Particulars	As at 31 March 2024	As at 31 March 2023
Opening Balance	(4,535.53)	(1,714.37)
Add: Profit for the year	(920.79)	(2,821.16)
Add: ESOP Trust Reserve	(0.57)	-
Less: Transfer to General Reserve	-	-
Closing balance	(5,456.90)	(4,535.53)

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

Note 19.3 Treasury Shares

Particulars	As at 31 March 2024	As at 31 March 2023
Actuarial Gain or Loss & FVOCI Equity on Investments :		
Add: Purchase of treasury shares	(61.20)	-
Less: Issue of treasury shares	-	-
Closing balance	(61.20)	-

The reserve for shares of the Company held by the Grandeur Products Limited Employees Welfare Trust (ESOP Trust). The Company has issued employees stock option scheme for its employees. The shares of the Company have been purchased and held by ESOP Trust to issue and allot to employees at the time of exercise of ESOP by Employees.

Note 19.4 Other Comprehensive Income

(All amounts are in Lakhs unless otherwise specified)

Particulars	As at 31 March 2024	As at 31 March 2023
Opening Balance	(19.87)	(5.29)
Add: Additions during the year	8.59	(14.58)
Closing balance	(11.27)	(19.87)

Other Comprehensive Income (OCI) represents the amount recognised in other equity consequent to remeasurement of Defined Benefit Plan

Note 20

Borrowings (Non Current)

Particulars	As at 31 March 2024	As at 31 March 2023
(a) Secured (at amortized cost)		
Vehicle loans from banks		
i) HDFC Bank	5.90	10.97
(b) Unsecured Loans (at amortised Cost)		
i) Loans from NBFC/Others	-	3,620.52
Total	5.90	3,631.49

Foot notes:

(i) Borrowings mentioned in (a) are secured by the hypothecation of respective vehicles for which loans are availed. (ii) Current Maturities of non-current borrowings amount of Rs.5.07 have been disclosed under the head Borrowings (Current) (Refer note: 24)

Note 21

Lease Liabilities-(Non Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Lease Liabilities - amortised cost	0.99	35.91
Total	0.99	35.91

Note 22

Provisions (Non Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for Gratuity	42.20	44.56
Provision For Leave Encashment	27.49	26.14
Total	69.69	70.70

Note: Refer Note No.40 for more details

Note 23

Other Non Current Liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Security Deposit	403.86	384.45
Aditya Birla Finance Ltd	-	491.28
Total	403.86	875.73

Note 24

Borrowings (Current)

Particulars	As at 31 March 2024	As at 31 March 2023
a).Secured Loans from Banks		
Repayable on Demand		
i) CC account forming part of Cash and Cash equivalents	109.61	486.97
ii) OD account forming part of Cash and Cash equivalents	33.21	578.18
iii) Kotak Short Term Loans	-	500.00
iv) HDFC Term Loan(ECLGS Scheme)	21.90	79.95
v) Kotak Term Loan(ECLGS Scheme)	36.44	139.88
vi) Current Maturities of Long term Borrowings	5.07	4.93
b) Debentures		
i) Ande Pratap Reddy	-	405.07
ii) A Shakuntala Devi	-	505.73
c) Preference Shares		
9% Cumulative Non Convertible Redeemable Preference Share Capital at amortised cost (Note**)	1,800.00	1,651.38
Dividend accrued on 9% Cumulative Redeemable Preference shares	54.59	1.22
d) Unsecured loans from related parties		
i) Munnangi Jayaram Prasad	-	351.10
ii) B Mohan Krishna	-	795.78
iii) Paturi Srinivasa Rao	-	107.52
e) Unsecured loans from others		
i) Helcal Tubes & Ducts Private Limited	-	60.00
ii) Jyoti Bio Energy Limited	-	473.68
iii) Challa Kodanda Ram	-	104.38
iv) Karafa Products Private Limited	-	212.70
v) Prasad Seeds Private Limited	-	37.67
vi) Other Loans	6.16	77.00
Total	2,066.97	6,573.15

Details of borrowings:

(1) Cash Credit (CC),Overdraft(OD) and Others mentioned in (a) amounting to Rs. 136.58 lakhs (31 March 2023: Rs.571.86) were obtained from HDFC Bank Remaining amount mentioned in (a) amounting to Rs. 69.65 lakhs (31 March 2023: Rs.1218.06) obtained from Kotak Bank are respectively are secured by way of :

(a) Primary Security:

(i).The loan from HDFC Bank is primary secured against stock less than 180 days book debts and personal guarantee given by Mr. Ch. Rajendra Prasad and Mr. Suresh Atluri and fixed deposit along with pledge of equity shares.

(ii).The loan from Kotak Mahindra Bank is paripassu first charge on all existing and future current assets/move-able fixed assets along with HDFC bank under MBA.

(b) Collateral Security:

i). Pledge 34,50,439 No's equity shares.

(c) Guarantees: Personal guarantees of

i).Mr, Suresh Atluri

ii).Mr.Surinder Tikoo

iii).Mr.PS Batttacharya

iv) Mr. Challa Rajendra Prasad.

Note 25

Trade Payables

Particulars	As at 31 March 2024	As at 31 March 2023
Outstanding dues to micro enterprises and small enterprises	122.64	112.69
Outstanding dues to creditors other than micro enterprises and small enterprises	2,005.76	2,076.59
Total	2,128.40	2,189.28

Note: Refer note 48 for trade payable ageing schedule

Note 26

Lease Liabilities(Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Current maturities of Lease Liabilities-amortised cost	32.20	35.61
Total	32.20	35.61

Note 27

Other Financial Liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Salary Payable	7.13	13.52
Bonus & Incentives	89.09	9.36
Sitting Fees	1.22	1.00
Organizer Commission	-	44.57
Professional charges	-	0.48
Interest Accrued	1.38	15.33
Other Expenses Payables	122.60	93.59
Total	221.42	177.85

Note 28
Provisions(Current)

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for Income Tax	-	4.67
Provision for Discounts	131.36	229.92
Provision for Gratuity (Refer Note No.40)	19.80	36.76
Provision for Leave Encashment (Refer Note No.40)	25.36	25.52
Total	176.53	296.88

Note 29
Other Current Liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Provision for Audit Fees	13.25	11.48
Provident fund payable	14.75	15.59
ESI Payable	0.16	0.31
TDS/TCS Payable	25.71	45.41
Professional Tax Payable	0.37	0.39
Advance From Customers	2,535.54	1,662.05
Loan Receivable due to fair value of Preference shares at amortised cost	-	147.40
GST Payable	11.10	4.81
Total	2,600.88	1,887.44

(All amounts are in Lakhs unless otherwise specified)

Note 30

Revenue from operations

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Sale of Products	7,741.64	7,518.09
Less: BP Discount	1,027.27	1,506.63
Total	6,714.37	6,011.46

Note 31

Other Income

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Interest Income on bank deposits carried at amortised cost	28.87	14.04
Creditor Balances Written Back	59.01	32.19
Interest income on security deposits carried at amortised cost	0.67	1.07
Employee Notice Period Recovery	16.72	4.80
Interest Income On Gratuity Fund	1.24	0.38
Interest income due to fair value of Redeemable Preference shares	147.40	1.22
Profit on Sale of Intangible assets	335.85	-
Other Incomes	20.14	6.11
Total	609.89	59.80

Note 32

Purchases and Direct Expenses

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Packing Material & Other Purchases	374.67	418.51
Purchase of Seeds	3,677.99	3,160.96
Logistic Expenses	297.55	301.00
Production Expenses	390.25	170.09
Total	4,740.46	4,050.56

Note 33

Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Packing Material	385.76	332.91
Seeds	3,422.67	4,778.80
Sub Total (a)	3,808.44	5,111.71
Closing Stock:		
Packing Material	307.77	385.76
Seeds	3,838.69	3,422.67
Sub Total (b)	4,146.46	3,808.44
Total (a-b)	(338.02)	1,303.27

Note 34

(All amounts are in Lakhs unless otherwise specified)

Employee Benefit Expenses

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Salaries, Wages & Bonus	1,578.67	1,527.46
Staff welfare expenses	7.73	2.68
ESI Contribution	2.03	3.16
Provident Fund & PF Admin	93.67	93.11
Insurance	32.37	36.54
Gratuity	19.02	23.53
Leave encashment	27.95	15.06
Directors Sitting Fees	5.31	5.30
Total	1,766.75	1,706.84

Note 35

Finance cost

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Interest on Loan	205.05	1,070.43
Interest Paid to Others	7.90	56.08
Interest on Lease Liabilities	4.33	6.81
Interest on MSME	0.17	0.96
Bank Charges	4.04	2.31
9% Cumulative Non convertible redeemable Preference shares (Amortization)	147.40	1.22
9% Dividend Accrued on Cumulative Non convertible redeemable Preference shares	54.59	-
Loan Processing charges	3.90	6.94
Total	427.39	1,144.76

Note 36

Depreciation and Amortisation

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
a) Depreciation and amortization	84.72	41.52
b) Depreciation on Right of use assets	29.60	36.78
Total	114.32	78.30

(All amounts are in Lakhs unless otherwise specified)

Note 37

Other Expenses

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
Audit Fee (Refer Note: 37.1)	13.10	8.00
Professional Charges	99.88	99.75
Internet Hosting Charges	4.64	1.47
Telephone Charges	1.65	1.34
Stock Insurance	1.78	-
Field Assistant Expenses	171.49	142.34
Field Day Expenses	4.80	3.89
Travelling Expenses	404.65	372.35
Internal Audit Fees	6.00	6.00
Sales and Marketing Expenses	189.65	159.05
Conveyance Expenses	2.75	6.47
Books & Periodicals	0.07	0.04
Rent	2.40	3.03
Rates & Taxes	92.58	55.23
Computer Maintenance	30.84	13.53
Printing & Stationery	8.63	3.40
Office Expenses	20.78	29.35
Expected credit Loss	72.43	93.20
R&D Expenses	685.07	574.47
Postage & Courier	4.98	4.45
Other Expenses	10.33	8.68
Filing Fee	5.53	-
Registration Charges	0.06	-
Assets Written off	9.26	-
Advances written off	14.20	-
Security deposits written off	11.73	-
Listing Fees	10.09	0.50
Total	1,879.36	1,586.54

Note 37.1

Audit Fees

Particulars	For the year Ended 31 March, 2024	For the year Ended 31 March, 2023
(a) For statutory audit	6.25	6.25
(b) For Tax Audit	0.75	0.75
(c) Certification charges	5.10	-
Total	12.10	7.00

Note 38. Income Tax

The major components of income tax expenses for the year ended 31 March 2024 and 31 March 2023 are as follows:

Profit or loss section	31 March 2024	31 March 2023
Current tax expense	-	-
Adjustment of tax relating to earlier periods	-	-
MAT credit utilisation	-	-
Deferred tax	(345.20)	(977.84)
Total income tax expense recognised in Statement of Profit and Loss	(345.20)	(977.84)

OCI section	31 March 2024	31 March 2023
Tax Effect on OCI items	0.34	4.90
Income tax charged to OCI	0.34	4.90

(a) The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	31 March 2024	31 March 2023
Profit before tax	(1,265.99)	(3,799.01)
Enacted income tax rate in India	25.17%	25.17%
Computed expected tax expense	(318.65)	(956.21)
Add/(Less): Tax effect on account of:		
Items which are not tax deductible for computing taxable income	30.05	23.46
Adjustments for prior periods	-	-
Effect of items which are not taxable for computing taxable income	-	-
Others	(3.50)	(45.09)
Income tax expense recognised in the Statement of Profit and Loss	(345.20)	(977.84)

Deferred tax	31 March 2024	31 March 2023
Deferred tax asset/(liability) (net)	1,852.02	1,501.33
MAT credit entitlement	41.58	46.72
Deferred tax asset (net)	1,893.60	1,548.05

(b) Deferred tax (liabilities)/assets (net) as at 31 March 2024, as detailed below reflect the quantum of tax liabilities/(assets) accrued upto 31 March 2024

2023-24	Opening balance	Recognised in Statement of profit and loss	Recognised in other comprehensive income	MAT Credit availed / (utilization)	Closing balance
Deferred tax (liabilities) /assets in relation to:					
MAT credit	46.72	(5.15)	-	-	41.58
Timing difference on:	-				
-Property, plant and equipment	6.44	(47.33)	-	-	(40.89)
-Carried forward losses	1,524.40	297.89	-	-	1,822.29
-Right of use assets	3.38	(2.16)	-	-	1.23
-Remeasurement of defined benefit plans	28.86	(0.43)	0.34	-	28.77
-On account of depreciation of Subsidiary's PPE	(61.75)	61.75	-	-	-
-On account of Provisions	-	40.63	-	-	40.63
Deferred tax (liabilities) /assets (Net)	1,548.05	345.21	0.34	-	1,893.60

(c) Deferred tax (liabilities)/assets (net) as at 31 March 2023, as detailed below reflect the quantum of tax liabilities/(assets) accrued upto 31 March 2023

2022-23	Opening balance	Recognised in Statement of profit and loss	Recognised in other comprehensive income	MAT Credit availed / (utilization)	Closing balance
Deferred tax (liabilities) /assets in relation to:					
MAT credit	46.72	-	-	-	46.72
Timing difference on:					
--Property, plant and equipment	4.35	2.09	-	-	6.44
-Carried forward losses	600.97	923.43	-	-	1,524.40
-Right of use assets	-	3.38	-	-	3.38
-Remeasurement of defined benefit plans	2.50	21.46	4.90	-	28.86
-On account of depreciation of Subsidiary's PPE	(64.08)	2.33	-	-	(61.75)
-On account of Investments	(24.91)	24.91	-	-	-
Deferred tax (liabilities) /assets (Net)	565.55	977.60	4.90	-	1,548.05

39. Earnings Per Equity Share :

“Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the holding Company by the weighted average number of Equity shares outstanding during the year excluding the treasury shares as per Ind AS 33 Earnings per share. Diluted earnings per share is calculated by dividing the profit/(loss) attributable to equity holders (after adjusting for interest on the Compulsory convertible debentures) by the weighted average number of equity shares outstanding during the period/year the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.”

Earnings per equity share

Particulars	For the Year Ended 31 March 2024	For the Year Ended 31 March 2023
Profit attributable to equity shareholders	(920.79)	(2,821.16)
No of Equity shares Outstanding	5,59,32,378	2,51,55,165
Weighted average number of equity shares for Basic EPS (Nos.)	5,20,12,776	2,51,55,165
Effect of dilutive equivalent Potential Equity shares if any	-	-
Weighted average number of equity shares for dilutive EPS (Nos.)	5,20,12,776	2,51,55,165
Face value per equity share (Rs.)	10.00	10.00
Basic Earnings Per share	(1.77)	(11.22)
Diluted Earnings Per share	(1.77)	(11.22)

Note 40 Employee Benefit Obligations

A. Expense recognised for Defined contribution plan

Particulars	For the Year Ended 31 March 2024	For the Year Ended 31 March 2023
Company's contribution to Provident Fund	93.67	93.11
Company's contribution to ESI	2.03	3.16

B. Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognised in the Consolidated Balance Sheet as at March 31, 2024 and March 31, 2023, being the respective measurement dates:

I. Change in Defined Benefit Obligation

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023
Defined Benefit Obligation at the beginning	81.33	55.88	51.66	49.12
Current Service Cost	14.05	21.14	15.33	11.86
Past Service Cost	-	-	-	-
(Gain) / Loss on settlements	-	-	-	-
Interest Expense	4.97	3.37	2.87	3.20
Benefit Payments from Plan Assets	-	-	-	-
Benefit Payments from Employer	(30.09)	-19.73	(26.76)	-10.93
Settlement Payments from Plan Assets	-	-	-	-
Settlement Payments from Employer	-	-	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-	-	-
Increase / (Decrease) due to effect of any business combination / divesture / transfer)	-	-	-	-
Increase / (Decrease) due to Plan combination	-	-	-	-
Remeasurements - Due to Demographic Assumptions	(1.37)	1.02	(0.35)	0.21
Remeasurements - Due to Financial Assumptions	0.38	-0.24	0.23	-0.15
Remeasurements - Due to Experience Adjustments	(7.26)	19.92	9.87	-1.65
Defined Benefit Obligation at the end	62.01	81.33	52.85	51.66
Discount Rate	7.23%	7.51%	7.23%	7.51%
Salary Escalation Rate	10.00%	10.00%	10.00%	10.00%

II. Components of Defined Benefit Cost

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023
Current Service Cost	14.05	21.14	15.33	-
Past Service Cost	-	-	-	-
(Gain) / Loss on Settlements	-	-	-	-
Reimbursement Service Cost	-	-	-	-
Total Service Cost	14.05	21.14	15.33	11.86
Interest Expense on DBO	4.97	3.37	2.87	3.20
Interest (Income) on Plan Assets	(1.10)	-0.99	-	-
Interest (Income) on Reimbursement Rights	-	-	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-	-	-
Total Net Interest Cost	3.87	2.39	2.87	3.20
Reimbursement of Other Long Term Benefits	-	-	-	-
Defined Benefit Cost included in P & L	17.92	23.53	18.20	15.06
Remeasurements - Due to Demographic Assumptions	(1.37)	1.02	(0.35)	0.21
Remeasurements - Due to Financial Assumptions	0.47	-0.27	0.23	-0.15
Remeasurements - Due to Experience Adjustments	(7.26)	19.92	9.87	-1.65
(Return) on Plan Assets (Excluding Interest Income)	(0.14)	0.41	-	-
(Return) on Reimbursement Rights	-	-	-	-
Changes in Asset Ceiling / Onerous Liability	-	-	-	-
Total Remeasurements in OCI	(8.39)	21.07	9.74	-1.59
Total Defined Benefit Cost recognized in P&L and OCI	9.53	44.60	27.95	13.47
Discount Rate	7.23%	7.51%	7.23%	7.51%
Salary Escalation Rate	10.00%	10.00%	10.00%	10.00%

III. Change in Fair Value of Plan Assets

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023
Fair Value of Plan Assets at the beginning	14.04	13.46	-	-
Interest Income	1.10	0.99	-	-
Employer Contributions	1.14	-	-	-
Employer Direct Benefit Payments	30.09	-15.96	26.76	10.93
Employer Direct Settlement Payments	-	-	-	-
Benefit Payments from Plan Assets	-	-	-	-
Benefit Payments from Employer	(30.09)	-15.96	(26.76)	-10.93
Settlement Payments from Plan Assets	-	-	-	-
Settlement Payments from Employer	-	-	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-	-	-
Increase / (Decrease) due to Plan combination	-	-	-	-
Remeasurements - Return on Assets (Excluding Interest Income)	0.14	-0.41	-	-
Fair Value of Plan Assets at the end	16.42	14.04	-	-

Weighted Average Asset Allocations at end of current period

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023
Equities	0%	0%	0%	0%
Bonds	0%	0%	0%	0%
Gilts	0%	0%	0%	0%
Insurance Policies	100%	100%	100%	0%
Total	100%	100%	100%	0%

IV. Amounts recognized in the Statement of Financial Position

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023
Defined Benefit Obligation	62.01	81.33	52.85	51.66
Fair Value of Plan Assets	16.42	14.04	-	-
Funded Status	45.59	67.29	52.85	51.66
Effect of Asset Ceiling / Onerous Liability	-	-	-	-
Net Defined Benefit Liability / (Asset)	45.59	67.29	52.85	51.66
Of which, Short term Liability	19.80	36.77	25.36	25.52

V. Net Defined Benefit Liability / (Asset) reconciliation

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023
Net Defined Benefit Liability / (Asset) at the beginning	67.29	42.41	51.66	49.12
Defined Benefit Cost included in P & L	17.92	23.53	18.20	15.06
Total Remeasurements included in OCI	(8.39)	21.07	9.74	(1.59)
Net Transfer In / (Out) (Including the effect of any business combination / divestiture)	-	-	-	-
Amount recognized due to Plan Combinations	-	-	-	-
Employer Contributions	(1.14)	-	-	-
Employer Direct Benefit Payments	(30.09)	(19.73)	(26.76)	(10.93)
Employer Direct Settlement Payments	-	-	-	-
Credit to Reimbursements	-	-	-	-
Net Defined Benefit Liability / (Asset) at the end	45.59	67.29	52.85	51.66

VI. Experience Adjustments on Present Value of DBO and Plan Assets

Particulars	Gratuit		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023
(Gain) / Loss on Plan Liabilities	(7.26)	19.92	9.87	(1.40)
% of Opening Plan Liabilities	3.23%	32.50%	19.31%	-3.65%
Gain / (Loss) on Plan Assets	0.14	-0.41	-	-
% of Opening Plan Assets	0.99%	3.02%	-	-

VII. Sensitivity Analysis Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

Summary of Financial & Demographic Assumptions

Scenario	Gratuity		Leave Encashment(Unfunded)	
	Percentage Change	DBO	Percentage Change	DBO
Under Base Scenario	0.00%	57,64,547	0.0%	51,71,480
Salary Escalation - Up by 1%	2.91%	59,32,069	2.2%	52,86,537
Salary Escalation - Down by 1%	-2.81%	56,02,685	-2.2%	50,59,508
Withdrawal Rates - Up by 1%	-0.56%	57,32,100	-0.2%	51,63,661
Withdrawal Rates - Down by 1%	0.58%	57,97,958	0.2%	51,79,624
Discount Rates - Up by 1%	-2.27%	56,33,957	-1.5%	50,92,548
Discount Rates - Down by 1%	2.39%	59,02,497	1.6%	52,54,495

VIII. Bifurcation of Present Value of Obligations at the end of the valuation period as per Schedule III of the Companies Act, 2013

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023	Financial Year Ending 31/03/2024	Financial Year Ending 31/03/2023
Current Liabilities	19.80	36.77	25.36	25.52
Non- current Liabilities	42.20	44.56	27.49	26.14

Note 41 Contingencies and Commitments:

Claims against the company acknowledged as debts

- i) On account of Direct tax matter* - Rs.94.44 lakhs (31 march 2023 :94.44 Lakhs)
- ii) Other claims#

In the ordinary course of business, the Company faces claims and assertions by various parties. The Company assesses such claims and assertions and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

-*Income Tax:

Tierra seeds science pvt ltd (subsidiary company) has received a demand notice u/s. 156 of the Income Tax Act, 1961 demanding a penalty of Rs. 94.44 lakhs against which order was passed u/s. 271(1)(c) of the Income Tax Act directing TSSPL to pay the penalty .

#Claims

There are various claims against the Company, the majority of which pertain to government body investigations with regards to regulatory compliances (Regulation of Supply, Distribution, Sale and fixation of Sale Price Act, Essential Commodities Act, Andhra Pradesh Cotton Seeds Act) for seed sampling failure and consumer complaints under the consumer protection Act 1986 & 2019 regarding with this matter the amount of possible liability is not ascertainable based on the opinion given by the external legal counsel accordingly the same has disclosed in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Note 42. Related Party Transactions

a)Following is the list of related parties and their relationships

Sl No	Name of the Related Party	Nature of Relationship
1	Tierra Seed Science Private Limited	Wholly Owned Subsidiary (WOS)
2	Tidas Agrotech Private Limited	Joint Venture
3	Vijay Kumar Deekonda	Whole Time Director (Note i & ii)
4	Sridevi Dasari	Independent Director (Till 02-09-2022)
5	Srinivasa Rao Paturi	Non Executive & Non Independent Director
6	Suryanarayana Simhadri	Independent Director
7	Bandi Mohan Krishna	Non Executive & Non Independent Director (Till 16-03-2023)
8	Venkata Krishna Rau Gogineni	Chairman & Independent Director
9	Munnangi Jayaram Prasad	Non Executive & Non Independent Director
10	Neha Soni	Independent Director
11	Hari Singh Chauhan	Chief Executive Officer
12	Sheshu Babu Dharla	Chief Financial Officer (30-06-2023)
13	Haripriya	Company Secretary (Till 27-10-2022)
14	K Anagha Devi	Company Secretary (w.e.f 27-10-2022)
15	Parthasarathi Bhattacharya	Whole Time Director of WOS
16	Surinder Kumar Tikoo	Non Exectuive Director of WOS

i)Resigned as Chief Financial Officer on 30-06-2023

ii) Non Exective Director of wholly Owned subsidiary

a).Related party transactions for the year are as follows:

Sl No	Name of the Related Party	Nature of Relationship	Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
1	Tierra Seed Science Private Limited	Wholly Owned Subsidiary	Loans & Advances Given Loans & Advances Repaid or Received Advance to subsidiary company	- 40.17 0.25	126.50 1,800.00 0.65
2	Tidas Agrotech Private Limited	Joint Venture	Loans/Advances Given	33.01	30.87
3	Vijay Kumar Deekonda	Whole time Director	Remuneration Paid	13.80	13.80
4	Sridevi Dasari	Independent Director (Till 02-09-2022)	Sitting Fees Paid		0.40
5	Srinivasa Rao Paturi	Non Executive & Non Independent Director	Sitting Fees Paid Loan Repaid Rent	1.00 108.42 1.44	0.60 7.20 1.44
6	Suryanarayana Simhadri	Independent Director	Sitting Fees Paid	1.80	1.00
7	Bandi Mohan Krishna	Non Executive & Non Independent Director (Till 16-03-2023)	Sitting Fees Paid Loan Given	- -	0.80 279.12
8	Venkata Krishna Rau Gogineni	Chairman & Independent Director	Sitting Fees Paid	1.50	0.70
9	Munnangi Jayaram Prasad	Non Executive & Non Independent Director	Sitting Fees Paid Loan	0.25 353.94	0.30 350.00
10	Neha Soni	Independent Director	Sitting Fees Paid	1.70	0.50
11	Hari Singh Chauhan	Chief executive Officer	Remuneration	158.39	183.43
12	Haripriya	Company Secretary (Till 27-10-2022)	Remuneration		0.67
13	K Anagha Devi	Company Secretary (w.e.f 27-10-2022)	Remuneration	5.47	2.30
14	Sheshu Babu Dharla	Chief Financial Officer	Remuneration	35.23	-
15	Parthasarathi Bhattacharya	Whole Time Director of WOS	Remuneration	10.96	62.28
16	Surinderkumar Tikoo	Non Executive Director of WOS	Remuneration	12.00	9.00

b). Related party outstanding balances as a are as follows:--

Sl No	Name of the Related Party	Nature of Relationship	Particulars	Balances outstanding as at 31 March 2024	Balances outstanding as at 31 March 2023
1	Tierra Seed Science Private Limited	Wholly Owned Subsidiary Loan Payable	Trade Receivable	600.97 531.43	600.72 571.60
2	Tidas Agrotech Private Limited	Joint Venture	Loans & Advances Receivable	138.23	105.21
3	Srinivasa Rao Paturi	Non Executive & Non Independent Director	Sitting Fees Payable Loan Payable	0.23 -	0.14 107.52
4	Suryanarayana Simhadri	Independent Director	Sitting Fees Payable	0.36	0.18
5	Bandi Mohan Krishna	Non Executive & Non Independent Director (Till 16-03-2023)	Sitting Fees Payable Loan Payable	- -	0.14 795.78
6	Venkata Krishna Rau Gogineni	Chairman & Independent Director	Sitting Fees Payable	0.27	0.14
7	Neha Soni	Independent Director	Sitting Fees Payable	0.36	-
8	Munnangi Jayaram Prasad	Non Executive & Non Independent Director	Sitting Fees Payable Loan Payable	0.14 -	0.09 351.10

Note 43. The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) for dues to micro enterprises and small enterprises as at March 31, 2024 and March 31, 2023 is as under

(All amounts are in Lakhs unless otherwise specified)

Particulars	As at 31 March 2024	As at 31 March 2023
a). the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	122.64	112.69
b). the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
c). the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
d). the amount of interest accrued and remaining unpaid at the end of each accounting year; and the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest	0.17	0.95
e). dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Note: The list of undertakings covered under MSMED Act was determined by the Company on the basis of information available with the Company.

Note 44. Disclosure pursuant to Indian Accounting Standard (Ind AS) 108 "Operating Segments"

a). The Company's operations predominantly consist of Sale of Agriculture Seeds. The Company's Chief Operating Decision Maker (CODM) review the operations of the company as a single reportable segment only. Hence there are no reportable segments under Ind AS 108. Accordingly, the disclosure requirements specified in paragraphs 22 to 30 are not applicable.

b). Geographical information

The Company operates in single principal geographical area i.e., India. Though the Company has operations across various geographies within India, the same are considered as a single operating segment considering the following factors:

- These operating segments have similar long term gross profit margins
- The nature of the products and production processes are similar and the methods used to distribute the products to the customers are the same.

c). In view of the above mentioned classification of business and geographical segments the particulars relating to Segment revenue and results, Segment assets and liabilities, Other segment information, revenue from major products and services, geographical information are not required to be furnished.

Note 45. Financial Instruments

A.Accounting classifications and fair values

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

Particulars	As at 31 March 2024		As at 31 March 2023	
	Amortised Cost	Fair Value	Amortised Cost	Fair Value
Financial Assets				
Investments	-	-	-	-
Other Financial Assets (Non Current)	48.55	-	57.23	-
Loans & Advances	172.73	-	139.71	-
Trade Receivables	1,295.93	-	1,633.84	-
Cash and cash equivalents	192.06	-	281.70	-
Bank Balance other than (ii) above	362.93	-	332.93	-
Other Financial Assets (Current)	59.03	-	18.98	-
Total Financial Assets	2,131.22	-	2,464.38	-
Financial liabilities				
Non Current				
Borrowings	5.90	-	3,631.49	-
Other Financial Liabilities	-	-	-	-
Current				
Borrowings	2,066.97	-	6,573.15	-
Trade payables	2,128.40	-	2,189.28	-
Lease Liabilities	32.20	-	35.61	-
Other financial liabilities	221.42	-	177.85	-
	-	-	-	-
Total Financial liabilities	4,454.90	-	12,607.37	-

“The fair value of trade receivables, other financial assets, cash and cash equivalents, other bank balances, borrowings, trade payables and other financial liabilities approximate their carrying amount largely due to short-term nature of these instruments.

Measurement of fair values

i).Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in the current year and no transfers in either direction in previous year.

Note 46. Financial risk management objectives and policies

The Company’s financial liabilities comprise mainly of borrowings, trade payables and other payables. The Company’s financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company’s risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company’s activities.

The Board of Directors of the Company has overall responsibility for the establishment and oversight of the Company’s risk management framework. In performing its operating, investing and financing activities, the Company is exposed to the Credit risk and Liquidity risk.

1. Market Risk: Market risk is the risk of loss of future earnings, fair values or future cash flows that may results from change in the price of a financial instrument. The value of a financial instrument may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes may affect

market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly three types of risk:

Interest rate risk, currency risk and other price risk such as equity price risk and commodity risk.

The Company has an elaborate risk management system to inform Board Members about risk management and minimization procedures

a) Interest Rate Risk :-

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The Company mitigates this risk by maintaining a proper blend of Fixed & Floating Rate Borrowings.

The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding.

Interest Rate Sensitivity: The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. With all other before tax is affected through the impact on finance cost with respect to our borrowing, as follows: variables held constant, the Company's profit / (Loss)

b)Commodity Price Risk and Sensitivity:

Commodity price fluctuations can have an impact on the demand of seeds for particular crop. Therefore, we track the commodity price movements very closely and take advance production decisions accordingly. In addition to the above, Company also maintains a strategic buffer inventory to ensure that such disruptions do not impact the business significantly.

c)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 exposure to the risk of changes in foreign exchange rates relates primarily to the Comapny's operating activities (when revenue or expense is denominated in a foreign currency). Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. Any movement in the functional currency of the various operations of the company against major foreign currencies may impact the company's revenue in international business. The company valuates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks."

i).Expenditure in Foreign exchange

Particulars	For the period ended 31 March 2024	For the period ended 31 March 2023
Import of Vegetable seeds	68.88	105.11
Total	68.88	105.11

ii). Earnings in Foreign exchange

Particulars	For the period ended 31 March 2024	For the period ended 31 March 2023
FOB Value of Exports	9.51	Nil
Interest Earned	Nil	Nil
Total	9.51	Nil

2 Credit Risk:

Credit risk is the risk that counterparty might not honour 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).

a).Trade Receivables: Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account past experience and other factors. Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis. However a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

3 Liquidity Risk:

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due. The Company relies on a mix of borrowings and operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium 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 borrowings facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

**Note 47. Ageing of Trade Receivable.
As at 31 March 2024**

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed trade receivables-considered good	866.98	331.14	148.13	138.36	-		1,484.61
(ii) Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-		-
(iii) Undisputed trade receivable -credit impaired	-	-	-	-	-		-
(iv) Disputed trade receivables -which have significant increase in credit risk	-	-	-	-	-		-
(vi) Disputed trade receivables -credit impaired	-	-	-	-	-		-
Total	866.98	331.14	148.13	138.36	-		1,484.61
Less: Allowance for credit impaired receivables							156.26
Less: provision for expected Sales returns							32.43
Net Trade Receivable							1,295.93

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed trade receivables-considered good	1,352.87	283.46	117.98	89.27	-		1,843.57
(ii) Undisputed trade receivables -which have significant increase in credit risk	-	-	-	-	-		-
(iii) Undisputed trade receivable -credit impaired	-	-	-	-	-		-
(iv) Disputed trade receivables -which have significant increase in credit risk	-	-	-	-	-		-
(vi) Disputed trade receivables -credit impaired	-	-	-	-	-		-
Total	1,352.87	283.46	117.98	89.27	-		1,843.57
Less: Allowance for credit impaired receivables							88.48
Less: provision for expected Sales returns							121.25
Net Trade Receivable							1,633.84

Note 48. Ageing Schedule of Trade Payables

Particulars	Trade Payable Outstanding as on 31 March 2023						Total
	unbilled	Less than 1year	1-2 years	2-3 years	More than 3 years		
(i) MSME	-	122.64	-	-	-	-	122.64
(ii) Others	-	2,005.76	-	-	-	-	2,005.76
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-	-
Total	-	2,128.40	-	-	-	-	2,128.40

Particulars	Trade Payable Outstanding as on 31 March 2023						Total
	unbilled	Less than 1year	1-2 years	2-3 years	More than 3 years		
(i) MSME	-	112.69	-	-	-	-	112.69
(ii) Others	-	2,067.14	0.67	1.03	7.76	-	2,076.60
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-	-
Total	-	2,179.82	0.67	1.03	7.76	-	2,189.28

Note 49. Capital Management:

Equity Share Capital and other equity are considered for the purpose of company capital Management. The Company manages its capital so as to safeguard its; ability to continue as going concern and to provide optimum return to share holders. The Management and Board of directors monitors the return on capital. The company may take appropriate steps in order to maintain or if necessary adjust its capital structure.

Note 50. Additional Regulatory Information

- i. The Company does not have any immovable property held in the name of the company other than Properties where company is Lessee and lease agreements are duly executed in the favour of lessee.
- ii. The Company did not have any Investment Property during the year.
- iii. The company has not revalued its Property, Plant and Equipment during the year.
- iv. The Company has not Revalued any of its Intangible assets held in the name of the company during the year.
- v. "The Company has made Loans and Advances in the nature of Loans granted to Promoters, Director's, KMP's and related parties of Rs. (in lakhs). (Rs. in Lakhs)

Type of Borrower	As at 31 March 2024		As at 31 March 2023	
	Amount of loan or advance in the nature of loan outstanding	% of total loans and advances in the nature of loans outstanding	Amount of loan or advance in the nature of loan	% of total loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	178.40	100%	105.22	100%
Total	178.40	100%	105.22	100%

vi. Capital work-in-progress

Ageing for capital work-in-progress as at March 31, 2024 is as follows:

Particulars	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-in-progress					
Furniture	-	-	-	-	-
Total	-	-	-	-	-

Ageing for capital work-in-progress as at March 31, 2023 is as follows:

Particulars	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-in-progress					
Furniture	-	110.00	-	-	110.00
Total	-	110.00	-	-	110.00

vii. Product under Development

Ageing for product under development as at March 31, 2024 is as follows:

Particulars	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-in-progress					
Product under Development	-	76.84	113.55	-	190.39
Total	-	76.84	113.55	-	190.39

Ageing for product under development as at March 31, 2023 is as follows:

Particulars	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-in-progress					
Product under Development	76.84	153.04	150.90	-	380.78
Total	76.84	153.04	150.90	-	380.78

- viii. No proceedings have been initiated during the year or are pending against the company at March 31, 2024 and March 31, 2023 for holding any Benami property under Benami transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ix. There are no charges or satisfaction to be registered with ROC beyond the statutory period.
- x. The Company has not declared as wilful defaulter by any bank, financial Institution or other lender.
- xi. There are no Transactions with struck off companies u/s 248/250 of the Companies Act, 2013.
- xii. The Company is in compliance with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.
- xiii. The company has not advanced/loaned/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- xiv. There are no regulatory account balances during the year.
- xv. The Company is not required to apply its funds to Corporate Social Responsibility activities (CSR) u/s 135 of The Companies Act, 2013.
- xvi. The Company does not have any Undisclosed Income during the Year.
- xvii. The Company has not invested in Crypto currency or Virtual currency.

Note No. 51

Pursuant to the Scheme of amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Bench at Hyderabad vide its order dated 12th day of November, 2021 Grandeur Products Limited was merged with our Company Tierra Agrotech Limited. Two employee benefit plans, namely, Grandeur Employee Stock Option Scheme II, 2016 (GPLESOS II, 2016) and the Grandeur Employees Stock Purchase Scheme 2017 ("GPL-ESPS 2017") were formulated vide special Resolution passed by the Shareholders of Grandeur Products Limited dated 8th November, 2016 and at Extra Ordinary General Meeting held on 25th March, 2017 respectively, Upon the Merger of Grandeur Products Limited with Tierra Agrotech Limited, the aforesaid schemes are continued as Schemes of Tierra Agrotech Limited. Details regarding the above mentioned schemes along with their status as follows.

"Scheme 1: The company has instituted Grandeur Employees Stock Option Scheme II (GPLESOS II, 2016) of 7,50,000 stock options of Rs. 10/- each which is exercise price or any other price as decided by Compensation and Remuneration Committee of the Company, the options issued under this scheme are convertible into equity shares and the vesting period of options is one year not later than two years from the date of grant of options issued under this scheme issued to the eligible employees of the company (as decided by management) and the scheme was approved by the Shareholders through postal ballot dated 8th November, 2016."

Scheme 2: The company also issued and granted 7,50,000 equity shares of Rs. 10/- each under the scheme namely Grandeur Employees Stock Purchase Scheme 2017 (GPL-ESPS, 2017) to Grandeur Products Limited Employees Welfare Trust (GPL Trust) and also the company provided a loan of amount Rs. 61,19,600/- for acquisition of above allotted shares to GPL Trust & this was approved by shareholders of the company at the Extra Ordinary General Meeting held on 25th March, 2017. The purchase price of the share issued/granted shares under this scheme to GPL Trust will be determined by the Board of Trustees of the GPL Trust in consultation with the board of directors of the company & Nomination and Remuneration Committee of the Company.

Particulars	Year ended 31st March 2024 No of Share options	
	Scheme 1	Scheme 2
Options outstanding at the beginning of the year	7,50,000	1,38,040
Add: Shares issued on exercise of Employee Stock Option Plan/ Scheme	-	-
Granted during the year	-	-
Vested / Allotted during the year	-	-
Exercised during the year	-	-
Lapsed during the year	-	-
Forfeited during the year	-	-
Options outstanding at the end of the year.	7,50,000	1,38,040
Options vested and exercisable at the end of the year	7,50,000	1,38,040