

Place: Hyderabad  
Date: 08.09.2022

To

The Corporate Relations Department,  
Bombay Stock Exchange Limited,  
PJ Towers, Dalal Street,  
Mumbai – 400001

Scrip Code: 543531

Dear Sir / Madam,

**Subject: Submission of a Copy of Annual Report along with the Notice of Annual General Meeting (AGM) as required under Reg. 34(1) of SEBI (LODR) Regulations, 2015.**

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith enclosing the Annual Report of the Company along with the notice of AGM for the financial year 2021-22, which is being sent to the members of the Company through electronic mode.

The above said annual report along with notice is also uploaded on the website of the Company and the web link is <https://www.tierraagrotech.com/wp-content/uploads/2022/09/annual-report-2021-2022.pdf>

This is for your information and necessary records.

Regards,  
For **TIERRA AGROTECH LIMITED**

*Y. Hari Priya*  
*08/09/22*  
Y. Hari Priya  
Company Secretary and Compliance Officer  
M. No - 37459



HARI PRIYA  
YERUKALAPUDI  
Digitally signed by HARI  
PRIYA YERUKALAPUDI  
Date: 2022.09.08  
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# ANNUAL REPORT 2021-22

**09th Annual General Meeting**  
Friday, 30th September, 2022 at 01.35 PM  
through Video Conferencing (VC) / Other Audio-Visual Means (OVAM)

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## Corporate Information

### Board of Directors

**Mr. G V Krishna Rau (Chairman)**

(Independent Non-Executive Director)

**Mr. Suryanarayana Simhadri**

(Independent Non-Executive Director)

**Mr. B. Mohan Krishna**

(Non-Executive Director)

**Mr. Paturi Srinivasa Rao**

(Non-Executive Director)

**Mr. Vijay Kumar Deekonda**

(Executive Director)

**Mr. M. Jayaram Prasad**

(Additional Director in the Capacity of Non-Executive Director)

**Ms. Neha Soni**

(Additional Director in the capacity of Independent Non-Executive Director)

**Mr. Hari Singh Chauhan**

(Chief Executive Officer)

**Mr. Vijay Kumar Deekonda**

(Chief Financial Officer)

**Ms. Y Hari Priya**

(Company Secretary & Compliance Officer)

### Registered Office

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

**CIN: L01119TG2013PLC090004**

### 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  
H. No: 1-8-104, Rajendranagar,  
Hyderabad – 500082

**Research & Development Unit**

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

**Research & Development Farm**

Sy. No. 507, Vil. Kondakal, Shankarpally Mandal,  
Rangareddy District, Hyderabad- 508600

**Bankers**

HDFC Bank Limited  
Kotak Mahindra Bank Limited

**Registrar & Share Transfer Agents**

**Venture Capital & Corporate Investments Private Limited**  
12-10-167, Bharat Nagar, Hyd.- 500018

## BOARD COMMITTEES

### 1. Audit Committee:

S. No	Name of the Director	Category	Nature of Directorship
1	Mr. Suryanarayana Simhadri	Chairman	Independent & Non-Executive Director
2	Mr. G V Krishna Rau	Member	Independent & Non-Executive Director
3	Ms. Neha Soni	Member	Independent & Non-Executive Director

### 2. Stakeholders Relationship Committee:

S. No	Name of the Director	Category	Nature of Directorship
1	Mr. B. Mohan Krishna	Chairman	Non-Executive & Non Independent
2	Mr. Suryanarayana Simhadri	Member	Independent & Non-Executive Director
3	Mr. Vijay Kumar Deekonda	Member	Whole –Time Director

### 3. Nomination and Remuneration Committee:

S. No	Name of the Director	Category	Nature of Directorship
1	Mr. Suryanarayana Simhadri	Chairman	Independent & Non-Executive Director
2	Mr. B. Mohan Krishna	Member	Non-Executive & Non Independent
3	Ms. Neha Soni	Member	Non-Executive & Non Independent

### 4. Risk Management Committee:

S. No	Name of the Director	Category	Nature of Directorship
1	Mr. Paturi Srinivasa Rao	Chairman	Non-Executive & Non Independent
2	Ms. Neha Soni	Member	Independent & Non-Executive Director
3	Mr. Parthasarathi Bhattacharya	Member	Other



**NOTICE**

**NOTICE** is hereby given that the 09th Annual General Meeting of Tierra Agrotech Limited will be held on Friday, the 30th day of September, 2022 at 01.35 PM through Video Conference or Other Audio Visual Means (VC/OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2022 including the Balance Sheet as on March 31, 2022, the Statement of Profit & Loss and the Cash Flow Statement for the period ending as on that date and Notes thereto together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. B. Mohan Krishna (DIN: 03053172) who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****3. Appointment of Ms. Neha Soni (DIN: 09724152), as an 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 FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Ms. Neha Soni (DIN: 09724152), appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors w.e.f. 02.09.2022 as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and who has submitted a declaration that she meet the criteria for independence as provided in section 149(6) of the Act for eligibility of appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from 02.09.2022 and she shall not be liable to retire by rotation during this tenure.”

**4. Appointment of Mr. M. Jayaram Prasad (DIN: 03034183) as Non-Executive Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. M. Jayaram Prasad (DIN : 03034183), appointed as an Additional Director in capacity of Non-Executive Director of the Company by the Board of Directors on 02.09.2022 as per Section 161(1) of the Act and who holds office only upto the date of this Annual General Meeting be and is hereby appointed as Non-Executive Director of the Company whose office is liable to retire by rotation.”

**5. Appointment of Mr. Vijay Kumar Deekonda (DIN: 06991267) as Whole-time Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, consent of the members of the company be and is hereby accorded to appoint Mr. Vijay Kumar Deekonda (DIN: 06991267), as a Whole-time Director of the Company, who shall hold office for three (3) years commencing from 27.12.2021, at a remuneration of Rs. 1,15,000 per month with such increments and conveyance allowance as the Board may decide from time to time and on such other terms and conditions and whose office is not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Vijay Kumar Deekonda (DIN: 06991267), in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule V of the Companies Act, 2013.”

**6. INCREASE OF BORROWING LIMITS**

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

**“RESOLVED THAT** in supersession of the Special Resolution passed by the members on 29th day of September, 2017 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 2,00,00,00,000 (Rupees Two Hundred Crores Only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.”

**“RESOLVED FURTHER THAT** Mr. Vijay Kumar Deekonda, Whole-time Director of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies, Telangana and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above.”

**7. CREATION OF CHARGE ON ASSETS OF THE COMPANY**

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



**“RESOLVED THAT** in supersession of the Special Resolution passed by the members on 29th day of September, 2017 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgages/hypothecation and/or charge to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan/credit facility obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) from time to time together with interest, costs, charges, expenses and any other money payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time shall not exceed the limit of Rs.2,00,00,00,000 (Rupees Two Hundred Crores Only) at any time.”

**“RESOLVED FURTHER THAT** Mr. Vijay Kumar Deekonda, Whole-time Director of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies, Telangana and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above.”

By the Order of the Board  
**For Tierra Agrotech Limited**  
 SD/-

**Y. HARI PRIYA**  
 Company Secretary & Compliance Officer  
 M.No - A37459

Place: Hyderabad  
 Date : 07.09.2022

**Notes:**

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021 and 2/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs (“MCA”) read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and other relevant circulars issued by the Securities and Exchange Board of

India (“SEBI”), from time to time (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) upto 31st December, 2022, without physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being convened 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 said MCA 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 dematerialized form, please contact your depository participant and kindly give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their 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., 12-10-167, Bharat Nagar, Hyderabad - 500 018 by enclosing a photocopy of blank cancelled cheque of your bank account.

5. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and are requested to send the relevant share certificates to the RTA/ Company.
6. Corporate members intending to allow their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
7. 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.
8. 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 (PAN) either at the time of opening of the account or at any time subsequently. In case they have not furnished the PAN 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 noncompliance 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 circular, 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.
9. Members may also note that the notice of the 09th Annual General Meeting is available on the Company's website: [www.tierraagrotech.com](http://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 by writing an e-mail to the Company at [cs@tierraagrotech.com](mailto:cs@tierraagrotech.com).

In compliance with the aforesaid MCA Circulars and SEBI Circular dated 13th May, 2022, Notice of the AGM along with Annual Report 2021-22 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 2021-22 will also be available on the Company's website at [www.tierraagrotech.com](http://www.tierraagrotech.com), on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

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.

10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.

11. 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 in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
  
12. Retirement of Directors by rotation: Mr. B. Mohan Krishna, Non-Executive Director of the Company, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment.

The Board of directors commend the re-appointment of Mr. B. Mohan Krishna, Non-Executive Director who is liable to retire by rotation.

By the Order of the Board  
**For Tierra Agrotech Limited**

SD/-

**Y. HARI PRIYA**

Company Secretary & Compliance Officer  
M.No - A37459

Place: Hyderabad  
Date : 07.09.2022

**Instructions for E-VOTING****CDSL e-Voting System –For 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 and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
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 atleast 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 8th April, 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 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.tierraagrotech.com](http://www.tierraagrotech.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on 27th September, 2022 at 09:00 A.M. and ends on 29th September, 2022 at 05:00 P.M. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 23rd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Board, of Directors have appointed Mrs. N. Vanitha, Practising Company Secretary, 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 at the meeting venue.

- (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 abovesaid 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 CDSL Depository	<ol style="list-style-type: none"> <li data-bbox="715 1196 1439 1420">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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi.</li> <li data-bbox="715 1451 1439 1832">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="715 1863 1439 1966">3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on</p> <p><a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>.</p> <p>The system will authenticate the user by sending OTP on registered mobile and 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 and voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https:// eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 and voting during the meeting.</p>



<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>4) 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 and voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

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

Login Type	Helpdesk Details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

## 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details or Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the</li> </ul>

- (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 and 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](http://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](mailto: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 and can be delinked in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, non-individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@tierraagrotech.com](mailto:cs@tierraagrotech.com), if they have voted from individual tab and 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 and 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 (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 AVC/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 and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 23rd September, 2022.
- ii. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM 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](http://www.tierraagrotech.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

With a view to realign the constitution of the Board of Directors in line with the Listing Regulations, as amended, based on the recommendation of the Nomination and Remuneration Committee, it was proposed to appoint Ms. Neha Soni (DIN: 09724152) as an Independent Director of the Company. Further, the Board of Directors appointed Ms. Neha Soni (DIN: 09724152) as an Additional Director (Independent category) held through circular resolution dated 02.09.2022, who holds her office as such upto the date of ensuing AGM. Pursuant to the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members.

The Company has received a declaration from Ms. Neha Soni (DIN: 09724152) that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Ms. Neha Soni (DIN: 09724152) fulfills the conditions of her appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Neha Soni (DIN: 09724152) is independent of the management and possesses appropriate skills, experience and knowledge.

Except Ms. Neha Soni, being an appointee, 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. 3 of the Notice.

Your Board recommends the resolution at set out in Item No. 3 for approval of the members as a Special Resolution.

**Item No. 4**

With a view to realign the constitution of the Board of Directors in line with the Listing Regulations, as amended, based on the recommendation of the Nomination and Remuneration Committee, it was proposed to appoint Mr. M. Jayaram Prasad (DIN: 03034183) as a Non-Executive Director of the Company. Further, the Board of Directors appointed Mr. M. Jayaram Prasad (DIN: 03034183) as an Additional Director (Non-Executive category) held through circular resolution dated 02.09.2022 who holds his office as such upto the date of ensuing AGM.

Mr. M. Jayaram Prasad is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Pursuant to the provisions of Section 152 of the Companies Act, 2013, any such proposal requires approval of members in their General Meeting.

Except Mr. M. Jayaram Prasad, being an appointee, 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. 4 of the Notice.

Your Board recommends the resolution at set out in Item No. 4 for approval of the members as an Ordinary Resolution.

**Item No. 5**

Upon the recommendation of Nomination and Remuneration Committee, the Board of Director at their meeting held on 27.12.2021 has changed the designation of Mr. Vijay Kumar Deekonda (DIN: 06991267) as Whole-time Director of the company for a period of three (3) years commencing from December 27, 2021 subject to approval of the members of the Company at the ensuing General meeting.

Nomination and Remuneration Committee and the Board of Directors are of the view that with the wide experience and expertise of Mr. Vijay Kumar Deekonda (DIN: 06991267) especially in the field of operation and management, will immensely benefit the operations and progress of the Company and hence said resolution is being placed before the members for their approval.

Your Board recommends the resolution at set out in Item No. 5 for approval of the members as a Special Resolution.

Except Mr. Vijay Kumar Deekonda (DIN: 06991267), 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.

#### **Item No. 6**

Section 180 of the Companies Act, 2013 provides that board of directors of a company may borrow any amount exceeding its paid up capital and free reserves if authorised by passing special resolution in general meeting of the company.

The members of the Company on 27th day of September, 2017 has approved for exercising the borrowing limits up to an aggregate amount of Rs. INR 1,00,00,00,000 (Rupees Hundred Crores Only), accordingly it is proposed to authorise board of directors of your Company to borrow from time to time any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount which may be borrowed shall not exceed the sum of Rs. INR 2,00,00,00,000 (Rupees Two Hundred Crores Only) outstanding at any point of time.

The Board recommends the Resolution as set out at Item no. 6 of the Notice as a Special Resolution, for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### **Item No. 7:**

In terms of Section 180(1)(a) of the Companies Act, 2013 consent of the Company by way of a Special Resolution is required to create mortgage and/or charge on all or any of the movable and/or immovable properties and assets of the Company both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the company for securing any loan obtained or as may be obtained from any financial institution, banks or person or persons or entities or together with interests, costs, charges and any other money payable.

The members of the Company on 27th day of September, 2017 has approved for exercising to create mortgage and/or charge on all or any of the movable and/or immovable properties and assets of the Company both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the company for securing any loan obtained or as may be obtained from any financial institution, banks or person or persons or entities or together with interests, costs, charges and any other money payable up to an aggregate amount of Rs. INR 1,00,00,00,000 (Rupees Hundred Crores Only), accordingly, the approval of the members of the Company by way of Special Resolution is sought to authorise the Board of Directors to create mortgage/ hypothecation and/or charge on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company shall not exceed the limit of Rs.2,00,00,00,000 (Rupees Two Hundred Crores Only) at any time."

The Board recommends the Resolution as set out at Item no. 7 of the Notice as a Special Resolution, for approval of the Members.

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



## 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)

<b>Name of Director</b>	<b>Mr. B. Mohan Krishna</b>
DIN	03053172
Date of Birth	21/01/1981
Age (in Years)	41
Nationality	Indian
Date of Appointment	January 28, 2021
Qualifications	Civil Engineering from JNTU, Hyderabad
Expertise in specific functional area	Mr. B. Mohan Krishna has more than a decade of varied experience in the field of implementation of civil, mechanical and electrical projects. He is acquainted with the latest technological innovations in the field of civil engineering and building materials
Number of Board Meetings attended during the Financial Year 2021-22	5 of 6
Relationship between Directors inter-se	None
Number of equity shares held in the Company as at March 31, 2022	10,00,000
Directorships in other Companies	<ol style="list-style-type: none"> <li>1. Continental Coffee Private Limited</li> <li>2. Helical Tubes and Ducts Private Limited</li> <li>3. CCL Products (India) Limited</li> </ol>
Chairperson/Member of the Committees of the Board of other Companies in which he is a Director as on March 31, 2022	Member in Corporate Social Responsibility Committee, Risk Management Committee and Management Committee of CCL Products (India) Limited.

**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)**

<b>Name of Director</b>	<b>Ms. Neha Soni</b>
DIN	09724152
Date of Birth	13/12/1996
Age (in Years)	26
Nationality	Indian
Date of Appointment	02.09.2022
Qualifications	Associate Member of the Institute of Company Secretaries of India
Expertise in specific functional area	She is an Associate Member of the Institute of Company Secretaries of India (ICSI). She has done her Bachelor of Commerce and Bachelor of law (LLB). She has hands-on experience of about 3 years in Corporate Secretarial matters. In addition to the compliances under the Companies Act, she has ample exposure in the areas of Corporate Governance, legal, secretarial, drafting, and other regulatory compliance matters, particularly in relation to the Corporate laws applicable to the capital markets. She has been associated with Nova Agritech Limited as a Company Secretary and Compliance Officer.
Number of Board Meetings attended during the Financial Year 2021-22	NA
Relationship between Directors inter-se	None
Number of equity shares held in the Company as at March 31, 2022	NIL
Directorships in other Companies	NIL
Chairperson/Member of the Committees of the Board of other Companies in which he is a Director as on March 31, 2022	NIL

## 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)

<b>Name of Director</b>	<b>Mr. M. Jayaram Prasad</b>
DIN	03034183
Date of Birth	03/12/1984
Age (in Years)	38
Nationality	Indian
Date of Appointment	02.09.2022
Qualifications	B.Tech in Electronics and Instrumentation and MBA (Finance and Marketing) from Cardiff University, UK
Expertise in specific functional area	He is an accomplished businessman with varied interests in the field of manufacturing, marketing and real estate.
Number of Board Meetings attended during the Financial Year 2021-22	NA
Relationship between Directors inter-se	None
Number of equity shares held in the Company as at March 31, 2022	2,00,000
Directorships in other Companies	1 (i.e. Ameya Products and Services Private Limited)
Chairperson/Member of the Committees of the Board of other Companies in which he is a Director as on March 31, 2022	NA

**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)**

<b>Name of Director</b>	<b>Mr. Vijay Kumar Deekonda</b>
DIN	06991267
Date of Birth	13.09.1963
Age (in Years)	59
Nationality	Indian
Date of Appointment	December 27, 2021
Qualifications	Commerce graduate with Honors as well as a Law graduate from Osmania University
Expertise in specific functional area	He has a wide experience of more than two decades in the field of Finance and Accounts. He headed the F&A Department in various manufacturing Companies prior to joining the Company.
Number of Board Meetings attended during the Financial Year 2021-22	6 of 6
Relationship between Directors inter-se	None
Number of equity shares held in the Company as at March 31, 2022	NIL
Directorships in other Companies	NIL
Chairperson/Member of the Committees of the Board of other Companies in which he is a Director as on March 31, 2022	NIL

**DIRECTORS' REPORT**

To

The Members  
Tierra Agrotech Limited

Your Directors take pleasure in presenting the 09th Annual Report, along with the audited accounts of the Company, for the year ended March 31, 2022.

As members are aware that, the investment by the erstwhile Grandeur Products Limited, presented your Company an opportunity to actively pursue various synergies between Grandeur and your Company. A team comprising senior management personnel of Grandeur and your Company was constituted to advise on how best to exploit synergy benefits. Following a detailed study, the team advised that Grandeur be merged with your company, in an effort to consolidate the business of your Company and Grandeur, creating a more competitive business, both in scale and scope of operations. Such a consolidation was aimed at optimising cost, revenue and capital synergies, leading to an overall enhancement in shareholder value, fulfilling the qualification criteria for bidding various projects. Accordingly, pursuant to a 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 your Company with effect from 01st day of April, 2020 (the "Appointed Date").

The Company's name changed to "Tierra Agrotech Limited", as envisaged in the scheme of amalgamation and approved by the relevant authority.

Further, this Report and the relevant annexures have been prepared incorporating the relevant information and details of the transferor company, wherever considered necessary with an objective to present an integrated report, including the relevant information after 31st March, 2022 till date of the report.

**AMALGAMATION OF GRANDEUR PRODUCTS LIMITED WITH TIERRA AGROTECH PRIVATE LIMITED**

The members may note that pursuant to a Scheme of Amalgamation, it is proposed to merge Grandeur Products Limited (Transferor Company) with Tierra Agrotech Private Limited (Transferee Company). The transferee Company, being a wholly owned subsidiary of Transferor Company, there would not be issue of any fresh shares towards consideration for the said merger. Further, the said Scheme, upon approval by the Board of Directors of both the Companies, has received the requisite approvals of the Creditors and members of respective Companies. Necessary intimations have also been made to the Stock Exchange (BSE) and other regulatory authorities in this regard. Further, the Company has not received any Objections from any authority / department, till date. The final petition, seeking approval to the said Scheme has been filed with the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad and it's vide order dated 12.11.2021 sanctioned the scheme of amalgamation of Scheme of Amalgamation between Grandeur Products Limited (Transferor) and Tierra Agrotech Private Limited (Transfree) and their respective Shareholders and Creditors 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.

During the year the Company has issued and allotted 2,51,55,165 Equity shares of Rs. 10/- each to the shareholders of the Grandeur Products Limited without any consideration which has been listed on BSE w.e.f 25.05.2022 and got the trading approval w.e.f 27.05.2022. The entire paid up pre-amalgamation share capital of the Company being held by the transferor Company has been cancelled pursuant to the scheme of Amalgamation.

## FINANCIAL SUMMARY

The financial results and performance of your Company for the year ended on 31st March, 2022 on Standalone and Consolidated basis is summarized below:

### Standalone Basis

(in Lakhs)

Particulars	2021-22	2020-21
Revenue from Operations	5656.63	5457.34
Profit for the year (before Interest, Deprecation & Tax)	-746.12	122.79
Less		
Interest	871.58	696.05
Deprecation	28.27	25.32
Provision for Taxation (including deferred tax)	-439.88	-132.46
Net Profit	-1206.09	-466.12

For the financial year 2021-2022, your Company recorded a turnover of Rs. 5656.63 Lakhs and earned a net loss of Rs. 1206.09 Lakhs as compared to the previous year's turnover of Rs. 5457.34 Lakhs and net loss of Rs. 466.12 Lakhs.

### Consolidated Basis

(in Lakhs)

Particulars	2021-22	2020-21
Revenue from Operations	5660.56	5684.30
Profit for the year (before Interest, Deprecation & Tax)	-905.89	-21.06
Less		
Interest	871.58	696.05
Deprecation	28.45	25.43
Provision for Taxation (including deferred tax)	-441.96	-132.47
Net Profit	-1366.27	-627.26

For the financial year 2021-2022, on a consolidated basis, the turnover of your Company for the financial year ended 31st March, 2022 stood at Rs. 5660.56 Lakhs and net loss at Rs. 1366.27 Lakhs as compared to previous year's turnover of Rs. 5684.30 Lakhs and net loss of Rs. 627.26 Lakhs.

## DIVIDEND

Keeping in mind the Company's financial requirements, no dividend has been declared for the financial year 2021-22.

## TRANSFER TO RESERVES

The Company has not transferred any amount to Reserves during the financial year 2021-22.



## STATE OF AFFAIRS AND BUSINESS OPERATIONS

### Array of Products of the Company

#### Cotton

In 2021-22, we conducted field demonstrations of three new cotton hybrids, Cotking & Vcot in the Central zone and Ranju in the North zone. We conducted field days to showcase these products to farmers and trade channel partners. The response has been very good. Planning commercial launch in coming season. Sales performance of primary hybrids Brahma, 3609 and 9121 was also very encouraging in Central and South Zones. Brahma still remains popular brand in few parts of Maharashtra. 9121 performance has been well appreciated in Maharashtra as well as Karnataka. 3609 has got good response in some markets in Maharashtra & Telangana. Overall product portfolio mix of old & new products will enhance our presence in coming times.

#### Corn

One of the primary contributory corn hybrids S2 981 with good cob size and attractive orange grains, suitable for both Kharif and Rabi seasons. Other hybrid S2 360 (Three-way hybrid, high seed producibility with uniform robust cobs, orange grains and good tip filling) & S2 702 (robust cob size with attractive deep orange colour as desired features) are second lined hybrids and are lined up to scale. The third generations new commercial hybrid 2T55 which has a good yield potential, shelling percentage, orange yellow colour and capsule grains has been taken to large scale field demonstrations & showcasing the performance to farmers & channel partners. Planning a commercial launch of this product.

#### Rice

During 2021-22, We conducted large scale demonstrations for two new hybrids, 3T31 & 3T32 in medium maturity segment in all target markets. In selection rice Preyasi, Rajasi & Tapasi were commercially introduced in south, North & Eastern markets. New products Madhul, Namya, Chandani & Sonika were given in large scale demonstrations across target markets. The feedback from customers has been encouraging. Planning a commercial introduction for 2022-23. Overall we have a robust portfolio coming up for commercialization in coming years.

#### Mustard

During 2021-22, two new products 5T55 & 5T56 were in demonstration. The performance has been well accepted by farmers across states of Rajasthan, Haryana, Uttar Pradesh, Bihar and Madhya Pradesh. Planning to increase the production of hybrid seed for commercial sales introduction in 2022-23.

Our existing commercial brand S5 -630 is performing exceptionally 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

To feed the vibrant growing population of India, Tierra had made strong research platform with its unique conventional breeding technique to provide healthy, nutritious, high yielding, highly disease and pest tolerance varieties with better shelf life vegetable products.

In the year 2021-22 we have made good growth in Bihar, Uttar Pradesh, Rajasthan, Andhra Pradesh, and Telangana from Okra- Tarla, Preyasi, Superkranthi, Kumari and Ranju; Tomato- Mudit, Mahaveer, Pahal, Amaya, Zara; Tropical Cauliflower – Celsa, Temperate Cauliflower – Hanita; Hot Pepper – Hana(TS14) and Sonika, maintained same trend in Beetroot-Elina; Coriander-Manpasand; French Beans-Surina; Green Pea – Rajvi; Radish- Sharika & Zahira; Sponge Gourd – Calida & Chandni; Watermelon – Ruma, Suravi and Madhul.

In 2022-23, we have vertical and horizontal growth plan of above existing crop and states expansion to

new states like Haryana, Punjab, Himachal Pradesh, Madhya Pradesh, Karnataka, Maharashtra, Tamilnadu and Gujarat with VAP (value added product) introduction in Tomato-Yuvaan, Vanya, Anuka, Aviraj, TTH5522, TTH5622, TTH5722; Okra-OTH 6122, OTH 6222, OTH 6322, OTH 6422, OTH 6522, OTH 6622. With lot of demand generation activities, vegetable team is gaining the brand visibility and grower/customer attention to increase the existing market share to next level.

## **SHARE CAPITAL**

### **Authorised Share Capital**

Pursuant to the scheme of Amalgamation, the Authorised Share Capital of the Company was increased to Rs. 47,15,00,000/- (Rupees Forty-Seven Crores Fifteen Lakhs Only) comprising 4,71,50,000 (Four Crores Seventy-One Lakhs Fifty Thousand) equity shares of Rs. 10/- each.

### **Paid-up Share Capital**

Pursuant to the scheme of Amalgamation, the issued and paid up Share Capital of the Company was increased to Rs. 25,15,51,650/- (Rupees Twenty-Five Crores and Fifteen Lakh Fifty-one Thousand Six Fifty Rupees Only) divided in to 2,51,55,165 (Two Crores Fifty-One Lakh Fifty-Five Thousand One Hundred Sixty-Five Rupees Only) Equity Shares of Rs. 10/- each.

### **Allotment**

Pursuant to and as envisaged in the scheme of amalgamation, 2,51,55,165 (Two Crores Fifty-One Lakh Fifty-Five Thousand One Hundred Sixty-Five Rupees Only) equity shares of Rs. 10/- each, of the Company, were allotted as fully paid-up and without consideration being paid, to the shareholders of the Transferor Company in the ratio of 1 equity share of the Company for every 1 equity share held by them in the Transferor Company.

### **Cancellation**

Further, 25,10,000 equity shares of Rs. 10/- each in the capital of the Company held by the Transferor Company were cancelled pursuant to the amalgamation, because the Transferor Company was 100% holding Company of the Company.

### **Listing of Shares**

Pursuant to and as envisaged in the scheme of amalgamation, 2,51,55,165 equity shares of the Company allotted to the shareholders of the Transferor Company are to be listed in the Stock Exchange VIZ., BSE Limited (BSE) with effect from 27th day of May, 2022.

### **Change of Name**

Pursuant to and as envisaged in the scheme of amalgamation the name of the Company was changed from "Tierra Agrotech Private Limited" to "Tierra Agrotech Limited"

### **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 2021-22 even after the Scheme of Amalgamation.

### **SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES DURING THE YEAR 2021-22**

#### **Material Subsidiary**

Your Company doesn't have any material subsidiary.

**Non-Material Subsidiary**

Your Company has the following non-material non-listed subsidiaries namely

**Tierra Seed Sciences Private Limited**

The above mentioned subsidiaries and joint ventures have become as such by virtue of the Amalgamation.

**Joint Venture**

Your Company has the joint venture i.e. M/s. Tidas Agrotech Private Limited

The Annual Reports of the subsidiaries / Joint Ventures are not attached to the Annual Report; however the same shall be made available to any member for inspection at the Registered Office / Corporate Office of the Company during the working hours and at the website [www.tierraagrotech.com](http://www.tierraagrotech.com). Relevant financial information of the subsidiaries / Joint Venture has been disclosed in this Annual Report in Compliance with the general circular.

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 SINCE THE FINANCIAL YEAR END**

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 sanction of the Scheme of Amalgamation as mentioned above and preparation of financial statements of the resultant merged entity.

**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.

**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 - 2 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 31st March, 2022, covered under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, are given in the notes 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 - 3 to this report.

**STATUTORY AUDITORS**

At the 6th AGM held on 27th September, 2019, M/s Ramasamy Koteswara Rao and Co. LLP, Chartered Accountants (Firm Registration Number: 010396S/S200084) were appointed as the Statutory Auditors of the Company for a term of five years to hold office from the conclusion of the AGM till the conclusion of the 11th AGM to be held in the year 2024.

The Auditor's Report on the financial statements of the Company for the financial year ended March 31, 2022 does not contain any qualification, observation or adverse remark and their Report, together with the notes to financial statements are self-explanatory, thereby not calling for any further comments by the Board of Directors on the same.

The Statutory Auditors were present in the last AGM.

**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.

**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**

Mrs. N. Vanitha, Practicing Company Secretary (C.P. No.: 10573), Hyderabad, had been appointed as the Secretarial Auditor of Company for the financial year 2021-22 by the Board of Directors. The Secretarial Audit Report issued by Smt. N Vanitha, in Form MR-3, forms part of this Report as Annexure - 4. The said Report does not contain any qualification, observation or adverse remark.

**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.

**DIRECTORS & KEY MANAGERIAL PERSONNEL**

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. B. Mohan Krishna, Non-Executive Director of your Company retire by rotation and being eligible, have offered himself for re-appointment.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have appointed Ms. Neha Soni as an Additional Director in the capacity of Non-Executive Independent Director of the Company through circular resolution dated 02nd September, 2022, who holds office till the ensuing Annual General Meeting. The Board, considered the appointment of Ms. Neha Soni as an Independent Director subject to approval of shareholders. Accordingly, a resolution seeking approval of Shareholders for her appointment as an Independent Director for a period of five years commencing from 02nd September, 2022 is included at Item No.3 of the Notice convening the Annual General Meeting.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have appointed Mr. M. Jayaram Prasad as an Additional Director in the capacity of Non-Executive Director of the Company through circular resolution dated 02nd September, 2022, who holds office till the ensuing Annual General Meeting. The Board, considered the appointment of Mr. M. Jayaram Prasad as Non-Executive Non-Independent Director, whose office is liable to retire by rotation, subject to approval of shareholders. Accordingly, a resolution seeking approval of Shareholders for his appointment as Non-Executive Director is included at Item No.4 of the Notice convening the Annual General Meeting.

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.

**Resignation of Director**

Mrs. Sridevi Dasari, (DIN: 07512095) Independent Director of the Company tendered her resignation letter dated 01st September, 2022 due to personal reasons and the same was considered and approved by the Board of Directors through circular resolution dated 02nd September, 2022.

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, there was no change in the office(s) of any Whole-time Director.

During the year under review, Mr. Hari Singh Chauhan appointed as the Chief Executive Officer of your Company with effect from 25th January, 2022.

**MEETINGS OF THE BOARD:**

Six meetings of the Board of Directors were held during the year. The details of the Board and Committee meetings and Independent Directors' meeting are given in the Corporate Governance Report which forms part of this Annual Report.

Your Company also adopted Governance Guidelines on Board Effectiveness which comprises the aspects relating to composition of board and committees, terms of directors, nomination, appointment, development of directors, code of conduct, effectiveness of board and committees, review and their mandates.

## Committees

### i. Audit Committee

Your Board has duly re-constituted Audit Committee as per the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition, attendance, powers and role of the Audit Committee are included in Corporate Governance Report which forms part of this Annual Report. All the recommendations made by the Audit Committee were accepted by the Board of Directors.

### ii. Other Committees

Apart from the Audit Committee, the Board has also re-constituted the following committees in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, which are in place and are discharging their functions as per terms of reference entrusted by the Board:

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

The composition, attendance, powers and role of the Committees are included in Corporate Governance Report which forms 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 - 5 and the Remuneration 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.

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://www.tierraagrotech.com/wp-content/uploads/2022/04/Familiarization-Programme-for-Independent-Directors.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:

During the FY 2021-22, no contracts / agreements / transactions, falling within the purview of Section 188 of the Companies Act, 2013 have been entered into by the Company with its related party(ies), whether on arm's length basis or not. Hence the question of reporting materially significant related party transactions, conflict of interest etc., does not arise.

The policy on materiality of 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 in the year ended 2021-22	Maximum amount outstanding during the year 2021-22
1	Tierra Agrotech Limited	(i) Loans/Advances to subsidiaries Tierra Seeds and Science Private Limited (Wholly owned Subsidiary)	1,26,39,530	11,01,90,275
		(i) Loans/Advances to Joint Ventures- Tidas Agro Tech Limited (50:50 Joint Venture Company).	27,25,683	74,34,483
		(ii) Loans/advances to associates	NA	NA
		(iii) Loans/advances to firms/companies in which Directors are interested	NA	NA
1	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

## 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://www.tierraagrotech.com/wp-content/uploads/2022/09/annual-return-2021-2022.pdf>

## DIRECTORS:

The Board of Directors of the Company has been reconstituted post integration of business pursuant to amalgamation and all the Directors of the transferor company, who were not on the Board of the Company have been inducted. At present, the Board has 02 Independent (Non-Executive) Directors, 01 whole-time Director (Executive), 03 Non – Executive Directors and 01 Independent Women Director(Non-Executive).

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

<b>Name of the Director</b>	<b>Designation</b>
Mr. G V Krishna Rau	Independent Director
Mr. Suryanarayana Simhadri	Independent Director
Mr. B. Mohan Krishna	Non-Executive Director
Mr. Paturi Srinivasa Rao	Non-Executive Director
Mr. M. Jayaram Prasad	Non-Executive Director
Mr. Vijay Kumar Deekonda	Whole-time Director
Ms. Neha Soni	Independent Director

### **Appointment of Whole-time Director**

Mr. Vijay Kumar Deekonda given consent to be act as Whole-time Director of Company, has been appointed as Whole-time Director of the Company by the Board of Directors on 27th December, 2021 subject to the approval of shareholders at the ensuing Annual General Meeting.

### **Director retiring by rotation seeking reappointment:**

Mr. B. Mohan Krishna, 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. B. Mohan Krishna is given below.

Mr. B. Mohan Krishna has more than a decade of varied experience in the field of implementation of civil, mechanical and electrical projects. He is acquainted with the latest technological innovations in the field of civil engineering and building materials.

### **Statement of declaration by Independent Directors**

The Company has received Statement on declaration from each Independent Director under section 149(7) of the Companies Act, 2013, that they meet criteria of Independence laid down in section 149(6) of the Companies Act, 2013 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which regulation shall be applicable on the Company, post listing of the Shares.

The declaration is attached with the report as a separate annexure. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 shall be issued and disclosed on website of the Company viz., [www.tierraagrotech.com](http://www.tierraagrotech.com), after approval of shareholders is obtained at the ensuing Annual General Meeting.

## DISCLOSURES AS PER THE COMPANIES (ACCOUNTS) RULES, 2014

S. No.	Particulars	Remarks
1.	Change in Nature of Business, if any	None
2.	Details of Directors / Key Managerial Personnel (KMP) who were appointed or have resigned during the financial year 2021-22	
	<p><b>Name of the Director</b></p> <ol style="list-style-type: none"> <li>1. Mr. G V Krishna Rau, Additional (Independent) Director</li> <li>2. Mr. Suryanarayana Simhadri, Additional (Independent) Director</li> <li>3. Mr. B. Mohan Krishna, Additional (Non-Executive) Director</li> <li>4. Mr. Paturi Srinivasa Rao Additional (Non-Executive) Director</li> <li>5. Mr. Vijay Kumar Deekonda Whole-time Director</li> <li>6. Ms. Sridevi Dasari Independent Director</li> </ol>	<p><b>Date of appointment/resignation</b></p> <ol style="list-style-type: none"> <li>1. Appointed on January 28, 2021</li> <li>2. Appointed on February 04, 2021</li> <li>3. Appointed on January 28, 2021</li> <li>4. Appointed on January 28, 2021</li> <li>5. Appointed on December, 27, 2021</li> <li>6. Appointed on December, 27, 2021 Resigned on September, 02, 2022</li> </ol>
3.	Names of Companies which have become or have ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the Financial Year 2021-22	Not Applicable
4.	Details of Deposits covered under Chapter V of the Companies Act, 2013	<p>(i) Accepted during the year: Nil</p> <p>(ii) Remained unpaid or unclaimed during the year: Nil</p> <p>(iii) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and total amount involved:</p> <ol style="list-style-type: none"> <li>a. At the beginning of the year: Nil</li> <li>b. Maximum during the year: Nil</li> <li>c. At the end of the year: Nil</li> </ol> <p>(iv) Details of Deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013: None</p>
5.	Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals, impacting the going concern status and the Company's operations in future.	No significant and material orders have been passed by the regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### STATEMENT OF THE BOARD OF DIRECTORS WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS APPOINTED DURING THE FINANCIAL YEAR 2021-22:

In the opinion of the Board of Directors of your Company, all the Independent Directors possess the requisite integrity, expertise and experience.

## NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

During the financial year 2021-22, Six (6) Board Meetings were convened and held on the following **dates:**

1.	20.07.2021	2.	12.08.2021	3.	13.11.2021	4.	27.12.2021
5.	25.01.2022	6.	14.02.2022	-----		-----	

The maximum gap between two Board Meetings did not exceed 120 (one hundred twenty) days in the financial year 2021-22.

## Independent Directors Meeting

The Independent Directors of the Company had met on 13th Day of November, 2021 of the transferor company 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.

## 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 transferor 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:

### Your Directors state that:

- in the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit or loss of the Company for the financial year ended on that date;
- the Directors have taken 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 Directors have prepared the annual accounts on a 'going concern' basis;
- e. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## DISCLOSURE OF COMPOSITION OF COMMITTEES

### A. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board was reconstituted on 27th December, 2021. The Committee has formulated the policy for appointment of Directors and Key Managerial Personnel and determination of remuneration including the criteria for determining qualification, positive attributes independence of a director and other matters as provided under sub-section (3) of section 178 of the Companies Act, 2013. In terms of the Policy, the non-executive directors and the independent directors shall not receive any remuneration, except the sitting fees for attending meetings of the Board and its Committees. The details of the committee including its role and responsibilities are given in the Corporate Governance Report.

### B. Risk Management Committee

Your Company has constituted a Risk Management Committee and formulated a policy on Risk Management in accordance with the Companies Act, 2013 and Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to frame, implement and monitor the risk management plan for your Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Furthermore, your Company has set up a robust internal audit function which reviews and ensures sustained effectiveness of internal financial controls by adopting a systematic approach to its work. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. 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>

### C. Audit Committee

The Company had an Audit Committee in place which was reconstituted with three independent directors as its members post reconstitution of the Board. The details of the committee including its role and responsibilities are given in the Corporate Governance Report.

### D. Stakeholders Relationship Committee

The Stakeholders Relationship Committee has been constituted comprising of three directors with one independent director. The Committee shall meet once in every quarter to look after the Grievances of Stakeholders. The Company shall also apply and register with SCORES the investor compliant/grievance platform to facilitate the stakeholders to register their complaints / grievances. The details of the committee including its role and responsibilities are given in the Corporate Governance Report.

### 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.

### 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 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://www.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:**

Pursuant to the Scheme of Amalgamation, all the employees of the Transferor Company be transferred to the Company with same terms and conditions of employment and without any interruption in service.

During the year, no employee of the transferor company was in receipt of remuneration of or in excess of the amount prescribed under the Companies Act, 2013. The particulars of said employees pursuant to Section 134(3) (q) of the Companies Act, 2013 read with

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure – 6 to this report.

**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, 2022.

**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

**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 veteran engineers and experienced technicians 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:**

Your Company has zero tolerance towards sexual harassment and believes in providing a safe and secure work environment to its employees. In pursuit of this, your Company has formed an Internal Complaints Committee which oversees and redresses the complaints raised by employees against sexual harassment. During the year under review, no instances of sexual harassment were reported to the Committee.

**COVID-19 AND ITS IMPACT:**

The impact of COVID-19 on the Company is being closely reviewed with the Management by the Board from time to time. While this was a year of extreme economic challenges for the world, a situation aggravated almost beyond measure by the unprecedented Covid-19 pandemic, thus it has effected the Revenue and Profitability of the Company during the financial year.

The management is keeping a close watch on any likely impact of second wave of the pandemic, which has recently receded and the apprehended outbreak of third wave. The Corona Pandemic related restrictions imposed in Telangana and the fact that many of the employees of the Company were directly affected by Covid-19 had severely hampered the normal working of the office.

The Covid-19 pandemic may have an extended impact, but this means opportunities as well as challenges. The Board, through its engagement with the management, will guide the Company in recalibrating its growth strategy to address these challenges and to make use of the new opportunities.

**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.

By the Order of the Board  
**For Tierra Agrotech Limited**

SD/-  
**Vijay Kumar Deekonda**  
Whole-time Director  
DIN: 06991267

SD/-  
**G V Krishna Rau**  
Director  
DIN:06775731

Place: Hyderabad  
Date: 07.09.2022

**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**

<b>Name of the subsidiary</b>	<b>Tierra Seeds Science Private Limited</b>
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2021 to 31.03.2022
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	2,06,18,570
Reserves and surplus	-19,57, 47,963
Total assets	49,79,180
Total Liabilities	49,79,180
Investments	0
Turnover	85,70,750
Profit before taxation	-1,59, 96,046
Provision for taxation	-2,08,832
Profit after taxation	-1,57,87,124
Proposed Dividend	0
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

**Part B Associates and Joint Ventures**

<b>Name of Associates/Joint Ventures</b>	<b>TIDAS Agrotech Private Limited</b>
Latest audited Balance Sheet Date	31.03.2022
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	74,08,668
Description of how there is significant influence Reason why the associate/joint venture is not consolidated	Share of loss in Joint venture is considered in financials
Net worth attributable to Shareholding as per latest audited Balance Sheet	-28,48,602
Profit / Loss for the year	-35,15,677
Considered in Consolidation	Loss of Rs 2,29,249 Lakhs considered in consolidation.
Not Considered in Consolidation	Nil

Notes:

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

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

By the Order of the Board  
**For Tierra Agrotech Limited**

SD/-  
**Vijay Kumar Deekonda**  
Whole-time Director  
DIN: 06991267

SD/-  
**G V Krishna Rau**  
Director  
DIN: 06775731

Place: Hyderabad  
Date : 07.09.2022

**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)	
(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. 6.16 Crores

**C. Foreign Exchange Earnings and Outgo during the year:**

i. Foreign Exchange Earned	Rs. In Lakhs : Nil
ii. Foreign Exchange Outgo	: Nil

By the Order of the Board  
**For Tierra Agrotech Limited**

SD/-  
**Vijay Kumar Deekonda**  
Whole-time Director  
DIN: 06991267

SD/-  
**G V Krishna Rau**  
Director  
DIN: 06775731

Place: Hyderabad  
Date : 07.09.2022

## Management Discussion and Analysis

### Overview

Your Company successfully delivered business continuity during period, even when the 2nd round pandemic impacted the country, by making seeds available on time to farmers. Through this effort, Tierra, played a significant role that the health crisis did not turn into a hunger crisis. The Company introduced special COVID-19 policies to create a flexible, workplace for employees, provide enhanced safety & care.

India has the potential to not only provide food support to the nation but also catapult agricultural contribution to the national GDP to a much higher level. India continues to dominate the world agriculture as the largest producer of spices, pulses, milk, tea, cashew and jute, and the second-largest producer of wheat, rice, fruits and vegetables, sugarcane, cotton and oilseeds.

### Outlook

Our nation is striving to achieve the ambitious goal of doubling farm income by 2022. Despite the COVID 19 and associated challenges, the agriculture sector is in greater momentum, primarily due to increased investment in agricultural infrastructure such as irrigation facilities, better road and logistics, warehousing and cold storage. Furthermore, the growing use of genetically modified cotton, has improved the yield for Indian cotton farmers. In a greater move, India, like few other advanced nations allowed commercialization of Genome Edited crops without regulatory which will enhance the possibility of addressing many farmers pain points. India is expected to be self-sufficient in pulses and reduce import dependency in the coming few years due to concerted effort of scientists to get early maturing, pest and disease resistant varieties of pulses and the increase in minimum support price.

As per the second advance estimate of the agriculture ministry, food grains production is estimated to be a record of **316.06 million tonne** in ongoing 2021-22 crop year ending June. The targeted production is over 1.4% more than the last year's estimated food grain production of 303.34 million tonnes.

The National Mission on Edible oils (NMEO-OP) has been launched with an aim to reduce the import burden, Similarly, Government has launched its fodder crop mission, which will provide 50% capital subsidy towards project cost for value addition in feed for animal.

While working on the MSP, the government has taken bold steps to ensures a profit of at least 50% over the cost of production for the farmers. Moreover, if the farmers get favorable terms to sell their produce or better price than the MSP, they are free to sell to non-government parties.

All these concerted efforts will bring in a greater change in agri economy.

### Opportunities

Your company has made substantial effort in the commercial front by establishing its brand and made excellent progress in research and development in the last year that has opened potential expansion of business in India and abroad. Here are few highlights of your company's strategic activities:

Strong new germplasm acquired in crops other than cotton Like Maize Rice & Mustard from India and abroad has helped in starting new pre-breeding projects that are geared to develop new hybrids for both abiotic and biotic stress tolerance. This will secure your company's future in the seed sector as new traits will help stay ahead of competition – Heat, drought and disease tolerance, higher nutritional quality in all key crops.

Similarly Considering the business opportunities and internal germplasm strength, your company has added two new Vegetable crops & started formal breeding programs in Chillies and Tropical Cauliflower. To develop highly adaptable new hybrids your company has added substations for early generation testing locations in Andhra Pradesh. These stations will help your company to meet the traits needed by the farmers.

The pandemic has made citizens aware of the need to eat nutritionally rich food. This presents a large opportunity for research. Your company has bred tomato hybrids with higher lycopene, Vitamin C and reducing Sugars besides virus resistance. Higher Yields and disease tolerance work in Rice, Corn and higher oil content in Mustard. Your company is developing High Density plantable cotton varieties that suits to machine harvesting.

Your Company aggressively ventured into vegetable seeds market from the year 2020 -21 which has helped to enter the highly profitable vegetable seed market during 2021-22.

## **Threats**

During the period under review, the COVID-19 pandemic continued to be a challenge and India struggled with the overwhelming second wave. According to the World Bank, the last two years' pandemic's monetary impact could push about 100 million people globally into extreme poverty. Soaring unemployment rates, income losses and rising food costs are jeopardizing food access in developed and developing countries alike and will have long-term effects on food security.

There is a serious concern that several seed producers could not plant on time these periods, or planted less area, this will translate into a lack of commercial seed in the ensuing year.

At the fag end of the financial year Russia – Ukraine war led to disruption of food, fuel and fibre supply, impacting global economy immensely. The Indian agriculture sector also got impacted, primarily because of continued increase in fuel prices.

The visible impact of climate change, erratic rain fall, continuous heat wave has impacted our farmers immensely. There are reports of various new disease and pests that were never a major challenge in most of the crops creating havoc leading to crop loss.

In case of cotton, the illegal seed suppliers could increase their reach in almost one fifth of total cotton area thus impacting the overall productivity of the crop as well as the organised cotton seed Industry.

## **Financial performance with respect to operational performance**

During the year, the Company has achieved a turnover of Rs. 5656.63 Lakhs recording a net loss of Rs. 1206.09 Lakhs.

## 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	Consolidated		Changes (%)	Reason for Change
	2021-22	2020-21		
Debtor Turnover-Times	4.32	2.60	66	Due to increase in collection efficiency
Net Profit Margin	23.60%	-10.12%	133	Due to increase in finance cost and other operational expenses
Return on Investment	-21.67%	-1.11%	1854	Due to increase in loss and infusion of additional debt.
Return on Equity Ratio	-31.44%	-11.04%	185	Due to increase in loss and infusion of additional debt.

### 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.

### Human Resources

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 emphasise 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 2021-22, 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.

By the Order of the Board  
For Tierra Agrotech Limited

SD/-  
**Vijay Kumar Deekonda**  
Whole-time Director  
DIN: 06991267

SD/-  
**G V Krishna Rau**  
Director  
DIN: 06775731

Place: Hyderabad  
Date : 07.09.2022



**Form No.MR-3**  
**SECRETARIAL AUDIT REPORT**  
**for the financial year ended 31st March, 2022**

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014] & Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To  
The Board of Directors  
**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 conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Tierra Agrotech Limited (hereinafter referred to as "the Company") having CIN: L01119TG2013PLC090004. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

I have been informed that the amalgamation of Grandeur Products Limited with Tierra Agrotech Private Limited has been approved and sanctioned by the Hon'ble National Company Law Tribunal ("NCLT"), bench at Hyderabad vide its order dated 12th November, 2021. Pursuant to the said scheme and order of the Hon'ble NCLT, the name of the Company has been changed from Tierra Agrotech Private Limited to Tierra Agrotech Limited. Since, the appointed date for the said amalgamation was 01st April, 2020, my report has been prepared with reference to the transferor company as and were thought proper and the Company is also implementing the Scheme as directed by the Hon'ble NCLT.

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, we hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 ("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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of the following (to the extent they are applicable to the Company and / or the erstwhile transferor company):

- 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; (Not applicable to the Company during the audit period)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - (a) The Securities and Exchange Board of India (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) Regulations, 2014
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the listed entity 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, 2009(Not applicable to the Company); and
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/2018(Not applicable to the Company);
- vi. Other specifically applicable laws to the Company:
- The Seeds Act, 1966 read with the Seeds Rules, 1968.  
I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

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

#### **We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. There was no change in the composition of Board of Directors during the period under review, but the Board has been reconstituted on 27th December, 2021, post amalgamation.
- During the period under review Mr. Vijay Kumar Deekonda (DIN: 06991267), and Mrs. Sridevi Dasari (DIN: 07512095) were changed their designation to Whole-time Director and Independent Directors of the Company respectively, these changes were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and Committee Meetings 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.

**We further report that** there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The following are the details of the major events that took place during the financial year under review:

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except the following:

**1. Regulation 33(3) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Quarterly financial results for the period ended March, 2021.**

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
1	BSE Ltd as per SEBI Standard Operating Procedures Circular.	Regulation 33(3) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Quarterly financial results for the period ended March, 2021	BSE levied a penalty of Rs 1,18,000/-	The Company complied the same with a delay of 20 days and paid the penalty as per BSE SOP

**I further report that during the audit period**

- (i) Scheme of Amalgamation under section 230 to 232 of the Companies Act, 2013, between Grandeur Products Limited (Transferor Company) and Tierra Agrotech Private Limited (Transferee Company) and their respective shareholders and Creditors was approved by their respective Boards. The final petition seeking approval to the said Scheme has been filed with the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad and it's vide order dated 12.11.2021 sanctioned the scheme of amalgamation of Scheme of Amalgamation between Grandeur Products Limited (Transferor) and Tierra Agrotech Private Limited (Transfree) and their respective Shareholders and Creditors 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.
- (ii) During the year the Company has issued and allotted 2,51,55,165 Equity shares of Rs. 10/- each to the shareholders of the Grandeur Products Limited without any consideration which has been listed on BSE w.e.f 25.05.2022. The entire paid up pre-amalgamation share capital of the Company being held by the transferor Company has been cancelled pursuant to the scheme of Amalgamation.

Since the auditors have already been appointed, the terms of appointment of the auditors have been suitably modified to give effect to 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD/114/2019 dated October 18, 2019.

**SD/-**  
**CS N. VANITHA**  
**Company Secretary in Practice**  
**ACS No. 26859**  
**CP No. 10573**  
**PEER REVIEW Cer. No. 1890/2022**  
**UDIN A026859D000762297**

Place: Hyderabad  
 Date: 08.08.2022

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**

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

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

1. Maintenance of secretarial and other statutory records is the responsibility of the management of the Company. My responsibility is to express an opinion on these records based on My audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices I followed provide a reasonable basis for My opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained 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 A026859D000762297**

Place: Hyderabad

Date: 08.08.2022

## 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 - 6**

**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 Operations Officer, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22, 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 2021-22

Name	Age	Qualification	Designation	Date of Commencement of Employment	Experience (Years)	Gross Remuneration in ₹	Nature of employment	% of shareholding in the Company	Previous Employment
Mr. Vijay Kumar Deekonda	59	Commerce Graduate	Whole-time Director	27.12.2021	8	1,15,000	By virtue of Appointment dated 27.12.2022	NIL	NIL

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 2021-22: this information is available in the website of the Company [www.tiertraagro.com](http://www.tiertraagro.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 Operations Officer, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22, 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 2021-22 (₹.in Lakhs)	Remuneration of Director /KMP for the financials year 2020-21 (₹.in Lakhs)	% increase in Remuneration in the Financial Year 2021-22. (₹ in Lakhs)	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
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. B. Mohan Krishna Non Executive Director	0	0	NIL	NIL	
4	Mr. Paturi Srinivasa Rao Non Executive Director	0	0	NIL	NIL	
5	Mr. Vijay Kumar Deekonda Executive Director	13,80,000	13,80,000	NIL	1.97	
6	Mrs. Sridevi Dasari Non Executive Director	0	0	NIL	NIL	
7	Mr. Vijay Kumar Deekonda Chief Financial Officer	0	0	NIL	NIL	
8	Mr. Hari Singh Chauhan - Chief Executive Officer from 25.01.2022	21,78,693	NA	NA	3.54	
9	Mr. A V Kiran - up to 14.02.2022 Company Secretary	3,96,311	1,77,996	123	0.65	

ii) the median remuneration of employees of the Company during the financial year was ₹ 6.14 Lakhs

iii) In the financial year, there was an increase of 12.10 % in the median remuneration of employees

iv) there were 198 permanent employees on the rolls of Company as on March 31, 2022.

v) We herewith affirm that the remuneration is as per the remuneration policy of the Company

**REPORT ON CORPORATE GOVERNANCE**

[Pursuant to Schedule V (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 Agrotech Limited ('the Company') is one of the pioneers in the field of agro-technology, which is a skilful combination of agriculture and technology. Many scientists consider this combination as a part of the "Gen Next" Technology, creating a market for our specialized research based hybrid seeds along with training which we aim to provide to agro based companies on how to conduct research and achieve success in the field of agriculture.

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, 2022, The Board consisted 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 no. 34 read with schedule V of Listing Regulations are as below:

Attendance of Directors during the Financial Year 2021-22

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. G V Krishna Rau	Independent - Non Executive Director	6	6	-	1	5	1	Yes	CCL Products (India) Limited - Independent Non-Executive Director
2	Mr. Sunyanarayana Simhadri	Independent Non Executive Director	6	5	-	-	-	-	Yes	-
3	Mr. B. Mohan Krishna	Non-Executive Director	6	5	2	1	3	0	Yes	CCL Products (India) Limited - Executive Director
4	Mr. Paturi Srinivasa Rao	Non-Executive Director	6	5	1	-	-	-	Yes	-
5	Mr. Vijay Kumar Deekonda	Executive Director	6	6	-	-	-	-	Yes	-
6	Mrs. Sridevi Dasari	Independent Non-Executive Director	6	6	1	-	-	-	Yes	-

The Directorships held by Directors in other Companies, as mentioned above do not include Directorships in Private Companies, 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.

Pursuant to the NCLT Order dated 12th day of November, 2021 and ROC approval dated 13th December, 2021 for the amalgamation of Grandeur Products Limited into Tierra Agrotech Limited, the requisite information about the Board and other Committees are pertaining to transferee company (i.e., Tierra) is provided in this report.

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

The Board met 6 times in the financial year 2021-22 on the following dates, with a gap not exceeding one hundred and twenty days between any two meetings:

20.07.2021	12.08.2021	13.11.2021	27.12.2021
25.01.2022	14.02.2022	----	----

**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 is only one Promoter Directors on the Board of the Company who is 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
1	Mr. B. Mohan Krishna	10,00,000
2	Mr. Paturi Srinivasa Rao	5000
3	Mr. M. Jayaram Prasad	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 familiarisation 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., and the same is available on the website of the Company i.e [www.tierraagrotech.com](http://www.tierraagrotech.com)

**(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 businesses such as manufacturing of instant coffee, knowledge on international coffee markets, marketing of coffee.

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. Suryanarayana Simhadri 2. Mr. G V Krishna Rau 3. Mr. Vijay Kumar Deekonda 4. Mr. Paturi Srinivasa Rao
Technical knowledge on operations, Production	1. Mr. M. Jayaram Prasad 2. Mr. B. Mohan Krishna
Corporate Governance, Strategic Management	1. Mr. G V Krishna Rau 2. Mr. Suryanarayana Simhadri 3. Mr. Paturi Srinivasa Rao 4. Mr. Vijay Kumar Deekonda 5. Ms. Neha Soni
Marketing and sales	1. Mr. M. Jayaram Prasad 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 be and is hereby confirm that in the opinion of the Board, the Independent Directors fulfil the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

**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 Requirements)



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 also acts in terms of reference and directions if any, given by the Board from time to time.

## **(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 Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of auditors and fixation of audit fee and approval of payment to statutory auditors for any other services rendered by them.
- Reviewing, with the management, the annual financial statements 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 sub-section 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 transactions
  - review of draft Auditors Report, in particular qualifications / remarks / observations made by the Auditors on the financial statements-
- Review of internal audit reports relating to internal control weaknesses.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- Review, 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;

- Approval or any subsequent modification of transactions of the listed entity with related parties
- Review of the financial statements of subsidiary Companies
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the listed entity, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors
- Reviewing, with the management, auditor's independence ,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.
- Reviewing the risk management policies, practices and 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 internal auditors of any significant findings and follow up there on;
- 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;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing.
- 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;
- Any other matters/ authorities / responsibilities / powers assigned as per Companies Act 2013 and Rules made thereunder, as amended from time to time
- The Committee mandatorily reviews information including internal audit reports related to internal control weakness, management discussion and analysis of financial condition and result of operations, statement of significant related party transactions, appointment and removal of the auditors and such other matters as prescribed 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. Suryanarayana Simhadri	Chairman	1	1
Mr. G V Krishna Rau	Member	1	1
Mrs. Sridevi Dasari	Member	1	1

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

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

Mr. Vijay Kumar Deekonda, Chief Financial Officer 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

The Audit Committee met 14th February, 2022. The said meeting consisted of atleast 2 Members as its quorum out of which all are independent members.

## 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 a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity.

- 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 their appointment, remuneration 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.
- Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.
- Recommend to the board, all remuneration, in whatever form, payable to Senior Management Personnel.

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://www.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
Mrs. Sridevi Dasari	Chairman	1	1
Mr. B. Mohan Krishna	Member	1	1
Mr. Suryanarayana Simhadri	Member	1	1

**c) Meetings during the year**

The Committee met on 25th January, 2022 after the amalgamation.

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

## 5. Remuneration of Directors

### (a) 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 director are not entitled to any amount.

### (b) 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 and Shareholders decided that such remuneration/commission should be commensurate with their roles which have undergone significant qualitative changes.

### (c) 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 2021-22 :

Name of the Non-Executive Director	Sitting Fees Paid for FY 2021-22 in Rs.
Mr. G V Krishna Rau	35,000
Mr. Suryanarayana Simhadri	35,000
Mr. B. Mohan Krishna	40,000
Mr. Paturi Srinivasa Rao	35,000
Mrs. Sridevi Dasari	45,000

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.

## 6. 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 Independent Director, 1 Non-Executive 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. B. Mohan Krishna	Chairman	1	1
Mr. Suryanarayana Simhadri	Member	1	1
Mr. Vijay Kumar Deekonda	Member	1	1

The Stakeholders Relationship Committee met on 14th February, 2022 after the Amalgamation.

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

Mr. A V Kiran, Company Secretary was appointed as the Compliance Officer of the Company. Later on his resignation Mr. Vijay Kumar Deekonda was appointed as the Compliance Officer of the company with effect from 14th February, 2022.

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.

There was Zero (00) queries/complaints were received during the year.

## Terms of reference

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

- i) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ii) Review of measures taken for effective exercise of voting rights by shareholders.
- iii) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- v) Performing various functions relating to the interests of shareholders/investors of the Company as may be required under the provisions of the Companies Act, 2013, Listing Agreement with the Stock Exchanges and regulations/guidelines issued by the SEBI or any other regulatory authority. In order to expedite the process and for effective resolution of grievances/complaints, the Committee has delegated powers to the Registrar and Share Transfer Agents i.e., M/s. Venture Capital and Corporate Investments Pvt. Ltd., to redress all complaints/grievances/enquiries of the shareholders/investors. It redresses the grievances/complaints of shareholders/investors under the supervision of Company Secretary & Compliance Officer of the Company.

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 Practicing 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, 2022, 2,51,55,165 Equity Shares of Rs. 10/- each representing 100% of the total no. of shares are in dematerialized form.

## 7. Risk Management Committee

The Committee comprises of 1 Independent Directors, 1 Non-Executive Directors 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	1	1
Mrs. Sridevi Dasari	Member	1	1
Mr. Parthasarathi Bhattacharya	Member	1	1

The Committee met on 14th February, 2022 after the amalgamation.

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 organisation. 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.

### Objective of the Risk Management Policy

To embed the management of risk as an integral part of our business processes;

To establish an effective system of risk identification, analysis, evaluation and treatment within all areas and all levels of the Company;

To avoid exposure to significant financial loss;

To contribute to the achievement of the Company's objectives; and

To assess the benefits and costs of implementation of available options and controls to manage risk.

The primary function of the Risk Management Committee is to assist the Board to manage the risk appetite of the Company in order to promote a balanced business model and growth. The Committee oversees the identification of major areas of risk being faced by the Company, the development of strategies to manage those risks and reviews the risk management policies and their implementation.

### Functions, Roles and Responsibilities of the Committee

- To approve structures, analyze risks and benefits, seek independent opinion with regard to structure or views.
- Assisting the Board in fulfilling its oversight responsibilities with regard to Enterprise Risk Management.



- Reviewing and approving risk related disclosures.
- Responsible for day to day oversight of risk management including identification, impact assessment, monitoring, mitigation and reporting.
- Formulation and implementation of risk management policies and procedures.
- Providing updates to the Board on enterprise risks and action taken.
- Ensure compliance with policies and procedures laid down by the Company for specific business units.
- Maintenance and development of a supportive culture, in relation to the management of risk appropriately embedded through procedures, training and leadership actions so that all employees are alert to the wider impact on the whole organisation of their actions and decisions.
- Advising Board on all high level risk matters.
- To review the effectiveness of the internal control system and risk management framework in relation to the achievement of business objectives.
- Reporting risk events and incidents in a timely manner.

## 9. General Body Meetings

Annual General Meetings (AGMs) for the year ended 31st March, 2019 and 31st March, 2020 were held at Registered Office of the Company at Hyderabad, Telangana and the AGM for the year financial year ended 31st March, 2021 was held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) mode as detailed below:

Annual General Meeting	Venue	Time & Date	Number of Special Resolutions passed	Details of Special Resolutions
2020-2021	Other Audio Visual Means	Saturday, 20th November, 2021 at 09.10 AM	0	NA
2019-2020	H. No. 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad, Telangana- 500033	Monday, 21st h December, 2020 at 11.00 AM	0	NA
2018-2019	H. No. 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad, Telangana- 500033	Monday, 21st h December, 2020 at 11.00 AM	0	NA

Mrs. N. Vanitha, Practising Company Secretary, conducted the e-voting process and the insta Poll for the AGM held on 20th November, 2021

Mrs. N. Vanitha, Practising Company Secretary, conducted the e-voting process and the Poll for the AGM held on 21st December, 2020

Mr. M.B. Suneel, Practising Company Secretary, conducted the e-voting process and the Poll for the AGMs held on 27th September, 2019.

No Extraordinary General Meetings and no special resolutions has been passed through postal ballot during the financial year 2021-22.

## 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](http://www.tierraagrotech.com)

### (d) Whether it also displays official news releases:

Official press releases/ news are sent to the Stock Exchange i.e. BSE Limited, where shares of the Company were listed and the same are hosted on the website of the Company

## 11. General Shareholder Information

The 09th Annual General Meeting of the company will be held on Friday, 30th day of September, 2022 at 01.35 PM through Video Conferencing ("VC")/ Other Audio visual Means ("OAVM") details, please refer to the Notice of this AGM.

- Financial Calendar : 1st of April, 2021 to 31st of March, 2022.
- Results for the quarter ending
  - 30th June 2022 : 08th August, 2022
  - 30th September 2022 : Fourth week of October, 2022
  - 31st December 2022 : Fourth week of January, 2022
  - 31st March 2023 : Second /Third week of May, 2023
- Date of Book closure : NA
- 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
Bombay Stock Exchange Limited	TIERRA
ISIN No. for both NSDL and CDSL	INE05CY01014

The Listing fees for the year 2022-23 has been paid to BSE.

## Employee Stock Options

There are no outstanding stock options in the Company.

### • Market Price Data 2021-22

Nor Applicable as the Company got the listing approval on 27th day of May, 2022

### • Distribution Schedule as on 31st March, 2022

Sl. no	Category (Amount)	No. of Holders	% To Holders	No of Shares	Amount (Rs.)	% To Equity
1	1 - 5000	390	71.17	20673	206730	0.08
2	5001 - 10000	31	5.66	27668	276680	0.11
3	10001 - 20000	14	2.55	22923	229230	0.09
4	20001 - 30000	8	1.46	20895	208950	0.08
5	30001 - 40000	4	0.73	14073	140730	0.06
6	40001 - 50000	5	0.91	25000	250000	0.10
7	50001 - 100000	24	4.38	224059	2240590	0.89
8	100001 and above	72	13.14	24799874	247998740	98.59
	<b>TOTAL:</b>	<b>548</b>	<b>100</b>	<b>25155165</b>	<b>251551650</b>	<b>100</b>

### • Categories of Shareholders as on 31st March, 2022:

S. No	Category of Shareholders	No. of Shares	Percentage
1	Promoter & Promoter Group	68,50,214	27.23
2	Resident Individuals	1,34,02,136	53.28
3	Other Bodies Corporate	42,90,702	17.06
4	NRI / Trusts	6,12,113	2.43
	<b>Total</b>	<b>2,51,55,165</b>	<b>100.00</b>

### • 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, 2022.

- 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  
12-10-167, Bharat Nagar,  
Hyderabad - 500 018, T.S, 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 09th Annual Report.
- Secretarial Audit
  - a) Mrs. N. Vanitha, Practicing Company Secretary have conducted a Secretarial Audit of the Company for the year 2021-22. 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 half-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](http://www.tierraagrotech.com).

- b. There is one non-compliances in the last year and there were penalty imposed by SEBI as below.
- 1. Regulation 33(3) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Quarterly financial results for the period ended March, 2021.

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
1	BSE Ltd as per SEBI Standard Operating Procedures Circular.	Regulation 33(3) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Quarterly financial results for the period ended March, 2021	BSE levied a penalty of Rs 1,18,000/-	The Company complied the same with a delay of 20 days and paid the penalty as per BSE SOP

\*the above information with respect to Grandeur Products Limited.

- 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 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.tierraagrotech.com](http://www.tierraagrotech.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:**

Separate posts of chairperson and chief executive officer: The office of Chairman and that of Managing Director 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](http://www.tierraagrotech.com)

- f. Disclosure of commodity price risks and commodity hedging activities- NA
- g. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)- Not Applicable
- h. 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.
- i. 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.
- j. 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. 8,75,000 excluding GST
- k. 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.

The Company has not received any complaint on sexual harassment during the year.

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

All the corporate governance requirements are complied with.

### 14. The extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted:

#### • Discretionary Requirements:

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

- i. The Board:

Maintenance of Office to the Non-executive Chairperson at the Company's expense: This is not applicable as the Chairperson of the Company is an Executive Director.

ii. Shareholders' rights:

All the quarterly financial results are placed on the Company's Website: [www.tierraagrotech.com](http://www.tierraagrotech.com), apart from publishing the same in the Newspapers along with BSE

iii. Modified opinion(s) in audit report: There are no modified opinions in the Audit Reports.

iv. Separate Posts of Chairman and CEO:

The Company has separate posts of Chairman and CEO

v. Reporting of internal auditor:

The Internal auditor reports to the Chairman of the Audit Committee directly.

**15. 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
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 13.11.2021, 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](http://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](http://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 companies of your company.

- **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 Managing Director and the Chief Financial Officer have certified to the Board in accordance with Regulation 33(2)(a) of SEBI Listing Regulations pertaining to CEO/CFO certification for the Financial Year ended 31st March, 2022 and the same is annexed herewith.

Disclosures with respect to demat suspense account/ unclaimed suspense account: Not Applicable.

## **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, 2022.

**For Tierra Agrotech Limited**

SD/-

**Vijay Kumar Deekonda**

Whole-time Director

DIN: 06991267

Place: Hyderabad

Date: 08.08.2022

## CEO / CFO Certification

**We, Hari Singh Chauhan, Chief Executive Officer and Vijay Kumar Deekonda, Chief Financial Officer of the Company to the best of my 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, 2022 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/-  
**Vijay Kumar Deekonda**  
Chief Financial Officer

Place: Hyderabad

Date: 08.08.2022

**CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Board Of Directors

**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 (hereinafter referred to as "the Company") for the year ended March 31, 2022, as stipulated in Chapter IV of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

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

I conducted My examination of the Corporate Governance Report in accordance with the established systems and procedures selected by us depending on My judgement, including assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include, but are not limited to, verification of secretarial records and other information of the Company, as I deem necessary to arrive at an opinion.

Based on the procedures performed by us as mentioned above and according to the information and explanations provided to us, I am of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations as applicable for the year ended March 31, 2022.

I further state that such compliance is neither an assurance as to the financial viability of the Company nor 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 A026859D000762121**

Place: Hyderabad

Date: 08.08.2022

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

To  
The Board Of Director  
**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 conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Tierra Agrotech Limited (hereinafter referred to as "the Company") having CIN: L01119TG2013PLC090004, 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 Clause 10(i) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

I have been informed that the amalgamation of Grandeur Products Limited with Tierra Agrotech Private Limited has been approved and sanctioned by the Hon'ble National Company Law Tribunal("NCLT"), bench at Hyderabad vide its order dated 12th November, 2021. Pursuant to the said scheme and order of the Hon'ble NCLT, the name of the Company has been changed from Tierra Agrotech Private Limited to Tierra Agrotech Limited. Since, the appointed date for the said amalgamation was 01st April, 2020, my report has been prepared with reference to the transferor company as and I thought proper and the Company is also implementing the Scheme as directed by the Hon'ble NCLT.

In My opinion and to the best of My information and according to the verifications (including Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us 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 31st March, 2022, 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. Paturi Srinivasa Rao	Non Executive Director	01220158
2	Mr. Suryanarayana Simhadri	Independent Director	01951750
3	Mr. B. Mohan Krishna	Non Executive Director	03053172
4	Mr. G V Krishna Rau	Independent Director	06775731
5	Mr. Vijay Kumar Deekonda (@)	Whole-time Director	06991267
6	Mrs. Sridevi Dasari (@)	Independent Director	07512095

(@) appointed post the reconstitution of the board on 27th day of December, 2021.

Ensuring 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 and opinion on these, based on My verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

SD/-  
**CS N. VANITHA**  
Company Secretary in Practice  
ACS No. 26859  
CP No. 10573  
PEER REVIEW Cer. No. 1890/2022  
UDIN : A026859D000762033

Place: Hyderabad  
Date: 08.08.2022

## INDEPENDENT AUDITOR'S REPORT

To

The Members of

TIERRA AGROTECH LIMITED

Report on the Audit of the Financial Statements

**Opinion:**

We have audited the accompanying financial statements of Tierra Agrotech Limited ("the Company"), which comprise the Balance Sheet as on March 31, 2022 and the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement 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.

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, 2022, and its loss, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the 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 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. We have determined the matters described below to be the key audit matters to be communicated.

Key Audit matter	How the matter was addressed in Audit
<p>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</p>	<p>Our audit procedures amongst others include the following :</p> <ul style="list-style-type: none"> <li>• We have ensured that all terms and conditions laid in the scheme are complied by the company.</li> <li>• We tested the completeness of the identified assets and liabilities acquired by comparison to the scheme of arrangement, through discussions with the company.</li> <li>• Evaluating the appropriateness of adequate disclosures in accordance with the applicable accounting standards</li> </ul>

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the 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 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### Auditor's Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid 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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 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 compiled 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 has disclosed the impact of pending litigations on its financial position in its 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 were 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

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 30, 2022

**(C V Koteswara Rao)**  
Partner  
Membership No.028353  
UDIN: 22028353AJXXLE3656

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph under heading “Report on other legal and regulatory requirements” of our Report of even date to the Members of “Tierra Agrotech Limited” for the year ended March 31, 2022)**

On the basis of such checks as we considered appropriate and according to the information and explanation given 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 which, in our opinion, provides for physical verification at reasonable intervals.
  - (c) Based on our examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, are held in the name of the Company as at the balance sheet date.
  - 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 31,2022 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 not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting on the quarterly returns or statements filed by the Company with such banks or financial institutions under clause (ii)(b) is not applicable.
- iii. The Company has granted Unsecured loans to companies during the year, in respect of which:
  - a) The Company has provided loans during the year and details of which are given below :

(Rupees in Lakhs)

Particulars	Loans
A. Aggregate amount granted / provided during the year:	
- Subsidiaries	126.40
- Associates	47.09
B. Balance outstanding as at balance sheet date in respect of above cases:	
- Subsidiaries	1101.90
- Associates	74.34

- 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.

(Rupees in Lakhs)

Particulars	All Parties	Promoters	Related Parties
Aggregate of loans			
- Repayable on demand (A)	-	-	1,208.24
- Agreement does not specify any terms or period ( B)	-	-	-
<b>Total (A+B)</b>	-	-	<b>1,208.24</b>

- 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 (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, 2022 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) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the order is not applicable.
- 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 2022.

- 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.1,642.34 lakhs cash losses in the financial year covered by our audit but had incurred cash losses amounting to Rs.593.07 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 34 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 30, 2022

**(C V Koteswara Rao)**  
Partner  
Membership No.028353  
UDIN: 22028353AJXXLE3656

**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, 2022 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, 2022, 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 30, 2022

**(C V Koteswara Rao)**  
Partner  
Membership No.028353

UDIN: 22028353AJXXLE3656



# ANNUAL REPORT 2021-2022

## STANDALONE BALANCE SHEET AS AT MARCH 31, 2022

( Amount Rs. In Lakhs)

Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
<b>Assets</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	91.15	67.29
(b) Intangible assets	2	5,262.23	5,261.96
(c) Product under Development	2	303.93	150.90
(d) Capital work in progress	2	110.00	-
(e) Right of Use Asset	2	52.63	-
(f) Financial Assets			
(i) Investments	3	1,653.01	1,709.80
(ii) Other Financial Assets	4	1,313.18	1,132.21
(g) Deferred tax Asset (Net)	5	627.00	187.80
<b>Total Non-Current Assets</b>		<b>9,413.14</b>	<b>8,509.96</b>
<b>Current Assets</b>			
(a) Inventories	6	5,100.80	5,735.11
(b) Financial Assets			
i) Trade Receivables	7	2,450.13	1,295.54
ii) Cash and cash equivalents	8	41.37	129.56
iii) Bank Balance other than (ii) above	9	332.93	320.20
(c) Other Financial Assets	10	6.34	6.54
(d) Current Tax Assets (net)	11	23.14	21.03
(e) Other current assets	12	332.12	339.57
<b>Total Current Assets</b>		<b>8,286.83</b>	<b>7,847.53</b>
<b>Total Assets</b>		<b>17,700.00</b>	<b>16,357.50</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Equity Share Capital	13	2,515.52	2,515.52
b) Other Equity	14	2,202.75	3,376.95
<b>Total Equity</b>		<b>4,718.27</b>	<b>5,892.47</b>
<b>Liabilities</b>			
<b>Non - current liabilities:</b>			
<b>(a) Financial Liabilities</b>			
i) Borrowings	15	3,194.78	1,783.18
ii) Other Financial Liabilities	16	63.90	63.90
iii) Provisions	17	52.25	53.93
v) Lease Liabilities	19	37.91	-
vi) Other Non-Current liabilities	20	844.09	577.29
<b>Total Non-Current Liabilities</b>		<b>4,192.93</b>	<b>2,478.30</b>
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
i) Borrowings	21	4,935.76	4,151.57
ii) Trade payables	22	1,884.26	1,886.10
iii) Lease Liabilities	23	18.41	-
iv) Other financial liabilities	24	1.63	85.60
(b) Other Current Liabilities	25	1,540.54	1,617.37
(c) Provisions	26	408.18	246.10
<b>Total Current liabilities</b>		<b>8,788.78</b>	<b>7,986.73</b>
<b>Total Equity and Liabilities</b>		<b>17,700.00</b>	<b>16,357.50</b>

Significant accounting policies

The notes form an integral part of these financial statements 1 to 47

As per our Report of even date

**For Ramasamy Koteswara Roa and Co LLP**

Chartered Accountants

Firm Registration Number :010396S/S200084

**C V Koteswara Rao**

Partner

M No. 028353

Place: Hyderabad

Date : 30.05.2022

**Vijay Kumar Deekonda**  
Whole Time Director & CFO  
DIN :06991267

**Suryanarayana Simhadri**  
Director  
DIN 01951750

**Hari Singh Chauhan**  
Chief Executive Officer



# ANNUAL REPORT 2021-2022

## STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH, 2022

( Amount Rs. In Lakhs)

Particulars	Note No	As at March 31, 2022	As at March 31, 2021
I. Revenue from operations	27	5,656.63	5,457.34
II. Other income	28	18.29	152.90
<b>III. Total Revenue (I + II)</b>		<b>5,674.92</b>	<b>5,610.24</b>
<b>IV. Expenses:</b>			
Purchases and Direct Expenses	29	3,452.66	5,873.59
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	30	634.30	-2,467.33
Employee benefits expense	31	1,295.59	1,305.29
Finance costs	32	871.58	696.05
Depreciation and amortization expense	2	28.27	25.32
Other expenses	33	1,038.48	775.90
		<b>7,320.89</b>	<b>6,208.82</b>
V. Profit before exceptional and extraordinary items and tax (III-IV)		-1,645.97	-598.58
VI. Exceptional items		-	-
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>-1,645.97</b>	<b>-598.58</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII- VIII)</b>		<b>-1,645.97</b>	<b>-598.58</b>
X Tax expense:			
(2) Deferred tax		-439.88	-132.46
(3) MAT Credit Entitlement		-	-
<b>XI Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>-1,206.09</b>	<b>-466.12</b>
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>-1,206.09</b>	<b>-466.12</b>
<b>XVI Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit and Loss		-32.57	-30.83
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.67	-
		-	-
(ii) Income relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income		-31.90	-30.83
<b>"Total Comprehensive Income for the period (XV+XVI) (Comprising Profit (Loss) and Other Comprehensive Income for the period)"</b>		<b>-1,174.20</b>	<b>-435.29</b>
XVII Earnings per equity share:( of Face Value of Rs.10 Each)			
(1) Basic		-4.79	-1.85
(2) Diluted		-4.79	-1.85

The notes form an integral part of these financial statements 1 to 47

As per our Report of even date

**For Ramasamy Koteswara Roa and Co LLP**

Chartered Accountants

Firm Registration Number :010396S/S200084

**C V Koteswara Rao**

Partner

M No. 028353

Place: Hyderabad

Date : 30.05.2022

**Vijay Kumar Deekonda**  
Whole Time Director & CFO  
DIN :06991267

**Suryanarayana Simhadri**  
Director  
DIN 01951750

**Hari Singh Chauhan**  
Chief Executive Officer

**Note No 11**  
**Statement of Changes in equity**

(Amount Rs. In Lakhs)

Particulars	Securities Premium Reserve	Equity Instruments through Other comprehensive Income	Other items in other comprehensive income.	Retained Earnings	Total
<b>Balance at 01.04.2020</b>	<b>2,402.58</b>	<b>(7.00)</b>		<b>269.98</b>	<b>2,665.57</b>
<b>Restatements</b>					-
Profit for the Period 01.04.2020 to 31.03.2021	-		-	(466.12)	(466.12)
Share Premium on shares issued during the Year	1,146.67				1,146.67
Amount transfer to general reserve	-		-	-	-
Net change in fair value of FVTPL investments and others	-	29.30	-	-	29.30
Actuarial gain/(loss) on post-employment benefit obligations, net of tax benefit	-		1.53	-	1.53
<b>Balance at 31.03.2021</b>	<b>3,549.25</b>	<b>22.30</b>	<b>1.53</b>	<b>(196.13)</b>	<b>3,376.95</b>
<b>Restatements</b>					-
Profit for the Period 01.04.2021 to 31.03.2022	-		-	(1,206.09)	(1,206.09)
Net change in fair value of FVTPL investments and others	-	43.15		-	43.15
Actuarial gain/(loss) on post-employment benefit obligations, net of tax benefit	-	(65.45)	(11.26)	-	(11.26)
Transfer of OCI to Other Equity				65.45	
<b>Balance at 31.03.2022</b>	<b>3,549.25</b>	<b>-</b>	<b>(9.72)</b>	<b>(1,336.78)</b>	<b>2,202.75</b>

# ANNUAL REPORT 2021-2022

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

( Amount Rs. In Lakhs)

Particulars	As on	
	March 31, 2022	March 31, 2021
<b>A. Cash Flows From Operating Activities:</b>		
Net profit before taxation, and extraordinary items	(1,645.97)	(598.58)
<b>Adjusted for :</b>		
Interest debited to P&L A/c	864.45	679.53
Interest Income	(13.92)	(17.33)
Gratuity and Leave encashment provision	37.09	54.57
Depreciation	20.18	25.32
Operating profits before working capital changes	<b>(738.17)</b>	<b>143.51</b>
<b>Changes in current assets and liabilities</b>		
Inventories	634.30	(2,467.33)
Trade Receivables	(1,154.59)	2,303.41
Other Current assets	7.65	7.46
Current Tax Assets(Net)	(2.11)	(1.39)
Other non-Current Financial Assets	(193.70)	(94.72)
Trade Payables	(1.84)	(177.13)
Other Financial Liabilities	(80.28)	(88.94)
Provisions	124.99	9.94
Other Current Liabilities	(93.08)	(192.59)
Other Non current Liabilities	266.80	62.83
Long Term provisions	(1.69)	14.28
Cash generated from operations	(1,231.72)	(480.66)
Income tax paid	-	-
<b>Net cash generated from operating activities</b>	<b>(1,231.72)</b>	<b>(480.66)</b>
<b>B. Cash Flows From Investing Activities:</b>		
Purchase of fixed assets and capital work in Progress	(154.10)	(1.58)
Sale of Fixed assets	0.46	
Product Development Exp	(153.04)	(150.90)
(Purchase)/Proceeds from Investments	104.95	(17.44)
Interest Income	13.92	17.33
<b>Net cash used in investing activities</b>	<b>(187.81)</b>	<b>(152.59)</b>
<b>C. Cash Flows From Financing Activities:</b>		
Long Term Liabilities		
Borrowings	2,195.79	2.47
Interest paid	(864.45)	(679.53)
Increase in share Capital	-	284.32
Increase in Securities Premium	-	1,146.67
<b>Net cash generated in financing activities</b>	<b>1,331.34</b>	<b>753.92</b>
<b>D. Net increase / (decrease) in cash and cash equivalents</b>	<b>(88.18)</b>	<b>120.68</b>
<b>E. Cash and cash equivalents at the beginning of the year</b>	<b>129.56</b>	<b>8.88</b>
<b>F. Cash and cash equivalents at the end of the year</b>	<b>41.38</b>	<b>129.56</b>
Cash & Cash Equivalents comprise:		
Cash in Hand		
Balance with Banks in Current A/c	41.37	129.56
Balance with Banks in Deposit A/c	-	
<b>Total Cash &amp; Cash Equivalents :</b>	<b>41.37</b>	<b>129.56</b>

The notes form an integral part of these financial statements 1 to 47

As per our Report of even date

**For Ramasamy Koteswara Roa and Co LLP**

Chartered Accountants

Firm Registration Number :010396S/S200084

**C V Koteswara Rao**

Partner

M No. 028353

Place: Hyderabad

Date : 30.05.2022

**Vijay Kumar Deekonda**  
Whole Time Director & CFO  
DIN :06991267

**Suryanarayana Simhadri**  
Director  
DIN 01951750

**Hari Singh Chauhan**  
Chief Executive Officer

## 1. NOTES TO FINANCIAL STATEMENTS

### 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., 01.04.2020 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 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 2022, are approved by the Board of Directors and authorised for issue on 30 May 2022.

### 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 : Amortised 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 recognised prospectively.

**Judgements**

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised 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, maximising the use of relevant observable inputs and minimising the use of unobservable inputs Fair values are categorised 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 categorised 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 realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is expected to be realised 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 date.

##### Liabilities

A liability is classified as a current when:

- it is expected to be realised in, or is intended for sale or consumption in, the Company'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 Company does not have an unconditional right to defer settlement of liability for atleast 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 realisation 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

##### "Sale of goods:

Effective April 1, 2018, the company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The company has adopted Ind AS 115 using the cumulative catchup method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018).The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated i.e. the comparative information continues to be reported under Ind AS 18. The impact of adoption of the standard on the financial statements of the Company is insignificant.

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 recognised 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. Interest Income: Interest Income is recognised 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.”

#### **1.6 “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 capitalised as part of the cost of that asset. Other borrowing costs are recognised 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 recognised 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 derecognised 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 straight-line 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 unamortised 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 is as follows:

Type of Asset	Useful life
Intangible Asset	Indefinite life

### 1.10 Inventories

Inventories comprise of Unprocessed seeds, Processed Seeds, and traded goods. Inventories are valued at the lower of cost or the net realisable 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 is 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 recognised in respect of employees' services upto 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 recognised 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 recognised 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 recognised 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 recognised 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 recognised in profit or loss except to the extent that it relates to an item recognised 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 recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously."

#### "Deferred tax

Deferred tax is recognised 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 recognised 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 recognised for deductible temporary differences, the carry forwards of unused tax credits and unused tax losses. Deferred tax assets are recognised 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 recognises 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 realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised 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 recognised 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 are recognised 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 recognises 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 recognises 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 recognised 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 recognises 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 recognises 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 recognised as expense on a straight-line basis over the lease term.”

### **1.15 Earning 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.

### **1.16 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 recognises loss allowances for expected credit losses on financial assets measured at amortised cost and trade receivables. At each reporting date, the Company assesses whether financial assets carried at amortised 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 reorganisation; 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 amortised 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 recognised 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 recognised 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 amortised 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 recognised in statement of profit and loss.

#### **Financial liabilities**

Financial liabilities are classified as measured at amortised 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 recognised in statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit and loss. Any gain or loss on derecognition is also recognised in statement of profit and loss.

#### **1.21 Investment in Subsidiaries**

Investment in Subsidiaries is carried at cost

#### **De-recognition**

The Company derecognises 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 derecognised 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 are recognised as an intangible asset when the Company 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”

**1.24 “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 standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

**IND AS 103 - Reference to Conceptual Framework**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 16 – Proceeds before intended use**

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.”

**“Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract**

The amendments specify that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

## Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

## Ind AS 116 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements."

## 1.26 Disclosure of Related Party Transactions for year ended 31st March, 2022

### Names of related parties and related party relationships:

Sr. No.	Name of the Related Party	Relationship
1	Tierra Seed Science Private Limited	Subsidiary of holding company
2	Tidas Agrotech Private Limited	Joint Venture
3	Vijay Kumar Deekonda	Director
4	Sridevi Dasari	Director
5	Srinivasa Rao Paturi	Director
6	Suryanarayana Simhadri	Director
7	Bandi Mohan Krishna	Director
8	Venkata Krishna Rau Gogineni	Director

The accompanying notes are an integral part of these financial statements  
As per our Report of even date

**Vijay Kumar Deekonda**  
Whole Time Director & CFO  
DIN :06991267

**Suryanarayana Simhadri**  
Director  
DIN 01951750

**Hari Singh Chauhan**  
Chief Executive Officer



**Note No. 2**  
**Property, Plant and Equipment and Intangible Assets**

Particulars	Gross Amount			Depreciation				Net Amount		
	Opening Balance	Additions	Deletions	Closing Balance	Opening Balance	For the Period	Sale / Disposal	Closing Balance	As at 31 March 2022	As at 31 March 2021
<b>Property, Plant and Equipment</b>										
Computer and Data processing Units	50.47	2.34	-	52.8	43.45	3.46	-	47	6	7
Furniture and Fixtures	2.58	5.32	-	7.90	1.49	1.13	-	2.62	5.28	1.10
Office equipments	27.18	11.57	0.52	38.24	20.76	5.48	0.46	25.79	12.45	6.42
Plant and machinery	82.93	1.47	-	84.40	30.17	9.68	-	39.85	44.54	52.76
Vehicles	-	23.40	-	23.40	-	0.42	-	0.42	22.98	-
Sub Total (i)	163.17	44.10	0.52	206.75	95.88	20.18	0.46	115.60	91.15	67.29
Right of use Asset Building (Floors)*	-	60.72	-	60.72	-	8.09	-	8.09	52.63	-
Sub Total (i)	-	60.72	-	60.72	-	8.09	-	8.09	52.63	-
Company took 1st and 4th floors of a sravana complex , kamalapur colony lane, next to L V Prasad Hospital, Road no 2, Banjara hills, Hyderabad -500034										
<b>Intangible Assets</b>										
Germ plasm	3,447.35	-	-	3,447.35	-	-	-	-	3,447.35	3,447.35
Licence Fee	66.32	-	-	66.32	-	-	-	-	66.32	66.32
Plant Varity	89.56	-	-	89.56	-	-	-	-	89.56	89.56
Trademarks	212.91	-	-	212.91	-	-	-	-	212.91	212.91
Goodwill on merger	1,446.08	-	-	1,446.08	-	-	-	-	1,446.08	1,446.08
Sub Total (ii)	5,262.23	-	-	5,262.23	-	-	-	-	5,262.23	5,262.23
<b>Capital work- in progress</b>										
Furniture	-	110.00	-	110.00	-	-	-	-	110.00	-
Sub Total (ii)	-	110.00	-	110.00	-	-	-	-	110.00	-
<b>Product under development</b>										
Project in progress	150.90	153.04	0	303.93	0	0	0	0	303.93	150.90

Ageing schedule for Capital work-in progress

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
Furniture	110.00	0	0	0	110.00



## Note 3

### Financial Assets - Investments

(Amount Rs. In Lakhs)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>a) Investments in Equity Instruments - Unquoted</b>		
Tidas Agrotech Private Limited (Associate)	74.07	74.07
Equity Instruments	-	56.79
Investment in Tierra Seed Science	1,578.95	1,578.95
<b>Total</b>	<b>1,653.01</b>	<b>1,709.80</b>

## Note 4

### Financial Assets- Other Financial Assets

Particulars	As at 31 March 2022	As at 31 March 2021
Security Deposits	40.64	32.85
<b>Unsecured Loans to Related Parties</b>		-
Tidas Agrotech Private Limited	74.34	27.26
Tierra Seed Science Pvt Ltd - Loan A/c	1,101.90	976
Other Loans and Advances	96.30	96.60
<b>Total</b>	<b>1,313.18</b>	<b>1,132.21</b>

## Note 5

### Deffered tax Asset (Net)

Particulars	As at 31 March 2022	As at 31 March 2021
Deferred Tax Asset	580.28	141.08
MAT Credit Entitlement	46.72	46.72
<b>Total</b>	<b>627.00</b>	<b>187.80</b>

## Note 6

### Inventories

Particulars	As at 31 March 2022	As at 31 March 2021
Packing Material	322.01	195.31
Seeds	4,778.80	5,539.79
<b>Total</b>	<b>5,100.80</b>	<b>5,735.11</b>

## Note 7

### Trade Receivables

Particulars	As at 31 March 2022	As at 31 March 2021
Sundry Debtors	2,450.13	1,295.54
<b>Total</b>	<b>2,450.13</b>	<b>1,295.54</b>

(Amount Rs. In Lakhs)

**Note 8****Cash and cash equivalents**

Particulars	As at 31 March 2022	As at 31 March 2021
Balances with banks This includes: In Current Account In Fixed Deposit Accounts	41.37	129.56
<b>Total</b>	<b>41.37</b>	<b>129.56</b>

**Note 9****Bank Balance other than (ii) above**

Particulars	As at 31 March 2022	As at 31 March 2021
Fixed Deposits in Banks	332.93	320.20
<b>Total</b>	<b>332.93</b>	<b>320.20</b>

**Note 10****Other Financial Assets**

Particulars	As at 31 March 2022	As at 31 March 2021
Interest Receivable	6.34	6.54
<b>Total</b>	<b>6.34</b>	<b>6.54</b>

**Note 11****Current Tax Assets (Net)**

Particulars	As at 31 March 2022	As at 31 March 2021
TDS and TCS Receivable	23.14	21.03
<b>Total</b>	<b>23.14</b>	<b>21.03</b>

**Note 12****Other Current Assets**

Particulars	As at 31 March 2022	As at 31 March 2021
Prepaid Expenses	28.40	14.77
Other Advances	151.59	177.89
Advances to Suppliers	152.13	146.91
<b>Total</b>	<b>332.12</b>	<b>339.57</b>

## Note 13

### Share Capital

Particulars	As at 31st March 2022		As at 31st March 2021	
	Number	Amount (Rs.)	Number	Amount (Rs.)
<b>Authorised</b> 47,15,00,000/-Equity Shares of Rs.10/- each	4,71,50,000	4,715.00	3,00,00,000	3,000.00
<b>Issued,Subscribed &amp; Paid Up</b> 2,51,55,165/-Equity Shares of Rs.10/- each	2,51,55,165	2,515.52	2,51,55,165	2,515.52
<b>Total</b>	<b>2,51,55,165</b>	<b>2,515.52</b>	<b>2,51,55,165</b>	<b>2,515.52</b>

### Reconciliation of number of shares outstanding for the period

Particulars	As at 31st March 2022		As at 31st March 2021	
	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	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	2,51,55,165	2,515.52	2,51,55,165	2,515.52

Balance as on 01.04.2021	Changes in Equity share capital during the Current year	Balanace as at 31.03.2022
2,515.52	Nil	2,515.52

Balance as on 01.04.2020	Changes in Equity share capital during the Current year	Balanace as at 31.03.2021
2,515.52	Nil	2,515.52

### Shares held by Promoters at the end of the Year

Promoter Name	No of shares held	% of total shares	% change during the Year
Surinder Kumar Tikoo	2,25,000	0.89%	Nil
Suresh Atluri	26,52,377	10.54%	Nil
Parthsarathi Bhattacharya	10,00,000	3.98%	Nil
Paturi Srinivasa Rao	5,000	0.02%	Nil
Jayaramaprasad Munnangi	2,00,000	0.80%	Nil
Nalluri Sai Charan	1,00,000	0.40%	Nil
Satish Kumar Tondapu	11,86,901	4.72%	Nil
Sailaja M	14,70,936	5.85%	Nil
Visweswara Rao K	10,000	0.04%	Nil
<b>Total</b>	<b>68,50,214</b>	<b>27.23%</b>	

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

Name of Shareholders	As at 31 March 2022		As at 31 March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Suresh Atluri	26,52,377	10.54	26,52,377	10.54
Sailaja	14,70,936	5.85	14,70,936	5.85
Challa Shantha Prasad	17,55,771	6.98	17,55,771	6.98
KRG Polychem Private Limited	18,75,000	7.45	18,75,000	7.45
Adhbutham Business Solutions Private Limited	18,05,000	7.18	18,45,000	7.33
<b>Total</b>	<b>95,59,084</b>	<b>38.00</b>	<b>95,99,084</b>	<b>38.16</b>

### Note 15

#### Longterm Borrowings

Particulars	As at 31 March 2022	As at 31 March 2021
<b>a) Loans from Banks &amp; Financial Institutions</b>		
Secured Considered good	15.90	-
<b>b) Loans from NBFC</b>		
Unsecured Considered good	3,178.89	1,783.18
<b>Total</b>	<b>3,194.78</b>	<b>1,783.18</b>

Note A: Current Maturities of non-current borrowings amount of Rs.4.59,206/- lakhs have been disclosed under the head short term Borrowings (refer note:20)

### Note 16

#### Other financial liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Other Loans	63.90	63.90
<b>Total</b>	<b>63.90</b>	<b>63.90</b>

### Note 17

#### Non Current Liabilities - Provisions

Particulars	As at 31 March 2022	As at 31 March 2021
Provision for Gratuity	30.20	30.89
Provision For Leave Encashment	22.05	23.04
<b>Total</b>	<b>52.25</b>	<b>53.93</b>

(Amount Rs. In Lakhs)

## Note 19

### Lease Liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Lease Liabilities	37.91	-
<b>Total</b>	<b>37.91</b>	<b>-</b>

## Note 20

### Non Current Financial Liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Security Deposit	349.42	321.01
Aditya Birla Finance Ltd	494.67	256.28
<b>Total</b>	<b>844.00</b>	<b>577.29</b>

## Note 22

### Trade Payables

Particulars	As at 31 March 2022	As at 31 March 2021
Outstanding dues to micro enterprises and small enterprises	61.49	55.99
Outstanding dues to creditors other than micro enterprises and small enterprises	1,822.77	1,830.11
<b>Total</b>	<b>1,884.26</b>	<b>1,886.10 9</b>

## Note 23

### Lease Liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Current maturities of Lease Liabilities	18.41	-
<b>Total</b>	<b>18.41</b>	<b>-</b>

## Note 24

### Other Financial Liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Salary Payable	1.63	85.60
Interest Payable		
<b>Total</b>	<b>1.63</b>	<b>85.60</b>

## Note 21

(Amount Rs. In Lakhs)

## Short-term borrowings

Particulars	As at 31 March 2022	As at 31 March 2021
Loan from Related parties		
Unsecured-Considered good	616.98	-
HDFC CC Account-50200044477941	1,448.50	1,493.78
Kotak-7913017644-OD Account	483.52	499.37
Kotak Short Term Loans	1,000.00	1,000.00
Kotak-7945062568-OD	148.16	196.43
HDFC Term Loan(ECLGS Scheme)	133.36	167.00
Kotak Term Loan(ECLGS Scheme)	235.40	295.00
Helcal Tubes & Ducts Pvt Ltd	60.00	-
Jyoti Bio Energy Limited	254.36	-
Sai Naren Holdings Private Limited	50.87	-
HDFC Farmer Funding	500.00	500.00
Current Maturities of Longterm Borrowings	4.59	-
<b>Total</b>	<b>4,935.76</b>	<b>4,151.57</b>

## Details of Security:

1.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.

2.The loan from Kotak Mahindra Bank is primary first charge on all existing and future current assets/movable fixed assets along with HDFC bank under MBA.

Collateral Security: Pledge equity of 34,50,439 NO's equity shares.

Guarantees: Personal guarantees of

1.Mr,Suresh Atluri

2.Mr.Surinder Tikoo

3.Mr.PS Batttacharya

4 Mr. Challa Rajendra Prasad.

**Note 25**

**Other Current Liabilities**

<b>Particulars</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
Employee Claims	-	46.49
Provision for Interest	25.08	75.54
Provision for Audit Fees	10.73	9.78
Provident fund payable	12.29	12.90
ESI Payable	0.34	0.38
Bonus Payable	11.11	14.59
TDS Payable	32.17	38.09
Professional Tax Payable	0.36	0.35
Advance From Customers	1,412.23	1,376.42
Other Expenses Payables	23.71	35.19
Duties and Tax Payable	7.86	2.97
Provision for Income Tax	4.67	4.67
Provision for Royalty Payable	-	-
<b>Total</b>	<b>1,540.54</b>	<b>1,617.37</b>

**Note No 26**

**Current Liabilities - Provisions**

<b>Particulars</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
Organizer Commission Payable	51.61	94.79
Provision for Discounts	309.82	128.36
Provision for Gratuity	21.85	2.97
Provision for Leave Encashment	24.90	19.98
<b>Total</b>	<b>408.18</b>	<b>246.10</b>

(Amount Rs. In Lakhs)

## Note 27

### Revenue from operations

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
Sale of Seeds	7,193.38	6,601.22
Less: BP Discount	1,536.75	1,143.88
<b>Total</b>	<b>5,656.63</b>	<b>5,457.34</b>

## Note 28

### Other Incomes

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
Interest on Fixed Deposits	13.92	17.33
Other Incomes	4.37	135.57
Gain on sale of investments		
<b>Total</b>	<b>18.29</b>	<b>152.90</b>

## Note 29

### Purchases and Direct Expenses

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
Packing Material & Other Purchases	454.20	476.44
Purchase of Seeds	2,565.06	5,080.68
Logistic Expenses	249.50	222.05
Production Expenses	183.91	94.42
<b>Total</b>	<b>3,452.66</b>	<b>5,873.59</b>

## Note 30

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

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
<b>Opening Stock:</b>		
Packing Material	195.31	114.28
Seeds	5,539.79	3,153.50
<b>Sub Total (a)</b>	<b>5,735.11</b>	<b>3,267.78</b>
<b>Closing Stock:</b>		
Packing Material	322.01	195.31
Seeds	4,778.80	5,539.79
<b>Sub Total (b)</b>	<b>5,100.80</b>	<b>5,735.11</b>
<b>Total (a-b)</b>	<b>634.30</b>	<b>(2,467.33)</b>



(Amount Rs. In Lakhs)

**Note 31****Employee Benefit Expenses**

<b>Particulars</b>	<b>Period Ended 31.03.2022</b>	<b>Period Ended 31.03.2021</b>
Salaries, Wages & Bonus	1,156.33	1,132.75
Staff welfare expenses	8.12	2.25
ESI Contribution	3.66	4.46
Provident Fund & PF Admin	80.61	85.34
Insurance	9.79	22.64
Gratuity	14.71	20.15
Leave encashment	22.38	34.42
Other Benefits	-	3.28
<b>Total</b>	<b>1,295.59</b>	<b>1,305.29</b>

**Note 32****Finance cost**

<b>Particulars</b>	<b>Period Ended 31.03.2022</b>	<b>Period Ended 31.03.2021</b>
Interest on Loan	823.08	650.94
Interest Paid to Others	41.37	28.60
Interest on Lease	1.60	-
Loan Processing charges	5.54	16.52
<b>Total</b>	<b>871.58</b>	<b>696.05</b>

**Note 33**

(Amount Rs. In Lakhs)

**Other Expenses**

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
Audit Fee	7.75	7.50
Professional Charges	60.61	26.57
Internet Hosting Charges	4.68	5.46
Telephone Charges	1.02	1.16
Field Assistant Expenses	115.55	57.56
Field Day Expenses	14.75	16.57
Travelling Expenses	272.87	228.15
Internal Audit Fees	6.00	2.80
Sales and Marketing Expenses	67.05	57.83
Conveyance Expenses	3.31	3.47
Books & Periodicals	0.05	0.09
Rent	42.42	40.60
Rates & Taxes	61.52	45.34
Computer Mainatance	4.67	2.54
Printing & Stationery	3.78	1.61
Office Expenses	19.67	14.98
R&D Expenses	325.06	245.06
Postage & Courier	1.27	1.15
Other Expenses	4.44	4.18
Dismantling Charges	6.00	-
Director's Sitting Fee	6.75	7.61
Merger Expenses	5.72	-
Listing Fees	3.54	5.66
<b>Total</b>	<b>1,038.48</b>	<b>775.90</b>

**34.Name of the Related Party and Related Party Relationships:**

Sl No	Name of the Related Party	Nature of Relationship
1	Tierra Seed Science Private Limited	Subsidiary of holding company
2	Tidas Agrotech Private Limited	Joint Venture
3	Vijay Kumar Deekonda	Director
4	Sridevi Dasari	Director
5	Srinivasa Rao Paturi	Director
6	Suryanarayana Simhadri	Director
7	Bandi Mohan Krishna	Director
8	Venkata Krishna Rau Gogineni	Director

**b.Related party transactions for the Year Ended March 31,2022**

Sl No	Name of the Related Party	Nature of Relationship	Particulars	Transactions		Balance Outstanding	
				2021-22	2020-21	2021-22	2020-21
1	Tierra Seed Science Private Limited	Subsidiary of holding company	Sale of products	81.78	343.11	600.01	351.80
			Loans/Advances Given	126.40	-	1,101.90	975.51
2	Tidas Agrotech Private Limited	Joint Venture	Loans/Advances Repaid	47.09	14.20	74.34	27.26
3	Vijay Kumar Deekonda	Whole time Director	Remuneration Paid	13.80	13.80	-	-
4	Sridevi Dasari	Director	Sitting Fees Paid	1.30	1.71	1.17	1.56
5	Srinivasa Rao Paturi	Director	Sitting Fees Paid	0.65	0.11	0.59	0.10
			Rent	1.44	1.44	-	-
6	Suryanarayana Simhadri	Director	Sitting Fees Paid	1.25	0.23	1.13	0.21
7	Bandi Mohan Krishna	Director	Sitting Fees Paid	0.95	0.23	0.86	0.21
8	Venkata Krishna Rau Gogineni	Director	Sitting Fees Paid	1.20	0.23	1.08	0.21

### 35. Earning Per Share

Amount in Lakhs

Particulars	2021-22	2020-21
Profit/(Loss) for the Year	-1,206.09	-466.12
No of Equity shares	251.55	251.55
Weighted average No of shares	251.55	251.55
Basic Earnings Per share( Face Value of Rs 10 each)	-4.79	-1.85
Diluted Earnings Per share-( Face Value of Rs 10 each).	-4.79	-1.85

### 36. Financial Instruments

Amount in Lakhs

Particulars	March 31,2022		March 31,2021	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Investments	1653.01	1,653.01	1709.80	1709.80
Other Financial Assets	1,313.18	1,313.18	1,132.21	1,132.21
Trade Receivables	2,450.13	2,450.13	1,295.54	1,295.54
Cash and cash equivalents	41.37	41.37	129.56	129.56
Bank Balance other than (ii) above	332.93	332.93	320.20	320.20
Other Financial Assets	6.34	6.34	6.54	6.54
<b>Total</b>	<b>5796.96</b>	<b>5796.96</b>	<b>4593.85</b>	<b>4593.85</b>
<b>Financial Liabilities</b>				
long term				
Borrowings	3,194.78	3,194.78	1,783.18	1,783.18
Other Financial Liabilities	63.90	63.90	63.90	63.90
<b>Short Term</b>				
Borrowings	4,935.76	4,935.76	4,151.57	4,151.57
Trade payables	1,884.26	1,884.26	1,886.10	1,886.10
Lease Liabilities	18.41	18.41	-	-
Other financial liabilities	1.63	1.63	85.60	85.60
Other Current Liabilities	1,540.54	1,540.54	1,617.37	1,617.37
<b>Total</b>	<b>11,639.28</b>	<b>11,639.28</b>	<b>9,587.71</b>	<b>9,587.71</b>

### 37.Segment Reporting

The company concluded in that there is only one reportable segment i.e., Production and trading of Agricultural seeds .Hence , the same becomes the reportable segment for the company. Accordingly, the company has only one operating and reportable segment, the disclosure requirements specified in Paragraphs 22 to 30 are not applicable

### 38. Expenditure in Foreign exchange

Amount in Lakhs

Particulars	For the Period Ended March 31,2022	For the Period Ended March 31,2021
Expenditure in Foreign Currency	57.83	16.85
<b>Total</b>	<b>57.83</b>	<b>16.85</b>

### 39. Earnings in Foreign exchange

Particulars	For the Period Ended March 31,2022	For the Period Ended March 31,2021
FOB Value of Exports	Nil	Nil
Interest Earned	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

### 40. Deferred Tax Assets /(Liabilities) (Net)

Particulars	For the Period Ended March 31,2022	For the Period Ended March 31,2021
Deferred tax Asset on account of Property Plant and Equipment	5.05	4.57
Deferred tax asset on Account of Carried forward Losses	600.84	136.51
Deferred tax Liabilities on account of Investments	-24.91	0.00
Mat Credit	46.72	46.72141
Deferred tax Asset	627.70	187.80

### 41. Auditor's Remuneration

Particulars	For the Period Ended March 31,2022	For the Period Ended March 31,2021
Audit Fee	7.00	6.75
Taxation	0.75	0.75
Certification and Other services		
Reimbursement of expenses	7.75	7.50

### 42. Disclosures under the Micro, Small and Medium Enterprises Act, 2006

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2022 s been made in the financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the said Act. In view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the aforesaid Act is not expected to be material.

Particulars	For the Period Ended March 31,2022	For the Period Ended March 31,2021
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	NIL	NIL
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year.	NIL	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	NIL	NIL

### 43. Retirement Benefit Obligations

#### A. Expenses Recognized for Defined Contribution Plan

Particulars	Financial Year Ending 31-03-2022	Financial Year Ending 31-03-2021
Company's contribution to Provident Fund	80.61	85.34
Company's contribution to ESI	3.66	4.46

- 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, 2022 and March 31, 2021, being the respective measurement

## I. Change in Defined Benefit Obligation

## Leave Encashment(Unfunded)

## Gratuity

Particulars	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021
<b>Defined Benefit Obligation at the beginning</b>	<b>30.82</b>	<b>18.94</b>	<b>43.02</b>	<b>44.77</b>
Current Service Cost	14.10	11.01	19.87	20.47
Past Service Cost	-	-	-	-
(Gain) / Loss on settlements	-	-	-	-
Interest Expense	1.53	1.29	2.51	3.05
Benefit Payments from Plan Assets	-	-	-	-
Benefit Payments from Employer	-17.31	-	-13.27	0.00
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	-	-	-	-
Remeasurements - Due to Financial Assumptions	-0.45	-0.08	-0.26	-0.06
Remeasurements - Due to Experience Adjustments	19.90	-0.34	-4.94	-25.21
<b>Defined Benefit Obligation at the end</b>	<b>48.60</b>	<b>30.82</b>	<b>46.95</b>	<b>43.02</b>
<b>Discount Rate</b>	<b>7.33%</b>	<b>6.91%</b>	<b>7.33%</b>	<b>6.91%</b>
<b>Salary Escalation Rate</b>	<b>10.00%</b>	<b>10.00%</b>	<b>10.00%</b>	<b>10.00%</b>

## II. Components of Defined Benefit Cost

## Gratuity Leave Encashment(Unfunded)

Particulars	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021
Current Service Cost	14.10	11.01	19.87	20.47
Past Service Cost	-	-	-	-
(Gain) / Loss on Settlements	-	-	-	-
Reimbursement Service Cost	-	-	-	-
<b>Total Service Cost</b>	<b>14.10</b>	<b>11.01</b>	<b>19.87</b>	<b>20.47</b>
Interest Expense on DBO	1.53	1.29	2.51	3.05
Interest (Income) on Plan Assets	-0.92	-0.85	-	-
Interest (Income) on Reimbursement Rights	-	-	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-	-	-
<b>Total Net Interest Cost</b>	<b>0.61</b>	<b>0.44</b>	<b>2.51</b>	<b>3.05</b>
Reimbursement of Other Long Term Benefits	-	-	-	-
<b>Defined Benefit Cost included in P &amp; L</b>	<b>14.71</b>	<b>11.45</b>		
Remeasurements - Due to Demographic Assumptions	-	-	-	-
Remeasurements - Due to Financial Assumptions	-0.45	-0.08	-0.26	-0.06
Remeasurements - Due to Experience Adjustments	19.90	-0.34	-4.94	-25.21
(Return) on Plan Assets (Excluding Interest Income)	1.34	-0.04	-	-
(Return) on Reimbursement Rights	-	-	-	-
Changes in Asset Ceiling / Onerous Liability	-	-	-	-
<b>Total Remeasurements in OCI</b>	<b>20.79</b>	<b>-0.46</b>	<b>-5.19</b>	<b>-25.27</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>35.50</b>	<b>10.99</b>	<b>17.19</b>	<b>-1.75</b>
<b>Discount Rate</b>	<b>7.33%</b>	<b>6.91%</b>	<b>7.33%</b>	<b>6.91%</b>
<b>Salary Escalation Rate</b>	<b>10.00%</b>	<b>10.00%</b>	<b>10.00%</b>	<b>10.00%</b>



III. Change in Fair Value of Plan Assets

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021
<b>Fair Value of Plan Assets at the beginning</b>	<b>12.79</b>	<b>11.73</b>	-	-
Interest Income	0.92	0.85	-	-
Employer Contributions	1.09	1.50	-	-
Employer Direct Benefit Payments	17.31		13.27	0
Employer Direct Settlement Payments	-	-	-	-
Benefit Payments from Plan Assets	-	-	-	-
Benefit Payments from Employer	-17.31	-	-13.27	0
Settlement Payments from Plan Assets	-	-	-	-
Settlement Payments from Employer	-	-	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-1.33	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-	-	-
Increase / (Decrease) due to Plan combination	-	-	-	-
Remeasurements - Return on Assets (Excluding Interest Income)	-1.34	0.04	-	-
Fair Value of Plan Assets at the end	13.46	12.79	-	-

Weighted Average Asset Allocations at end of current period

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021
<b>Equities</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>
Bonds	0%	0%	0%	0%
Gilts	0%	0%	0%	0%
Insurance Policies	100%	100%	100%	100%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

## IV. Amounts recognized in the Statement of Financial Position

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021
Defined Benefit Obligation	48.60	30.82	46.95	43.02
Fair Value of Plan Assets	13.46	12.79		
Funded Status	35.13	18.03	46.95	43.02
Effect of Asset Ceiling / Onerous Liability	-	-		
Net Defined Benefit Liability / (Asset)	35.13	18.03	46.95	43.02
Of which, Short term Liability	18.82	2.97	24.90	19.98

**V. Net Defined Benefit Liability / (Asset) reconciliation**

**Gratuity Leave Encashment(Unfunded)**

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021
Net Defined Benefit Liability / (Asset) at the beginning	16.70	7.21	43.02	44.77
Defined Benefit Cost included in P & L	14.71	11.45	22.38	23.52
Total Remeasurements included in OCI	20.79	-0.46	-5.19	-25.27
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-	-	-
Amount recognized due to Plan Combinations	-	-	-	-
Employer Contributions	-1.09	-1.50	-	-

VI. Experience Adjustments on Present Value of DBO and Plan Assets

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021
<b>(Gain) / Loss on Plan Liabilities</b>	<b>19.90</b>	<b>-0.34</b>	<b>-4.94</b>	<b>-</b>
% of Opening Plan Liabilities	64.56%	(1.78%)	(11.47%)	(56.30%)
Gain / (Loss) on Plan Assets	-1.34	0.04	-	-
% of Opening Plan Assets	(10.45%)	0.32%	0	0.00%

**VII. Sensitivity Analysis**      **Gratuity**      **Leave Encashment(Unfunded)**

“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:”

<b>Scenario</b>	<b>Percentage Change</b>	<b>DBO</b>	<b>Percentage Change</b>	<b>DBO</b>
Under Base Scenario	0.0%	48.60	0.0%	46.95
Salary Escalation - Up by 1%	2.8%	49.96	2.0%	47.87
Salary Escalation - Down by 1%	-2.7%	47.29	-1.9%	46.04
Withdrawal Rates - Up by 1%	-0.7%	48.24	-0.1%	46.89
Withdrawal Rates - Down by 1%	0.7%	48.96	0.1%	47.00
Discount Rates - Up by 1%	-2.1%	47.57	-1.3%	46.36
Discount Rates - Down by 1%	2.2%	49.69	1.3%	47.56

**“VIII. Bifurcation of Present Value of Obligations  
at the end of the valuation period as per  
Schedule III of the Companies Act, 2013”**

**Gratuity Leave Encashment(Unfunded)**

Particulars	Gratuity		Leave Encashment(Unfunded)	
	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022	Financial Year Ending 31/03/2021
Current Liabilities	18.82	2.97	24.90	19.98
Non- current Liabilities	29.78	27.86	22.05	23.04

44

44.1 Market Risk: Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from change in the price of a financial instrument. The value of a financial instrument may change as a 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.

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 variables held constant, the Company's profit / (Loss) before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

#### **(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.

#### **44.2 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)

44.2a 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 their financial position, 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

**44.2b.** Some of the balances of debtors, loans & advances and current liabilities are in the process of confirmation/ reconciliation.



**44.3 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 45 Ageing of Sundry Debtors**

Trade Receivable ageing schedule:

Particulars	Trade Receivable Outstanding as on 31-03-2022						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	1,612.36	514.05	323.72				2,450.13
(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							-
<b>Total</b>	<b>1,612.36</b>	<b>514.05</b>	<b>323.72</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,450.13</b>

  

Particulars	Trade Receivable Outstanding as on 31-03-2021						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	927.31	141.25	226.98				1,295.54
(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							-
<b>Total</b>	<b>927.31</b>	<b>141.25</b>	<b>226.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,295.54</b>

**Note 46 Ageing of Sundry Creditors**

Trade Payable ageing schedule:

Particulars	Trade Receivable Outstanding as on 31-03-2022						Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years		
(i) MSME	-	61.49					61.49
(ii) Others	-	1,822.47	0.17	0.13	-		1,822.77
(iii) Disputed dues - MSME	-						-
(iv) Disputed dues -Others	-						-
<b>Total</b>	-	<b>1,883.96</b>	<b>0.17</b>	<b>0.13</b>	-		<b>1,884.26</b>

Particulars	Trade Receivable Outstanding as on 31-03-2021						Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years		
(i) MSME	-	55.99					55.99
(ii) Others	-	1,672.79	157.32		-		1,830.11
(iii) Disputed dues - MSME	-						-
(iv) Disputed dues -Others	-						-
<b>Total</b>	-	<b>1,728.78</b>	<b>157.32</b>		-		<b>1,886.10</b>

**Note no 47**  
**Required Ratios as per Division-I of Sch-III**  
**F.Y.2021-22**

S.No	Particulars	Formulae	As on 31 St March 22	As on 31 St March 22	Variance	Note
1	Current Ratio	Current Assets / Current Liabilities	0.94	0.98	-4	Note A
2	Debt-Equity Ratio	Total Debt / Shareholder's Equity	1.72	1.01	71	Note B
3	Debt Service Coverage Ratio	Operating Income (or) EBITDA / Interest+Principal	-0.08	0.02	-621	Note B
4	Return on Equity Ratio	Net profit / Shareholder's Equity	-0.26	-0.07	246	Note C
5	Inventory turnover ratio	Cost of Goods sold / Avg Inventory	0.75	0.76	(0)	
6	Trade Receivables turnover ratio	Net Credit Sales / Avg Receivables	3.02	2.23	35	Note D
7	Trade payables turnover times	Net Credit Purchases / Avg Payables	1.83	2.97	-38	Note E
8	Net capital turnover ratio	Sales / Working Capital	-11.27	-39.21	-71	Note D
9	Net profit ratio	Net Profit / Total Sales	-0.21	-0.08	160	Note F
10	Return on Capital employed	EBIT / (Total Assets- Total Liabilities)	-0.17	0.01	-1306	Note G

Note A: There is an increase in advances received from customers. As a result, there is an increase in Current Liabilities and decrease the current ratio from Previous year

Note B: There is an increase in borrowings. As a result, there is an increase in total debt and the Debt-Equity Ratio has been increased

Note C: There is an increase in loss. As a result, there is an increase in Return on Equity Ratio

Note D: Average collection time is reduced and long pending receivables collected during this year. As a result there is an increase in the Trade Receivable turnover ratio

Note E: There is a decrease in Trade Payable ratio. Due to a significant decrease in amounts of purchases made

Note F: There is a decrease in Net profit Ratio. Due to a significant increase in Finance costs and also in Operating expense

Note G: There is a decrease in Return on Capital Employed. Due to a significant increase in finance costs and also in operating expense

Note:2

Depreciation as per Companies Act, 2013

Block of Assets / Asset Group	Gross Block			Depreciation			Net Block			
	01/04/21	Additions	Sale/Adj.	31/03/22	01/04/21	For the Year	Sale/Adj.	31/03/22	31/03/22	31/03/21
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
<b>COMPUTERS AND DATA PROCESSING UNITS</b>										
COMPUTERS	-	3,38,424	-	3,38,424	-	58,258	-	58,258	2,80,166	
COMPUTERS AND LAPTOPS	29,90,187	-	-	29,90,187	25,53,559	2,17,359	-	27,70,918	2,19,269	
SOFTWARES	13,38,045	-	-	13,38,045	12,57,531	13,611	-	12,71,142	66,903	
<b>Total (Block)</b>	<b>43,28,232</b>	<b>3,38,424</b>	<b>-</b>	<b>46,66,656</b>	<b>38,11,090</b>	<b>2,89,228</b>	<b>-</b>	<b>41,00,318</b>	<b>5,66,338</b>	
<b>ELECTRICAL INSTALLATIONS AND EQUIPMENT</b>										
<b>ELECTRICAL EQUIPMENT</b>										
FURNITURE AND FITTINGS	-	4,17,563	-	4,17,563	-	60,758	-	60,758	3,56,805	
FURNITURE & FIXTURES	-	4,17,563	-	4,17,563	-	60,758	-	60,758	3,56,805	
FURNITURE AND FIXTURES	2,58,316	1,15,31,767	-	1,15,31,767	1,48,791	8,02,673	-	8,02,673	1,07,29,094	
<b>Total (Block)</b>	<b>2,58,316</b>	<b>1,15,31,767</b>	<b>-</b>	<b>1,17,90,083</b>	<b>1,48,791</b>	<b>8,31,029</b>	<b>-</b>	<b>9,79,820</b>	<b>1,08,10,263</b>	
<b>LABORATORY EQUIPMENT</b>										
PLANT AND MACHINERY	-	1,23,105	-	1,23,105	-	28,923	-	28,923	94,182	
	-	1,23,105	-	1,23,105	-	28,923	-	28,923	94,182	
<b>MOTOR VEHICLES</b>										
VEHICLE	-	23,39,915	-	23,39,915	-	46,348	-	46,348	22,93,567	
	-	23,39,915	-	23,39,915	-	46,348	-	46,348	22,93,567	
<b>OFFICE EQUIPMENT</b>										
OFFICE EQUIPMENT	-	6,60,553	-	6,60,553	-	1,20,443	-	1,20,443	5,40,110	
OFFICE EQUIPMENTS	24,37,580	1,30,327	52,000	25,15,907	18,50,929	2,86,183	45,540	20,91,572	4,24,335	
<b>Total (Block)</b>	<b>24,37,580</b>	<b>7,90,880</b>	<b>52,000</b>	<b>31,76,460</b>	<b>18,50,929</b>	<b>4,06,627</b>	<b>45,540</b>	<b>22,12,015</b>	<b>9,64,445</b>	
PLANT AND MACHINERY	82,93,019	-	-	82,93,019	30,17,418	10,31,200	-	39,72,302	43,20,717	
PLANT AND MACHINERY	-	23,600	-	23,600	-	1,914	-	1,914	21,686	
<b>Total (Block)</b>	<b>82,93,019</b>	<b>23,600</b>	<b>-</b>	<b>83,16,619</b>	<b>30,17,418</b>	<b>10,33,114</b>	<b>-</b>	<b>39,74,216</b>	<b>43,42,403</b>	
<b>Total (Block)</b>	<b>1,53,17,147</b>	<b>1,55,65,254</b>	<b>52,000</b>	<b>3,08,30,401</b>	<b>88,28,228</b>	<b>26,96,026</b>	<b>45,540</b>	<b>1,14,02,397</b>	<b>1,94,28,004</b>	
		<b>1,55,13,254</b>								
INTANGIBLE ASSET	3,00,26,357	-	-	3,00,26,357	-	-	-	-	3,00,26,357	
INTANGIBLE ASSET	38,16,14,642	-	38,16,14,642	38,16,14,642	-	-	-	-	38,16,14,642	
INTANGIBLE ASSET	11,45,81,831	-	-	11,45,81,831	11,45,81,831	-	-	-	11,45,81,831	
Goodwill	52,62,22,830	-	-	52,62,22,830	-	-	-	-	52,62,22,830	
Product under Development	1,50,89,836	1,53,03,640	-	3,03,93,476	-	-	-	-	3,03,93,476	
	<b>1,50,89,836</b>	<b>1,53,03,640</b>	<b>-</b>	<b>3,03,93,476</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,03,93,476</b>	
<b>Total</b>	<b>55,66,29,813</b>	<b>3,08,68,894</b>	<b>52,000</b>	<b>58,74,46,707</b>	<b>88,28,228</b>	<b>26,96,026</b>	<b>45,540</b>	<b>1,14,02,397</b>	<b>57,60,44,310</b>	

**Product under development Ageing**

Intangible assets under development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	>3 years	
Project in Progress	1,53,03,640	1,50,89,836			3,03,93,476
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>1,53,03,640</b>	<b>1,50,89,836</b>	<b>-</b>	<b>-</b>	<b>3,03,93,476</b>

**INDEPENDENT AUDITOR'S REPORT**

To

**The Members of Tierra Agrotech Limited**

**Report on the Audit of the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Tierra Agrotech Limited (hereinafter referred to as "the Holding Company") and its subsidiaries, (Holding Company and its subsidiaries together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2022, 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 2022, of its consolidated profit 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.

S.No.	Key Audit Matter	Auditor's Response
1	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 (Wholly owned Subsidiary Company - Transferee Company) with effect from the appointed date i.e., 01.04.2020	<p>Our audit procedures amongst others include the following :</p> <ul style="list-style-type: none"> <li>We have ensured that all terms and conditions laid in the scheme are complied by the company.</li> <li>We tested the completeness of the identified assets and liabilities acquired by comparison to the scheme of arrangement, through discussions with the company.</li> <li>Evaluating the appropriateness of adequate disclosures in accordance with the applicable accounting standards.</li> </ul>

**Information Other than the 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.51,77,385/- as at 31 March 2022 and the total revenue of Rs.75,299/- 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, 2022 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, 2020 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.

B. 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 to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

C. 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) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long- term contracts including derivative contracts;
- iii) There has been no delay in transferring amounts, 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 companies 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 companies 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 companies 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 companies 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 companies incorporated in India and hence the compliance with section 123 of the Act is not applicable.
- 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 subsidiaries, and joint ventures included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, provided to us by the Management of the 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's Registration No.010396S/S200084)

**C V Koteswara Rao**  
Partner  
(Membership No. 028353)  
UDIN: 22028353AJXYEH9182

Place: Hyderabad  
Date: May 30, 2022

**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, 2022, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **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, 2022, 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's Registration No.010396S/S200084)

**C V Koteswara Rao**  
Partner  
(Membership No. 028353)  
UDIN: 22028353AJXYEH9182

Place: Hyderabad  
Date: May 30, 2022

# ANNUAL REPORT 2021-2022

## CONSOLIDATED BALANCE SHEET AS AT 31.03.2022

(Amount In ₹)

Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
<b>Assets</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	91.42	67.74
(b) Intangible assets	2	5,263.18	5,262.65
(c) Product under Development	2	303.93	150.90
(d) Capital working Progress	2	110.00	
(e) Goodwill on Consolidation		3,030.02	3,031.07
(f) Right of Use Asset	2	52.63	-
(g) Financial Assets			
(i) Investments	3	-	59.09
(ii) Other Financial Assets	4	216.78	160.96
(h) Deferred tax Asset (Net)	5	518.83	76.75
<b>Total Non-Current Assets</b>		<b>9,586.80</b>	<b>8,809.17</b>
<b>Current Assets</b>			
(a) Inventories	6	5,111.71	5,747.19
(b) Financial Assets			
i) Trade Receivables	7	1,854.37	770.97
ii) Cash and Cash equivalents	8	51.77	147.71
iii) Bank Balance other than (ii) above	9	332.93	320.20
(c) Other Financial Assets	10	6.34	6.54
(d) Current Tax Assets (net)	12	73.38	71.21
(e) Other current assets	11	345.40	342.07
<b>Total Current Assets</b>		<b>7,775.89</b>	<b>7,405.90</b>
<b>Total Assets</b>		<b>17,362.70</b>	<b>16,215.10</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
a) Share Capital	13	2,515.52	2,515.52
b) Other Equity	14	1,829.60	3,165.37
<b>Total Equity</b>		<b>4,345.11</b>	<b>5,680.88</b>
<b>Liabilities</b>			
<b>Non - current liabilities:</b>			
<b>(a) Financial Liabilities</b>			
i) Borrowings	15	3,194.78	1,706.73
ii) Other Financial Liabilities	16	63.90	63.90
iii) Provisions	17	56.60	56.51
iv) Deferred tax Liabilities (Net)	18	-	-
v) Lease Liabilities	19	37.91	-
vi) Other Non-Current liabilities	20	847.09	600.24
<b>Total Non-Current Liabilities</b>		<b>4,200.28</b>	<b>2,427.37</b>
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
i) Borrowings	21	4,935.76	4,211.57
ii) Trade payables	22	1,895.38	1,895.16
iii) Lease Liabilities	23	18.41	-
iv) Other financial liabilities	24	9.65	220.73
(b) Other Current Liabilities	25	1,545.25	1,651.05
(c) Provisions	26	412.78	128.26
<b>Total Current liabilities</b>		<b>8,817.22</b>	<b>8,106.77</b>
<b>Total Equity and Liabilities</b>		<b>17,362.70</b>	<b>16,215.10</b>
Significant accounting policies	1	-	-

The notes form an integral part of these financial statements 1 to 46

As per our Report of even date

**For Ramasamy Koteswara Roa and Co LLP**

Chartered Accountants

Firm Registration Number :010396S/S200084

**C V Koteswara Rao**

Partner

M No. 028353

Place: Hyderabad

Date : 30.05.2022

**Vijay Kumar Deekonda**  
Whole Time Director & CFO  
DIN :06991267

**Suryanarayana Simhadri**  
Director  
DIN 01951750

**Hari Singh Chauhan**  
Chief Executive Officer

# ANNUAL REPORT 2021-2022

## CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH, 2022

(Amount In ₹)

Particulars	Note No	As at March 31, 2022	As at March 31, 2021
I. Revenue from operations	27	5,660.56	5,684.30
II. Other income	28	18.30	153.15
<b>III. Total Revenue (I + II)</b>		<b>5,678.86</b>	<b>5,837.45</b>
<b>IV. Expenses:</b>			
Purchases and Direct Expenses	29	3,455.02	2,970.47
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	30	635.49	599.03
Employee benefits expense	31	1,425.27	1,473.25
Finance costs	32	871.58	696.05
Depreciation and amortization expense	2	28.45	25.43
Other expenses	33	1,068.97	815.76
		<b>7,484.79</b>	<b>6,580.00</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>-1,805.93</b>	<b>-742.54</b>
VI. Exceptional items		-	-
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>-1,805.93</b>	<b>-742.54</b>
VIII. Share in net profit/(loss) of associate and joint venture		2.30	-17.19
<b>IX. Profit before tax (VII- VIII)</b>		<b>-1,808.23</b>	<b>-759.73</b>
<b>X Tax expense:</b>			
(1) Current tax -MAT Tax Expenses		-	-
(2) Current tax exp		-	-
(2) Deferred tax		-441.96	-132.47
(3) MAT Credit Entitlement		-	-
XI Profit (Loss) for the period from continuing operations (VII-VIII)		-1,366.27	-627.26
XII Profit/(loss) from discontinuing operations			
XIII Tax expense of discontinuing operations			
<b>XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>			
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>-1,366.27</b>	<b>-627.26</b>
XVI Other Comprehensive Income			
(i) Items that will not be reclassified to profit and Loss		-30.64	36.66
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.13	-
(ii) Income relating to items that will be reclassified to profit or loss			-
Total other comprehensive Income		-30.50	36.66
<b>"Total Comprehensive Income for the period (XV+XVI) (Comprising Profit (Loss) and Other Comprehensive Income for the period)"</b>		<b>-1,335.77</b>	<b>-590.60</b>
XVII Earnings per equity share:( of Face Value of Rs.10 Each)			
(1) Basic		-5.43	-2.49
(2) Diluted		-5.43	-2.49

The notes form an integral part of these financial statements 1 to 46

As per our Report of even date

**For Ramasamy Koteswara Roa and Co LLP**

Chartered Accountants

Firm Registration Number :010396S/S200084

**Vijay Kumar Deekonda**  
Whole Time Director & CFO  
DIN :06991267

**Suryanarayana Simhadri**  
Director  
DIN 01951750

**C V Koteswara Rao**

Partner

M No. 028353

Place: Hyderabad

Date : 30.05.2022

**Hari Singh Chauhan**  
Chief Executive Officer



**Note No 14**  
**Statement of Changes in equity**  
 (Amount Rs. In Lakhs)

Particulars	Securities Premium Reserve	Equity Instruments through Other comprehensive Income	Retained Earnings	Total
<b>Balance at 01.04.2020</b>	<b>2,402.58</b>	<b>(7.00)</b>	<b>269.98</b>	<b>2,665.57</b>
<b>Restatements</b>				-
<b>Balance as at 1 April 2021</b>	<b>3,549.25</b>	<b>29.66</b>	<b>(413.55)</b>	<b>3,165.37</b>
Profit for the Year	-	-	(1,366.27)	(1,366.27)
Net change in fair value of FVTPL investments and others	-	43.15	-	43.15
Actuarial gain/(loss) on post-employment benefit obligations, net of tax benefit	-	(12.65)	-	(12.65)
Transfer of OCI to Other Equity	-	(65.45)	65.45	-
<b>Closing Balance as at 31 March 2022</b>	<b>3,549.25</b>	<b>(5.28)</b>	<b>(1,714.37)</b>	<b>1,829.60</b>

Particulars	Number	in Rs.
Balance as on 01.04.2021	2,51,55,165	2,515.52
Changes in equity share capital during the year	-	-
Balance as on 31.03.2022	2,51,55,165	2,515.52



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

(Amount In ₹)

Particulars	As on March 31, 2022	As on March 31, 2021
<b>A. Cash Flows From Operating Activities:</b>		
Net profit before taxation, and extraordinary items	-1,808.23	-742.54
<b>Adjusted for :</b>	-	
Interest Paid	864.45	696.05
Interest Income	-13.92	-
Depreciation	19.97	25.43
Gratuity and Leave encashment Provision	40.31	
<b>Operating profits before working capital changes</b>	<b>-897.42</b>	<b>-21.06</b>
<b>Changes in current assets and liabilities</b>		
Inventories	635.49	599.03
Trade Receivables	-1,083.40	2,827.98
Other Current assets	-18.02	-58.03
Other Non Current Financial assets	-55.82	-78.70
Trade Payables	0.22	-3,505.87
Other Financial Liabilities	-367.87	-228.88
Provisions	284.62	-34.44
Cash generated from operations	-1,502.21	-499.98
Income tax paid	-	-
<b>Cash used(-)/(+)generated from operating activities (a)</b>	<b>-1,502.21</b>	<b>-499.98</b>
<b>B. Cash Flows From Investing Activities:</b>		
Purchase of fixed assets and change in capital wip	-154.67	-153.89
Sale of Fixed Assets	0.46	-
Product Development Expenses	-153.04	-
(Purchase)/Proceeds from Investments	104.95	-
Interest Income	13.92	-
<b>Net cash used in investing activities</b>	<b>-188.38</b>	<b>-153.89</b>
<b>C. Cash Flows From Financing Activities:</b>		
Changes in Share Capital	-	284.32
Non current Financial Asset	-	-
Changes in Long Term Liabilities	246.85	70.79
Borrowings	2,212.24	-13.98
Interest paid	-864.45	-696.05
Securities Premium	-	1,146.67
<b>Net cash generated in financing activities</b>	<b>1,594.64</b>	<b>791.74</b>
<b>D. Net increase / (decrease) in cash and cash equivalents</b>	<b>-95.94</b>	<b>137.87</b>
<b>E. Cash and cash equivalents at the beginning of the year</b>	<b>147.71</b>	<b>9.84</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>51.77</b>	<b>147.71</b>
<b>Reconciliation of cash and cash equivalents</b>		
Balances with banks	51.77	147.71
Cash-in-hand -	-	
Cash and Cash Equivalent as per Cash Flow Statement	51.77	147.71

As per our Report of even date

**For Ramasamy Koteswara Roa and Co LLP**

Chartered Accountants

Firm Registration Number :010396S/S200084

**C V Koteswara Rao**

Partner

M No. 028353

Place: Hyderabad

Date : 30.05.2022

**Vijay Kumar Deekonda**  
Whole Time Director & CFO  
DIN :06991267

**Suryanarayana Simhadri**  
Director  
DIN 01951750

**Hari Singh Chauhan**  
Chief Executive Officer

## 1. NOTES TO 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 2022. "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 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 2022, are approved by the Board of Directors and authorised for issue on 30 May 2022.

### 1 Significant Accounting Policies

#### 1.1 Basis of preparation of financial statements

"The Consolidated 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 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 as at 31 March 2022. 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 recognised 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 recognised 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) Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- b) Derecognises the carrying amount of any non-controlling interests
- c) Derecognises the cumulative translation differences recorded in equity
- d) Recognises the fair value of the consideration received
- e) Recognises the fair value of any investment retained
- f) Recognises any surplus or deficit in profit or loss
- g) Recognise that distribution of shares of subsidiary to Group in Group's capacity as owners
- h) Reclassifies the holding company's share of components previously recognised 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 organised 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 recognised 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 recognised 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 recognised in profit or loss or OCI, as appropriate. ”

Any contingent consideration to be transferred by the acquirer is recognised 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 recognised 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 recognised 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 recognised 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 recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

“A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed 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 recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.”

### **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 : Amortised 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 recognised prospectively.

#### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised 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 polices 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, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Fair values are categorised 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 categorised 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.

### 1.5 "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 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 realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is expected to be realised 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 date.

#### Liabilities

A liability is classified as a current when:

- it is expected to be realised in, or is intended for sale or consumption in, the Company'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 Company does not have an unconditional right to defer settlement of liability for Atleast 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 realisation 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."

### 1.6 Revenue recognition

#### "Sale of goods:

Effective April 1, 2018, the company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The company has adopted Ind AS 115 using the cumulative catchup



method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated i.e. the comparative information continues to be reported under Ind AS 18. The impact of adoption of the standard on the financial statements of the Company is insignificant.

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 recognised 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.

#### **Interest Income:**

Interest Income is recognised 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 capitalised as part of the cost of that asset. Other borrowing costs are recognised 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 recognised 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 derecognised 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 straight-line 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 unamortised 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 company has not provided any amount amortization of intangible assets.

The estimated useful lives of intangible asset is as follows:

Type of Asset	Useful life
Intangible Asset	Indefinite life

### 1.11 Inventories

Inventories comprise of Unprocessed seeds, Processed Seeds, and traded goods. Inventories are valued at the lower of cost or the net realisable 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 is 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 recognised in respect of employees' services upto 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 recognised 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 recognised 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 recognised 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 recognised 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"

**1.14 Taxes on Income**

"Taxes comprises Current Tax, Deferred tax and MAT credit. It is recognised in profit or loss except to the extent that it relates to an item recognised 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 recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.”

#### “Deferred tax

Deferred tax is recognised 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 recognised 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 recognised for deductible temporary differences, the carry forwards of unused tax credits and unused tax losses. Deferred tax assets are recognised 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 recognises 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 realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised 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 recognised 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.”

#### 1.15 “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 are recognised 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 recognises 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 recognises 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 recognised 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 recognises 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 recognises 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 recognised as expense on a straight-line basis over the lease term.”

**1.16 Earning 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 Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost and trade receivables. At each reporting date, the Company assesses whether financial assets carried at amortised 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 reorganisation; 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 amortised 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."

**1.19 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 recognised 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 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.

### 1.21 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 recognised 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 of 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 amortised 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 recognised in statement of profit and loss.

#### Financial liabilities

Financial liabilities are classified as measured at amortised 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 recognised in statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit and loss. Any gain or loss on derecognition is also recognised in statement of profit and loss.

### 1.22 Investment in Subsidiaries

Investment in Subsidiaries is carried at cost

#### De-recognition

The Company derecognises 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 derecognised from the Company'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 Company 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 are recognised as an intangible asset when the Company 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 standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

#### IND AS 103 - Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

#### Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.”

**“Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract**

The amendments specify that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 109 – Annual Improvements to Ind AS (2021)**

The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 116 – Annual Improvements to Ind AS (2021)**

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.”

**Vijay Kumar Deekonda**  
Whole Time Director & CFO  
DIN :06991267

**Suryanarayana Simhadri**  
Director  
DIN 01951750

**Hari Singh Chauhan**  
Chief Executive Officer



Note No. 2

Property, Plant and Equipment and Intangible Assets

Particulars	Gross Amount			Depreciation			Net Amount		
	Opening Balance	Additions	Deletions	Closing Balance	Opening Balance	Sale / Disposal	Closing Balance	As at 31 March 2022	As at 31 March 2021
<b>Property, Plant and Equipment</b>									
Computer and Data processing Units	50.47	2.34	-	52.82	43.45	-	46.91	5.91	7.02
Furniture and Fixtures	2.58	5.32	-	7.90	1.49	-	2.62	5.28	1.10
Office equipments	27.18	11.57	0.52	38.24	20.76	0.46	25.79	12.45	6.42
Plant and machinery	82.93	1.47	-	84.40	30.17	-	39.85	44.54	52.76
Vehicles	-	23.40	-	23.40	-	-	0.42	22.98	-
Assets from subsidiary	126.96	-	-	126.96	126.50	-	126.69	0.27	0.46
<b>Sub Total (i)</b>	<b>290.13</b>	<b>44.10</b>	<b>0.52</b>	<b>333.71</b>	<b>222.38</b>	<b>0.46</b>	<b>242.29</b>	<b>91.42</b>	<b>67.74</b>
Right of use Asset	-	60.72	-	60.72	-	-	8.09	52.63	-
Building (Floors)*	-	60.72	-	60.72	-	-	8.09	52.63	-
<b>Sub Total (i)</b>	<b>-</b>	<b>60.72</b>	<b>-</b>	<b>60.72</b>	<b>-</b>	<b>-</b>	<b>8.09</b>	<b>52.63</b>	<b>-</b>
Company took 1st and 4th floors of a sravana complex , kamalapuri colony lane, next to L V Prasad Hospital, Road no 2, Banjara hills, Hyderabad -500034									
<b>Intangible Assets</b>									
Germ plasm	3,447.35	-	-	3,447.35	-	-	-	3,447.35	3,447.35
Licence Fee	66.32	-	-	66.32	-	-	-	66.32	66.32
Plant Varsity	89.56	-	-	89.56	-	-	-	89.56	89.56
Trademarks	212.91	-	-	212.91	-	-	-	212.91	212.91
Goodwill on merger	1,446.08	-	-	1,446.08	-	-	-	1,446.08	1,446.08
Trade marks from subsidiary	-	1.39	-	1.39	-	-	0.71	0.68	-
<b>Sub Total (ii)</b>	<b>5,262.23</b>	<b>-</b>	<b>-</b>	<b>5,263.62</b>	<b>-</b>	<b>-</b>	<b>0.71</b>	<b>5,263.18</b>	<b>5,262.65</b>
Capital work- in progress	-	110.00	-	110.00	-	-	-	110	-
Furniture	-	110.00	-	110.00	-	-	-	110	-
<b>Sub Total (ii)</b>	<b>-</b>	<b>110.00</b>	<b>-</b>	<b>110.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>110</b>	<b>-</b>
Product under development	150.90	153.04	0	303.93	0	0	0	303.93	150.90
Project in progress									

Ageing schedule for Capital work-in progress

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years more than 3 years	
Furniture	110.00	0	0	110.00



## Note 3

### Financial Assets - Investments

(Amount In ₹)

Particulars	As at 31 March 2022	As at 31 March 2021
<b>a) Investments in Equity Instruments - Unquoted</b>		
Tidas Agrotech Private Limited (Associate) ( No. Shares and FV need to Disclose)	-	2.30
Investment in VAMA Industries	-	-
Investments in Power Mech Projects Ltd Equity Instruments	-	56.79
<b>Total</b>	<b>-</b>	<b>59.09</b>

## Note 4

### Financial Assets- Other Financial Assets

Particulars	As at 31 March 2022	As at 31 March 2021
Security Deposits	43.64	36.81
Unsecured Loans to Related Parties		-
Tidas Agrotech Private Limited	74.34	27.26
Tierra Seed Science Pvt Ltd - Loan A/c	0.00	-
Xylem Seeds Private Limited-New		-
Other Loans and Advances	98.80	96.90
<b>Total</b>	<b>216.78</b>	<b>160.96</b>

## Note 5

### Deferred tax Asset (Net)

Particulars	As at 31 March 2022	As at 31 March 2021
Opening Balance	76.74	55.71
Add: Additions during the year	442.09	21.04
<b>Total</b>	<b>518.83</b>	<b>76.75</b>

## Note 6

### Inventories

Particulars	As at 31 March 2022	As at 31 March 2021
Packing Material	332.91	195.31
Seeds	4,778.80	5,551.88
<b>Total</b>	<b>5,111.71</b>	<b>5,747.19</b>

**Note 7**

(Amount In ₹)

**Trade Receivables**

Particulars	As at 31 March 2022	As at 31 March 2021
Sundry Debtors	1,854.37	770.97
<b>Total</b>	<b>1,854.37</b>	<b>770.97</b>

**Note 8**
**Cash and cash equivalents**

Particulars	As at 31 March 2022	As at 31 March 2021
Balances with banks This includes: In Current Account In Fixed Deposit Accounts	51.77	147.71
<b>Total</b>	<b>51.77</b>	<b>147.71</b>

**Note 9**
**Bank Balance other than (ii) above**

Particulars	As at 31 March 2022	As at 31 March 2021
- Fixed Deposits in Banks	332.93	320.20
<b>Total</b>	<b>332.93</b>	<b>320.2</b>

**Note 10**
**Other Financial Assets**

Particulars	As at 31 March 2022	As at 31 March 2021
Interest Receivable	6.34	6.54
<b>Total</b>	<b>6.34</b>	<b>6.54</b>

**Note 11**
**Other Current Assets**

Particulars	As at 31 March 2022	As at 31 March 2021
Prepaid Expenses	28.40	14.77
Other Advances	164.86	117.01
Advances to Suppliers	152.13	210.29
<b>Total</b>	<b>345.40</b>	<b>342.07</b>

**Note 12**
**Current Tax Assets (Net)**

Particulars	As at 31 March 2022	As at 31 March 2021
TDS and TCS Receivable	26.66	24.48
MAT Credit Entitlement	46.72	46.73
<b>Total</b>	<b>73.38</b>	<b>71.21</b>

## Note 13 Share Capital

Particulars	As at 31st March 2022		As at 31st March 2021	
	Number	Amount (Rs.)	Number	Amount (Rs.)
<b>Authorised</b> 4715 Lakhs Equity Shares of Rs.10/- each	4,71,50,000.00	4,715.00	3,00,00,000.00	3,000.00
<b>Issued, Subscribed &amp; Paid Up</b> 251.56 Lakhs Equity Shares of Rs.10/- each	2,51,55,165.00	2,515.52	2,51,55,165.00	2,515.52
<b>Total</b>	<b>2,51,55,165.00</b>	<b>2,515.52</b>	<b>2,51,55,165.00</b>	<b>2,515.52</b>

### Reconciliation of number of shares outstanding for the period

Particulars	As at 31st March 2022		As at 31st March 2021	
	Number	Amount (Rs.)	Number	Amount (Rs.)
Shares outstanding at the beginning of the year	2,51,55,165.00	2,515.52	2,51,55,165.00	2,515.52
Shares Issued during the year	0.00	0.00	0.00	0.00
Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	2,51,55,165.00	2,515.52	2,51,55,165.00	2,515.52

(Amount In Lakhs)

Balance as on 01.04.2021	Changes in Equity share capital during the Current year	Balance as at 31.03.2022
2,515.52	Nil	2516.52

Balance as on 01.04.2020	Changes in Equity share capital during the Current year	Balance as at 31.03.2021
2,515.52	Nil	2516.52

### Shares held by Promoters at the end of the Year

Promoter Name	No of shares held	% of total shares	% change during the Year
Tierra Agrotech Limited	7.41	50.00%	Nil
Iden Technologies (Spain)	7.41	50.00%	Nil
<b>Total</b>	<b>14.81</b>	<b>100.00%</b>	

## Shares held by Promoters at the end of the Year

Promoter Name	No of shares held	% of total shares	% change during the Year
Surinder Kumar Tikoo	2,25,000	0.89%	Nil
Suresh Atluri	26,52,377	10.54%	Nil
Parthasarathi Bhattacharya	10,00,000	3.98%	Nil
Paturi Srinivasa Rao	5,000	0.02%	Nil
Jayaramaprasad Munnangi	2,00,000	0.80%	Nil
Nalluri Sai Charan	1,00,000	0.40%	Nil
Satish Kumar Tondapu	11,86,901	4.72%	Nil
Sailaja M	14,70,936	5.85%	Nil
Visweswara Rao K	10,000	0.04%	Nil
<b>Total</b>	<b>68,50,214</b>	<b>27.23%</b>	

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

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Suresh Atluri	26,52,377	10.54	26,52,377	10.54
Sailaja	14,70,936	5.85	14,70,936	5.85
Challa Shantha Prasad	17,55,771	6.98	17,55,771	6.98
KRG Polychem Private Limited	18,75,000	7.45	18,75,000	7.45
Adhbutham Business Solutions Private Limited	18,05,000	7.18	18,45,000	7.33
<b>Total</b>	<b>95,59,084</b>	<b>38.00</b>	<b>95,99,084</b>	<b>38.16</b>

**Note 15**

(Amount In ₹)

**Longterm Borrowings**

Particulars	As at 31 March 2022	As at 31 March 2021
<b>a) Loans from Banks &amp; Financial Institutions</b>		
Secured Considered good	15.90	-
<b>b) Loans from NBFC</b>		
Unsecured Considered good	3,178.89	1,706.73
<b>b) Loans from Related Parties</b>		
Unsecured Considered good	-	
<b>Total</b>	<b>3,194.78</b>	<b>1,706.73</b>

Note: Current Maturities of non-current borrowings amount of Rs.4.59 Lakhs have been disclosed under the head short term Borrowings (refer note:20)

**Note 16**
**Other financial liabilities**

Particulars	As at 31 March 2022	As at 31 March 2021
Other Deposits	63.90	63.90
<b>Total</b>	<b>63.90</b>	<b>63.90</b>

**Note 17**
**Non Current Liabilities - Provisions**

Particulars	As at 31 March 2022	As at 31 March 2021
Provision for Gratuity	33.56	32.82
Provision For Leave Encashment	23.04	23.68
<b>Total</b>	<b>56.60</b>	<b>56.51</b>

**Note 18**
**Deferred tax liability**

Particulars	As at 31 March 2022	As at 31 March 2021
Opening Balance	-	-
Add: Additions during the year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 19**
**Lease Liabilities**

Particulars	As at 31 March 2022	As at 31 March 2021
Lease Liabilities	37.91	-
<b>Total</b>	<b>37.91</b>	<b>-</b>

**Note 20**

(Amount In ₹)

**Non Current Financial Liabilities**

Particulars	As at 31 March 2022	As at 31 March 2021
Security Deposit	352.42	343.96
Aditya Birla Finance Ltd	494.67	256.28
<b>Total</b>	<b>847.09</b>	<b>600.24</b>

**Note 22****Trade Payables**

Particulars	As at 31 March 2022	As at 31 March 2021
Outstanding dues to micro enterprises and small enterprises	61.49	55.99
Outstanding dues to creditors other than micro enterprises and small enterprises	1,833.88	1,839.17
<b>Total</b>	<b>1,895.38</b>	<b>1,895.16</b>

**Note 23****Lease Liabilities**

Particulars	As at 31 March 2022	As at 31 March 2021
Current maturities of Lease Liabilities	18.41	-
<b>Total</b>	<b>18.41</b>	<b>-</b>

**Note 24****Other Financial Liabilities**

Particulars	As at 31 March 2022	As at 31 March 2021
Salary Payable	9.65	145.19
Interest Payable	-	75.54
<b>Total</b>	<b>9.65</b>	<b>220.73</b>

## Note 21

### Short-term borrowings

Particulars	As at 31 March 2022	As at 31 March 2021
Loan from Related parties		
Unsecured-Considered good	616.98	
HDFC CC Account-50200044477941	1,448.50	1,493.78
Kotak-7913017644-OD Account	483.52	499.37
Kotak Short Term Loans	1,000.00	1,000.00
Kotak-7945062568-OD	148.16	196.43
HDFC Term Loan(ECLGS Scheme)	133.36	167.00
Kotak Term Loan(ECLGS Scheme)	235.40	295.00
Helcal Tubes & Ducts Pvt Ltd	60.00	60.00
Jyoti Bio Energy Limited	254.36	-
Sai Naren Holdings Private Limited	50.87	-
HDFC Farmer Funding	500.00	500.00
Current Maturities of Long-term Borrowings	4.59	-
<b>Total</b>	<b>4,935.76</b>	<b>4,211.57</b>

## Note 25

### Other Current Liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Employee Claims		
Provision for Interest	25.08	17.78
Provision for Audit Fees	10.73	11.94
Provident fund payable	12.67	13.13
ESI Payable	0.34	0.38
Bonus Payable	11.11	14.59
TDS Payable	34.60	41.95
Professional Tax Payable	0.36	0.35
Advance From Customers	1,412.23	1,509.19
Other Expenses Payables	25.60	33.80
Duties and Tax Payable	7.86	2.97
Provision for Income Tax	4.67	4.97
<b>Total</b>	<b>1,545.25</b>	<b>1,651.05</b>

## Note 26

### Current Liabilities - Provisions

Particulars	As at 31 March 2022	As at 31 March 2021
Organizer Commission Payable	51.61	-
Provision for Discounts	313.24	128.26
Provision for Gratuity	21.85	-
Provision for Leave Encashment	26.08	-
<b>Total</b>	<b>412.78</b>	<b>128.26</b>

## Note 27

### Revenue from operations

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
Sale of Seeds	7,193.38	6,995.06
Less: BP Discount	1,532.82	1,310.76
<b>Total</b>	<b>5,660.56</b>	<b>5,684.30</b>

## Note 28

### Other Incomes

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
Interest on Fixed Deposits	13.92	17.35
Other Incomes	4.38	135.80
<b>Total</b>	<b>18.30</b>	<b>153.15</b>

## Note 29

### Purchases and Direct Expenses

Employee Benefits Expense	Period Ended 31.03.2022	Period Ended 31.03.2021
Packing Material & Other Purchases	456.56	476.44
Purchase of Seeds	2,565.06	2,177.57
Logistic Expenses	249.50	222.05
Production Expenses	183.91	94.42
<b>Total</b>	<b>3,455.02</b>	<b>2,970.47</b>

## Note 30

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

	Period Ended 31.03.2022	Period Ended 31.03.2021
Opening Stock:		
Packing Material	207.40	114.28
Seeds	5,539.79	6,231.95
<b>Sub Total (a)</b>	<b>5,747.19</b>	<b>6,346.22</b>
Closing Stock:		
Packing Material	332.91	195.31
Seeds	4,778.80	5,551.88
<b>Sub Total (b)</b>	<b>5,111.71</b>	<b>5,747.19</b>
<b>Total (a-b)</b>	<b>635.49</b>	<b>599.03</b>



## Note 31

### Employee benefit expenses

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
Salaries, Wages & Bonus	1,282.79	1,295.02
Staff welfare expenses	8.12	5.90
ESI Contribution	3.66	5.90
Provident Fund & PF Admin	80.61	83.90
Insurance	9.79	22.64
Gratuity	17.08	24.14
Leave encashment	23.23	35.75
Other Benefits	-	-
<b>Total</b>	<b>1,425.27</b>	<b>1,473.25</b>

## Note 32

### Finance Cost

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
Interest on Loan	823.08	615.44
Interest Paid to Others	41.37	64.09
Interest on Lease	1.60	
Loan Processing charges	5.54	16.52
<b>Total</b>	<b>871.58</b>	<b>696.05</b>

## Note 33

### Other Expenditures

Particulars	Period Ended 31.03.2022	Period Ended 31.03.2021
Audit Fee	8.75	9.50
Professional Charges	84.45	35.77
Internet Hosting Charges	4.68	-
Telephone Charges	1.61	-
Field Assistant Expenses	115.55	33.98
Field Day Expenses	14.75	-
Travelling Expenses	272.87	237.27
Internal Audit Fees	6.00	1.80
Sales and Marketing Expenses	67.05	97.34
Conveyance Expenses	5.40	-
Books & Periodicals	0.05	-
Rent	42.53	50.06
Rates & Taxes	62.29	45.29
Computer Maintenance	4.67	-
Printing & Stationery	3.78	-
Office Expenses	21.24	46.42
R&D Expenses	325.59	245.06
Postage & Courier	1.27	-
Other Expenses	4.45	-
Dismantling Charges	6.00	-
Director's Sitting Fee	6.75	7.61
Merger Expenses	5.72	-
Listing Fees	3.54	5.66
<b>Total</b>	<b>1,068.97</b>	<b>815.76</b>

### 34.Name of the Related Party and Related Party Relationships:

Sl No	Name of the Related Party	Nature of Relationship
1	Vijay Kumar Deekonda	Director
2	Sridevi Dasari	Director
3	Srinivasa Rao Paturi	Director
4	Suryanarayana Simhadri	Director
5	Bandi Mohan Krishna	Director
6	Venkata Krishna Rau Gogineni	Director

## b.Related party transactions for the Year Ended March 31,2022

Sl No	Name of the Related Party	Nature of Relationship	Particulars	Transactions		Balance Outstanding	
				2021-22	2020-21	2021-22	2020-21
1	Vijay Kumar Deekond	Whole time Director	Remuneration Paid	13.80	13.80	-	-
2	Sridevi Dasari	Director	Sitting Fees Paid	1.30	1.71	1.17	1.56
3	Srinivasa Rao Paturi	Director	Sitting Fees Paid	0.65	0.11	0.59	0.10
			Rent	1.44	1.44	-	-
4	Suryanarayana Simhadri	Director	Sitting Fees Paid	1.25	0.23	1.13	0.21
5	Bandi Mohan Krishna	Director	Sitting Fees Paid	0.95	0.23	0.86	0.21
6	Venkata Krishna Rau Gogineni	Director	Sitting Fees Paid	1.20	0.23	1.08	0.21

## Amount in Lakhs

## 35.Earning Per Share

Particulars	2021-22	2020-21
Profit/(Loss) for the Year	-1,366.27	-627.26
No of Equity shares	251.55	251.55
Weighted average No of shares	251.55	251.55
Basic Earnings Per share( Face Value of Rs 10 each)	-5.43	-2.49
Diluted Earnings Per share-( Face Value of Rs 10 each).	-5.43	-2.49

## 36. Financial Instruments

Amount in Lakhs

Particulars	March 31, 2022		March 31, 2021	
	Fair Value	Carrying Value	Fair Value	Carrying Value
<b>Financial Assets</b>				
Investments	-	-	59.09	59.09
Other Financial Assets	216.78	216.78	160.96	160.96
Trade Receivables	1,854.37	1,854.37	770.97	770.97
Cash and cash equivalents	51.77	51.77	147.71	147.71
Bank Balance other than (ii) above	332.93	332.93	320.20	320.20
Other Financial Assets	6.34	6.34	6.54	6.54
<b>Total</b>	<b>2462.19</b>	<b>2462.19</b>	<b>1465.48</b>	<b>1465.48</b>
<b>Financial Liabilities</b>				
long term				
Borrowings	3,194.78	3,194.78	1,706.73	1,706.73
Other Financial Liabilities	63.90	63.90	63.90	63.90
<b>Short Term</b>				
Borrowings	4,935.76	4,935.76	4,211.57	4,211.57
Trade payables	1,895.38	1,895.38	1,895.16	1,895.16
Lease Liabilities	18.41	18.41	-	-
Other financial liabilities	9.65	9.65	220.73	220.73
Other Current Liabilities	1,545.25	1,545.25	1,651.05	1,651.05
<b>Total</b>	<b>11,663.12</b>	<b>11,663.12</b>	<b>9,749.14</b>	<b>9,749.14</b>

## 37. Segment Reporting

The company concluded in that there is only one reportable segment i.e., Production and trading of Agricultural seeds .Hence , the same becomes the reportable segment for the company. Accordingly, the company has only one operating and reportable segment, the disclosure requirements specified in Paragraphs 22 to 30 are not applicable

### 38. Expenditure in Foreign exchange

Particulars	For the Period Ended 31.03.2022	For the Period Ended 31.03.2021
Expenditure in Foreign Currency	57.83	16.85
<b>Total</b>	<b>57.83</b>	<b>16.85</b>

### 39. Earnings in Foreign exchange

Particulars	For the Period Ended 31.03.2022	For the Period Ended 31.03.2021
FOB Value of Exports	Nil	Nil
Interest Earned	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

### 40. Deferred Tax Assets /(Liabilities) (Net)

Particulars	For the Period Ended 31.03.2022	For the Period Ended 31.03.2021
Deferred tax Asset on account of Property Plant and Equipment	-59.73	-59.76
Deferred tax asset on Account of Carried forward Losses	600.84	136.51
Deferred tax Liabilities on account of Investments	-24.91	0.00
Mat Credit	2.63	-
<b>Deferred tax Asset</b>	<b>518.83</b>	<b>76.75</b>

### 41. Auditor's Remuneration

Particulars	For the Period Ended 31.03.2022	For the Period Ended 31.03.2021
Audit Fee	8.00	8.75
Taxation	0.75	0.75
Certification and Other services		
Reimbursement of expenses	8.75	9.50

**42. Disclosures under the Micro, Small and Medium Enterprises Act, 2006**

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2022 s been made in the financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the said Act. In view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the aforesaid Act is not expected to be material.

Particulars	For the Period Ended March 31,2022	For the Period Ended March 31,2021
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	NIL	NIL
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year.	NIL	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	NIL	NIL

44.1 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 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 variables held constant, the Company's profit / (Loss) before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

**(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.

**44.2 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)

**44.2a 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 their financial position, 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

**44.2b.** Some of the balances of debtors, loans & advances and current liabilities are in the process of confirmation/reconciliation.

**44.3 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 45 Ageing of Sundry Debtors**

Trade Receivable ageing schedule:

Particulars	Trade Receivable Outstanding as on 31-03-2022						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	1,612.36	242.01	-	-	-	-	1,854.37
(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	-	-	-	-	-	-	-
<b>Total</b>	<b>1,612.36</b>	<b>242.01</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,854.37</b>

Particulars	Trade Receivable Outstanding as on 31-03-2021						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	629.72	141.25	-	-	-	-	770.97
(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	-	-	-	-	-	-	-
<b>Total</b>	<b>629.72</b>	<b>141.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>770.97</b>

**Note 46 Ageing of Sundry Creditors**  
**Trade Payable ageing schedule:**

Particulars	Trade Receivable Outstanding as on 31-03-2022					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	61.49				61.49
(ii) Others	-	1,833.59	0.17	0.13	-	1,833.89
(iii) Disputed dues - MSME	-					-
(iv) Disputed dues -Others	-					-
<b>Total</b>	-	<b>1,895.08</b>	<b>0.17</b>	<b>0.13</b>	-	<b>1,895.38</b>

Particulars	Trade Receivable Outstanding as on 31-03-2022					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	55.99				55.99
(ii) Others	-	1,681.85	157.32			1,839.17
(iii) Disputed dues - MSME	-					-
(iv) Disputed dues -Others	-					-
<b>Total</b>	-	<b>1,737.84</b>	<b>157.32</b>	-	-	<b>1,895.16</b>

# ANNUAL

## REPORT 2021-22

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