

Date: 30.05.2023

To,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400001, Maharashtra.

Dear Sir/Madam,

Subject: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulations, 2015.

Scrip Code: 543531

Please find enclosed herewith the Secretarial Compliance Report for the Financial Year ended 31st March, 2023 as per Regulation 24A of SEBI (LODR) Regulations, 2015.

This is for your information and necessary records.

Thanking You,

Regards,
For **Tierra Agrotech Limited**

K. Anagha Devi
Company Secretary
M.No: 70068



**SECRETARIAL COMPLIANCE REPORT OF TIERRA AGROTECH LIMITED FOR THE
FINANCIAL YEAR ENDED 31ST MARCH,2023**

I, have conducted the review of the compliance of the applicable statutory provisions and adherence to good corporate practices by Tierra Agrotech Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 1st Floor, Sravana Complex, Kamalapuri Colony Lane, Next to L.V. Prasad Hospital, Road.No.2, Banjara Hills, Hyderabad, Telangana, 500034,India. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March,2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, N.Vanitha, Practising Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by Tierra Agrotech Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 31st March,2023 ("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – *Not applicable to the listed entity during the audit period*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – *Not applicable to the listed entity during the audit period*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – *Not applicable to the listed entity during the audit period;*

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) The Depositories Act, 1996:

(i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and based on the above examination, I hereby report that, during the Review Period:

1. (a) (***)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

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

						Consolidated Cash Flow Statements. Subsequently the Complete set of Financial Results along with the Cash flow Statements were filed on 08th June,2022		been informed by the Company that the said Non Compliance was occurred inadvertently. Subsequently, the Company filed the Complete set of Financial Statements on 08th June,2022 and paid the prescribed fine levied by the BSE Limited	Limited	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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

		nts) 2015		es	00	March,2021			Financial Year ended 31st March,2021 with a delay of 20 Days due to delay in finalisation of Accounts. Subsequently the Company paid a fine of Rs.1,18,000	ation with payment of fine.
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	NA
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	NA
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the auditreport for such financial year.	NA	NA

2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	NA
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the</p>	NA	NA
	<p>proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by</p>	NA	NA

	ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
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3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	NA
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* The Reporting of Clause 6(A) and 6(B) of the the CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review, period.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/. Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	

3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	Yes	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmedby the listed entity.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documentsand Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	

8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes (Subject to the disclosures reported in this Report)	Refer to Point I (a) above
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	No Additional non-compliance observed for all SEBI regulation/circular/guidance note etc.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

N.Vanitha
Practicing Company Secretary
M.No: A26859
CP.No: 10573
Peer Review No:1890/2022
UDIN: A026859E000426599

Place: Hyderabad

Date: 30.05.2023