



SECRETARIAL COMPLIANCE REPORT

OF

TIERRA AGROTECH LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022

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

- (a) All the documents and records made available to us and the explanation provided by **Tierra Agrotech Limited**, having its registered office at 01st Floor, Sravana Complex, Kamalapuri Colony Lane, Next to L V Hospital, Road No -2, Banjara Hills, Hyderabad – 500032, hereinafter referred to as **“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 certification, for the year ended 31st March, 2022 (“01.04.2021 to 31.03.2022”), in respect of compliance with the provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars and guidelines issued thereunder; and,
 - (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), the 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 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;
- (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) Regulations, 2014;



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- (f) 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) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- **Not applicable to the listed entity during the audit period;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996;
- (j) 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;

and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that, during the Review Period:

The listed entity (formerly Grandeur Products Limited / Transferor Company) has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, **except the following:**

- i. **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.**
 - a. The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder;
 - b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from our examination of those records;
 - c. The following are the actions taken against the listed entity/ its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

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. The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**


Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
Not Applicable				

- j. Since the auditor has already been appointed, the terms of appointment of the auditor have been suitably modified to give effect to clauses 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18 October, 2019.

- k. I further report that during the audit period

- (i) The National Company Law Tribunal Bench at Hyderabad 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 (Transferee) 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.




N. Vanitha
 Practising Company Secretary
 M. No. 26859
 C.P. No.10573
 UDIN:A026859D000437621

Place: Hyderabad
 Date: 30/05/2022