

**TIERRA AGROTECH PRIVATE LIMITED**

CIN: U01119TG2013PTC090004

Regd. Office: Malaxmi Courtyard, Survey No. 157, Khajaguda Village, Golconda Post, Hyderabad – 500008, Telangana, India, Phone: +91-40-6581 7774, Fax: +91-40-3099 5274, Email-Id: suresh@tierraseedscience.com

**NOTICE**

**NOTICE** is hereby given that the 3<sup>rd</sup> Annual General Meeting of M/s. Tierra Agrotech Private Limited will be held on Friday, the 30<sup>th</sup> day of September, 2016 at 11.15 a.m. at the registered office of the Company at Malaxmi Courtyard, Survey No 157, Khajaguda Village, Golconda Post, Hyderabad – 500008, Telangana, India, , to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139(9), 142(1) and other applicable provisions of the Companies Act, 2013, read with rules made thereunder, the appointment of M/s. S S Sravan & Associates, Chartered Accountants (Firm Regd No: 010624S) as Statutory Auditors' of the Company, (which was approved in the 1<sup>st</sup> Annual General Meeting of the Company for a period of 5 years i.e. till the conclusion of 6<sup>th</sup> Annual General Meeting of the Company to be held in 2019), be and is hereby ratified and confirmed till the conclusion of next Annual General Meeting of the Company, at a remuneration as may be decided by the Board of Directors.”

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

Hyderabad  
6<sup>th</sup> September, 2016

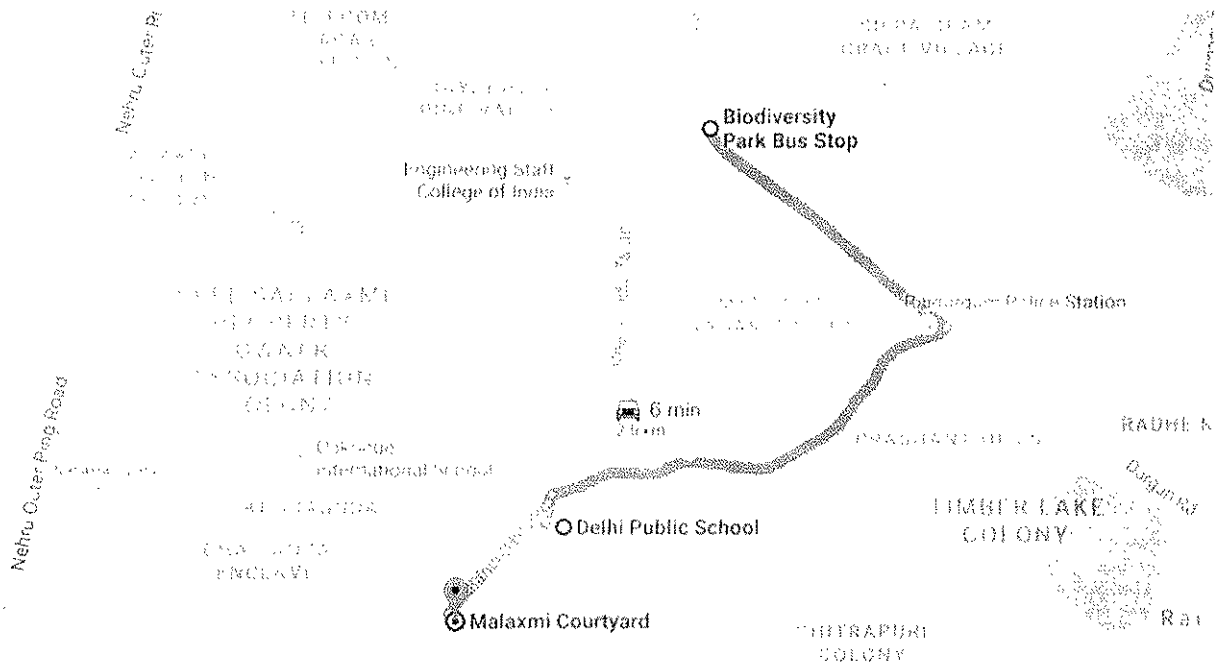


**Suresh Atluri  
Director  
DIN- 05154267**

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy forms to be valid shall be lodged at the Registered Office of the Company not less than 48 hours before the meeting.
2. Proxies submitted on behalf of Body Corporate, Limited Companies, Societies etc. must be supported by appropriate resolution / authority as applicable. Corporate members are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
3. A route map showing directions from a prominent land mark to the AGM venue is forming part of the notice for easy location of the venue.

**ROUTE MAP FOR VENUE OF AGM**



*(From Biodiversity Park, Hitech City to Malaxmi Courtyard)*

**DIRECTORS' REPORT**

To  
The Members of M/s. Tierra Agrotech Private Limited

Your Directors are pleased to present the Second Annual Report and the audited financial statement for the financial year ended March 31, 2016.

**1. Financial Summary:**

(Amount in Rs.)

<b>Particulars</b>	<b>FY 2015-2016</b>	<b>FY 2014-2015</b>
Total Revenue	4,850	25,000
Total Expenses	3,586,255	40,75,926
Profit /(Loss) before Tax	(3,581,405)	40,50,926
Less: Current Tax	-	-
Deferred Tax	709	12,52,446
Profit /(Loss) after Tax	(3,582,114)	(53,03,372)
Add: Balance as per last Balance Sheet	(60,71,267)	(7,67,895)
Less: Transfer to Reserves	-	-
Balance Transferred to Balance Sheet	(9,653,381)	(60,71,267)

**2. Business Operations and Outlook:**

During the financial year Tierra Agrotech has progressed well in all the initiatives in the R&D activities and Technology developments. The notable contributions are pre-commercial testing of various products across India in various agro climate cones. It is advancing 2 hybrids in each crop for commercialization in 2017-18.

**3. Dividend:**

Keeping in mind the Company's financial requirements, no dividend was declared for the current financial year.

**4. 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 there was no dividend declared and paid last year.

**5. Review of business operations and future prospects:**

During the year under review the Company has assessed its business potential and considered various opportunities for arrangement of funds to run the operations effectively.

**6. Material changes (after 31.03.2016 and before the report) affecting the financial position of the Company:**

No material changes and/or commitments affecting the financial position of the Company occurred between the end of the financial year (i.e. 31.03.2016) to which this financial statements relate on the date of this report.

**7. 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 the Company is exposed to.

The Company manages, monitors and reports on the principal risks and uncertainties that can impact the ability to achieve the objectives. This is an ongoing process to track the evaluation of risks and delivery of mitigating action plans.

There is no identification of risks which in the opinion of the Board may threaten the existence of the Company.

**8. Details of policy developed and implemented by the Company on its Corporate Social Responsibility (CSR) initiatives:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**9. Conservation of energy, technology absorption, foreign exchange earnings and outgo:****a. Conservation of Energy:**

Information on Conservation of Energy is not applicable, since the Company does not have any industrial activity.

**b. Technology Absorption:**

Information on Technology Absorption is not applicable, since the Company does not have any industrial activity and has not adopted any Technology

**c. Foreign Exchange Earnings & Outgo:**

During the year under review, the Company does not have any foreign exchange earnings and foreign outgo.

**10. Particulars of loans, guarantees or investments made under Section 186 of the Companies Act, 2013:**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**11. Particulars of contracts or arrangements made with related parties:**

During the year under review, there were no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013. The financial statements for the year ended 31.03.2016 enclosed herewith covers the details of related parties and the transaction entered during the year

However, the following are the details transactions made during the year with related parties:

Particulars of Transaction	With Tierra Seed Science Private Limited (holding company)	
	FY 2015-16	FY 2014-15
Unsecured loan taken or received	Rs.35,92,000/-	Rs. 36,63,406/-
Interest on unsecured loans	Rs. 63,025/-	Rs. 46,772/-

**12. Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors' and the Practicing Company Secretary in their reports:**

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

**13. Company's policy relating to directors appointment, payment of remuneration and discharge of their duties:**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

**14. Extracts of Annual Return:**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in *Annexure -A* and is attached to this Report.

**15. Number of board meetings conducted during the year under review:**

During the year under review, the Board of Directors met Five (5) times.

**16. Directors' Responsibility Statement:**

Your Directors state that:

- a. in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgements 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 31<sup>st</sup> March, 2016 and of the profit of the Company for the year ended on that date;
- c. 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. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f. 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.

**17. Subsidiaries, Joint Ventures and Associate Companies:**

The Company does not have any subsidiary, joint venture or associate company during the year under review.

**18. Deposits:**

The Company has neither accepted nor renewed any deposits during the year under review.

**19. Directors:**

During the year under review there is no change in the Board of Directors of the company.

**20. Declaration of independent directors:**

The provisions of Section 149 for appointment of Independent Directors do not apply to the company.

**21. Adequacy of internal financial controls with reference to financial statements:**

The Company has in place adequate internal financial controls with reference to financial statements.

**22. Statutory auditors:**

M/s. S S Sravan & Associates, Chartered Accountants, Hyderabad (Firm Regd No: 010624S) Statutory Auditors' of the Company, were appointed for a period of 5 years in the 1<sup>st</sup> Annual General Meeting will hold their office till the conclusion of the 6<sup>th</sup> Annual General Meeting to be held in 2019, subject to ratification by the members in every Annual General Meeting. The Notice calling the 3<sup>rd</sup> Annual General Meeting contains the item of ratification of Statutory Auditors' appointment.

**23. Disclosure of composition of Audit Committee and providing vigil mechanism:**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

**24. Share Capital:**

The Authorised and Paid-up Capital of the company is Rs.1,00,000/- (Rupees One Lakh Only) divided into 10,000 (Ten Thousand) equity shares of Rs.10/- each. Subsequent to that, there was no change in the capital structure of the Company.

**25. Details of significant and material orders passed by the Regulators, Courts and Tribunals:**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

**26. Number of complaints relating to sexual harassment in the last financial year and pending, as on the end of the financial year:**

No cases of sexual harassment were reported in the last financial year. Taking a step further, your Company has formed an Internal Complaints Committee where employees can register their complaints against sexual harassment. The Company believes in providing a safe and peaceful work environment, which will benefit the growth of employee as well as the Company.

**27. Acknowledgements:**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**By the order of the Board  
For Tierra Agrotech Private Limited**

Hyderabad  
6<sup>th</sup> September, 2016

  
**Pavan Kumar B**  
Director  
DIN: 03614791

  
**Suresh Atluri**  
Director  
DIN: 05154267





**Annexure – A**

**Form MGT-9**

**EXTRACT OF THE ANNUAL RETURN**

**As on the financial year ended on 31.03.2015**

*(Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company  
(Management & Administration) Rules, 2014)*

**I. Registration & other details:**

(i)	CIN	:	U01119TG2013PTC090004
(ii)	Registration Date	:	13/09/2013
(iii)	Name of the Company	:	<b>Tierra Agrotech Private Limited</b>
(iv)	Category/Sub-category of the Company	:	Private company Limited by shares
(v)	Address of the Registered office & contact details	:	“Malaxmi Courtyard”, Survey No. 157 Khajaguda Village, Golconda Post Hyderabad -500008, Telangana, India Phone: +91-40-6581 7774 Fax: +91-40-3099 5274 E-mail: suresh@tierraseedscience.com
(vi)	Whether listed company	:	No
(vii)	Name, Address & contact details of the Registrar & Transfer Agent, if any.	:	Not Applicable

**II. Principal business activities of the Company:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	-	-	-

**III. Particulars of holding, subsidiary & associate companies:**

The details of holding company are as follows:

Sl. No	Name & Address of the Company	CIN / GLN	Holding / Subsidiary /Associate	% of Shares Held	Applicable Section
1	Tierra Seed Science Private Limited	U01403TG2012PTC 078361	Holding Company	100%	Sec 2(47)

**IV.Shareholding Pattern (Equity Share capital Break up as % to total Equity):**

**(i) Category wise Shareholding:**

Category of Shareholders	No. of Shares held at the beginning of the year*		No. of Shares held at the end of the year*		% change during the year
	No. of Shares	% of Total Shares	Total	% of Total Shares	
<b>A. Promoters</b>					
<b>(1) Indian</b>					
a) Individual/HUF	1	0.01%	1	0.01%	-
b) Central Govt. or State Govt.	-	-	-	-	-
c) Bodies Corporate	9,999	99.99%	10,000	99.99%	-
d) Bank/FI	-	-	-	-	-
e) Any other	-	-	-	-	-
<b>Sub Total:(A) (1)</b>	<b>10,000</b>	<b>100%</b>	<b>10,000</b>	<b>100%</b>	<b>-</b>
<b>(2) Foreign</b>					
a) NRI- Individuals	-	-	-	-	-
b) Other Individuals	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-
d) Banks/FI	-	-	-	-	-
e) Any other...	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>10,000</b>	<b>100%</b>	<b>10,000</b>	<b>100%</b>	<b>-</b>
<b>B. Public Shareholding</b>					
<b>(1) Institutions</b>					
a) Mutual Funds	-	-	-	-	-
b) Banks/FI	-	-	-	-	-
c) Central govt	-	-	-	-	-
d) State Govt.	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-
g) FIIS	-	-	-	-	-

h) Foreign Venture Capital Funds	-	-	-	-	-
i) Others (specify)	-	-	-	-	-
<b>Sub Total (B)(1):</b>	-	-	-	-	-
<b>(2) Non Institutions</b>					
a) Bodies corporates	-	-	-	-	-
b) Individuals					
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	-	-	-	-	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	-	-	-	-
c) Any Other (specify) NRIs	-	-	-	-	-
d) Foreign Bodies Corporate	-	-	-	-	-
<b>Sub Total (B)(2):</b>	-	-	-	-	-
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>10,000</b>	<b>100%</b>	<b>10,000</b>	<b>100%</b>	<b>-</b>

*\*The Company's entire shareholding is held in physical form only.*

**(ii) Shareholding of Promoters:**

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Pavan Kumar Bang	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Mr. Suresh Atluri	1	0.01%	Nil	1	0.01%	Nil	Nil

**(iii) Change in Promoters' Shareholding (Specify if there is no change) :**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No Change			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the end of the year	No Change			

**(iv) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
NIL					

**(v) Shareholding of Directors and Key Managerial Personnel :**

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. B. Pavan Kumar				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
2	Mr. Suresh Atluri				
	At the beginning of the year	1	0.01%	1	0.01%
	At the end of the year	1	0.01%	1	0.01%

**V. Indebtedness:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	43,31,161	-	43,31,161
ii) Interest due but not paid	-	42,095	-	42,095
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	43,73,256	-	43,73,256
Change in Indebtedness during the financial year				
• Addition	-	35,92,000	-	36,63,406
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	79,23,161	-	79,23,161
ii) Interest due but not paid	-	98,817	-	98,817
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	80,21,978	-	80,21,978

**VI. Remuneration of Directors and Key Managerial Personnel:**

**A) Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Not Applicable

**B) Remuneration to other directors:**

Nil

**C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:**

Not Applicable

**VII. Penalties / punishment / compounding of offences:**

Type	Section of the Companies Act	Brief Description	Details of penalty /punishment /compounding fees imposed	Authority [RD /NCLT /COURT]	Appeal made, if any (Give details)
<b>A. Company</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. Other Officers in default</b>					
Penalty			None		
Punishment					
Compounding					

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

Hyderabad  
6<sup>th</sup> September, 2016



**Pavan Kumar B**  
**Director**  
**DIN: 03614791**



**Suresh Atluri**  
**Director**  
**DIN: 05154267**





**INDEPENDENT AUDITOR'S REPORT**

To  
The Members of  
Tierra Agrotech Private Limited  
Hyderabad

**Report on the Financial Statements**

We have audited the accompanying Financial Statements of Tierra Agrotech Private Limited, which comprise the Balance Sheet as at March 31<sup>st</sup>, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements and for Internal Financial Controls over Financial Reporting**

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

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 ('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 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 these Financial Statements based on our audit and to express an opinion on Company's internal financial controls over financial reporting based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and the Guidance Note on Internal Financial Controls over Financial Reporting. 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 the financial statements are free from material misstatement and whether adequate internal financial controls over financial reporting was established, maintained and if such controls operated effectively in all material respects.

*Sravan*





An audit involves performing procedures to obtain audit evidence about the amounts, the disclosures in the financial statements and adequacy of the internal financial controls system over financial reporting and their operative 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting and the financial statements.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial controls 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.

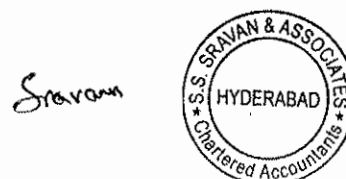
### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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 aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India -

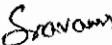
- (a) in the case of the Balance Sheet, of the State of Affairs of the Company as at March 31, 2016;
- (b) in the case of the Profit and Loss Account, of the Profit/(Loss) for the year ended on that date; and
- (c) in the case of Cash Flows, Cash Flow Statement for the year ended on that date;



## Report on Other Legal and Regulatory Requirements

01. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Companies Act, 2013, is not applicable to this Company and hence statement on the matters specified in paragraphs 3 and 4 of the said order is not required.
02. As required by section 143(3) of the Act, 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 appears from our examination of those books;
  - (c) The Company's Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act.
  - (f) In our opinion considering the nature of business, size of operations and organizational structure of the entity, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2016, 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 Internal Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India; and
  - (g) 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, 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 has made adequate provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.; and
    - iii. There is no delay in transferring amounts, if any, required to be transferred, to the Investor Education and Protection Fund by the Company.

for S. S. SRAVAN & ASSOCIATES  
Chartered Accountants  
Firm Registration Number: 0106245

  
Per S S Sraavan  
Proprietor  
Membership No. 213488



Place : Hyderabad  
Date : 06/09/2016

Tierra Agrotech Private Limited  
Hyderabad

Notes forming part of accounts for the period ending 31<sup>st</sup> March 2016

## 1. Corporate Information

Tierra Agrotech Private Limited was incorporated on 13<sup>th</sup> day of September, 2013 in the State of Telangana with the main Objective of carrying on Production and Marketing Hybrid Seeds and Fertilizers.

## 2. Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with the historical cost and going concern convention and on accrual basis in accordance with Generally Accepted Accounting Principles ('GAAP') in India, and in accordance with the Provisions of Companies Act, 2013 and the pronouncements of the Institute of Chartered Accountants of India. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

### 2.1 Summary of Significant Accounting Policies

#### (i) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to carrying amounts of assets and liabilities in future periods.

#### (ii) Retirement Benefits

##### a. Provident Fund and Pension:

The company has not obtained registration under The Employee Provident Funds & Miscellaneous provisions Act, 1952, since the number of employees is below the standard minimum.

##### b. Gratuity:

Gratuity is a defined benefit obligation and is provided on accrual basis based on the Actuarial Valuation carried out by an independent valuer.

#### (iii) Taxes on Income

##### a. Current Tax:

Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period the related revenue and expenses arise. Since, the Company does not have Income taxable under Income Tax Act, 1961 duly considering tax allowances and exemptions and no Provision has been made for the same.

Sravani



**b. Deferred Tax:**

The differences that result between the profit offered for income tax and the profit as per the financial statements are identified, and thereafter a deferred tax asset or liability is recorded for timing differences, namely the differences that originate in one accounting period and get reversed in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantively enacted regulations. Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

**(iv) Earnings Per Share**

Basic Earnings per Share is calculated by dividing the Net Profit / (Loss) for the period attributable to equity shareholders divided by weighted average number of equity shares outstanding during the period.

The Total Earning available to Equity Share holders are considered after deducting all expenses including Prior period expenditure as per Accounting Standard - 5 and also tax expense (Current Tax + Deferred Tax) from total revenue.

**(v) Research and Development Expenditure**

The Company has the policy to expense off expenditure incurred on Research to the Statement of Profit and Loss in compliance with Accounting Standard - 26, Intangible Assets.

The Company has the policy to capitalize expenses incurred on Product Development and amortize over its useful life in compliance with accounting standard - 26, Intangible Asset. However, the company has not incurred any material amounts on Development during the Current Year and hence it has not capitalized any expenditure.

**(vi) Provisions**

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources to settle the obligation and a reliable estimate can be made of the amount of obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

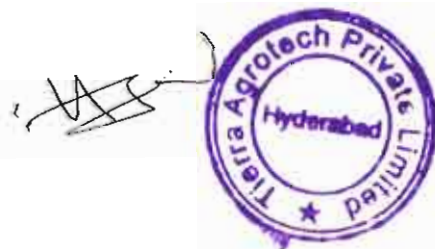
**(vii) Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

A disclosure of a contingent liability is 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 that the likelihood of outflow of resources is remote, no provision or disclosure is made.



*S. Bravan*



**Tierra Agrotech Private Limited**

**Balance Sheet as on March 31, 2016**

Particulars	Note No.	As at	As at
		March 31, 2016	March 31, 2015
		INR	INR
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	3	100,000	100,000
Reserves and surplus	4	(9,653,381)	(6,071,267)
<b>Non-current liabilities</b>			
Long term provisions	5	162,825	119,989
Deferred tax liability (Net)	6	1,250,319	1,249,610
Other Long term liabilities	7	8,021,978	4,331,161
<b>Current liabilities</b>			
Short-term provisions	8	388	403
Other Current Liabilities	9	335,756	425,073
<b>TOTAL</b>		<b>217,885</b>	<b>154,969</b>
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	10	208,836	145,879
Other current assets	11	9,049	9,090
<b>TOTAL</b>		<b>217,885</b>	<b>154,969</b>
<b>Summary of Significant Accounting Policies</b>	<b>2.1</b>		

Notes 1-22 annexed hereto form an integral part of Financial Statements  
In terms of our attached report of even date

for S. S. Sravan & Associates  
Chartered Accountants  
Firm Regn No. 0106245

for and on behalf of the Board of directors of  
Tierra Agrotech Private Limited

S. S. Sravan  
Proprietor  
M. No. 213488



Pavan kumar B  
Director



Suresh Atluri  
Director

Place: Hyderabad  
Date : 06/09/2016

Place: Hyderabad  
Date : 06/09/2016

Place: Hyderabad  
Date : 06/09/2016

**Tierra Agrotech Private Limited**  
**Statement of Profit and Loss for the period ended 31st March, 2016**

Particulars	Note No.	Year Ending 31st March, 2016	Year Ending 31st March, 2015
		INR	INR
<b>Continuing Operations</b>			
<b>Income:</b>			
Revenue from operations			
- Other income		4,850	25,000
<b>Total Revenue (I)</b>		<b>4,850</b>	<b>25,000</b>
<b>Expenses:</b>			
- Employee Benefit Expenses	12	3,046,576	3,637,490
- Finance Charges	13	63,592	47,278
- Other Expenses	14	476,087	391,158
<b>Total expenses (II)</b>		<b>3,586,255</b>	<b>4,075,926</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>(3,581,405)</b>	<b>(4,050,926)</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>(3,581,405)</b>	<b>(4,050,926)</b>
Tax expense:			
- Current tax		-	-
- Deferred tax		709	1,252,446
<b>Profit (Loss) for the period from continuing operations</b>		<b>(3,582,114)</b>	<b>(5,303,372)</b>
Profit/(loss) from Discontinuing operations (Net of Taxes)		-	-
<b>Profit/(Loss) for the period</b>		<b>(3,582,114)</b>	<b>(5,303,372)</b>
Earnings per equity share:			
- Basic		(358.21)	(530.34)
- Diluted		(358.21)	(530.34)

Notes 1-22 annexed hereto form an integral part of Financial Statements  
 In terms of our report of even date

for S.S.Sravan & Associates  
 Chartered Accountants  
 Firm Regn. No. 010624S

*Sravan*  
 S S Sravan  
 Proprietor  
 M.No. 213488



Place: Hyderabad  
 Date : 06/09/2016

for and on behalf of the Board of Directors of  
 Tierra Agrotech Private Limited






*Pavan*  
 Pavan kumar  
 Director

*Suresh*  
 Suresh Atluri  
 Director



Place: Hyderabad  
 Date : 06/09/2016

Place: Hyderabad  
 Date : 06/09/2016

Tierra Agro Tech Private Limited		
Cash Flow Statement for the Year ending 31st March 2016		
Particulars	Year Ending 31st March 2016	Year Ending 31st March 2015
	INR	INR
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/Loss after taxation and extraordinary items	(3,581,405)	(4,050,926)
<b>Non-cash adjustment to reconcile profit before tax to net cash flows</b>		
<b>Adjustment for:</b>		
Interest expense	63,025	46,772
<b>Operating (Loss)/ profit before working capital changes</b>	<b>(3,518,380)</b>	<b>(4,004,154)</b>
<b>Adjustment for Working Capital:</b>		
(Increase) in long-term / short-term provisions	(37,679)	407,671
Decrease / (increase) in other current / non-current assets	41	(6,000)
Cash generated from/(used) in Operating activity	(3,556,018)	(3,602,483)
Direct Taxes Paid (net of refunds if any)	-	-
<b>Net Cash Flow from Operating activity (A)</b>	<b>(3,556,018)</b>	<b>(3,602,483)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITY</b>		
Net Cash generated from/(used) in investing activity (B)	-	-
<b>C. CASH FLOW FROM FINANCING ACTIVITY</b>		
Proceeds from long-term borrowings	3,682,000	3,663,406
Proceeds from issue of shares	-	-
Interest paid	(63,025)	(46,772)
<b>Net Cash From Financing activity (C)</b>	<b>3,618,975</b>	<b>3,616,634</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents (A)+(B)+(C)</b>	<b>62,957</b>	<b>14,151</b>
<b>Reconciliation</b>		
Cash and Cash Equivalents as at the beginning of the period	145,879	131,728
Cash and Cash Equivalents as at the Close of the period	208,836	145,879
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>62,957</b>	<b>14,151</b>
<b>Notes:</b>		
1. Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard - 3 on "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.		
2. Cash & Cash Equivalents comprise Cash in hand and Cash at Bank		
In terms of our report of even date		
for S.S.Sravan & Associates Chartered Accountants Firm Regn. No. 010624S	for and on behalf of the Board of Directors of Tierra Agrotech Private Limited	
 S S Sravan Proprietor M.No. 213488	 Pavan kumar B Director	 Suresh Atluri Director
		
Place: Hyderabad Date : 08/09/2016	Place: Hyderabad Date : 08/09/2016	Place: Hyderabad Date : 08/09/2016

Tierra Agrotech Private Limited  
Hyderabad

Note 3  
Share Capital

Particulars	As at 31 March 2016		As at 31 March 2015	
	Number	Amount (Rs.)	Number	Amount (Rs.)
<u>Authorised</u> Equity Shares of Rs.10/- each	10,000	100,000	10,000	100,000
<u>Issued</u> Equity Shares of Rs.10/- each fully paid	10,000	100,000	10,000	100,000
<u>Subscribed &amp; Paid up</u> Equity Shares of Rs.10/- each fully paid	10,000	100,000	10,000	100,000
<u>Subscribed but not fully Paid up</u> Equity Shares of Rs.10/- each fully paid	-	-	-	-
<b>Total</b>	<b>10,000</b>	<b>100,000</b>	<b>10,000</b>	<b>100,000</b>

Reconciliation of number of shares outstanding for the period

Particulars	March 31, 2016		March 31, 2015	
	Number	INR	Number	INR
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	10,000	100,000	10,000	100,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,000	100,000	10,000	100,000

Details of shares held by holding company, ultimate holding company and their subsidiaries/associates are as below:

Particulars	Nature of Relationship	As at 31 March 2016	Nature of Relationship	As at 31 March 2015
Tierra Seed Science Private Limited	Holding Company	100.00	Holding Company	100.00

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

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Tierra Seed Science Private Limited	10,000	100.00	9,999	99.99
<b>Total</b>	<b>10,000</b>	<b>100.00</b>	<b>9,999</b>	<b>99.99</b>

Note 4

Reservers & Surplus

Particulars	As at 31 March 2016	As at 31 March 2015
	INR	INR
<b>Surplus</b>		
Opening balance	(6,071,267)	(767,895)
(+) Net Profit/(Net Loss) For the current year	(3,582,114)	(5,303,372)
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
<b>Closing Balance</b>	<b>(9,653,381)</b>	<b>(6,071,267)</b>





Tierra Agrotech Private Limited  
Hyderabad

Note 5  
Other Longterm Liabilities

Particulars	As at 31 March 2016	As at 31 March 2015
	INR	INR
Provision for Gratuity	162,825	119,989
<b>Total</b>	<b>162,825</b>	<b>119,989</b>

Note 6  
Deferred tax liability

Particulars	As at 31 March 2016	As at 31 March 2015
	INR	INR
Opening Balance	1,249,610	(2,836)
Add: Additions during the year	709	1,252,446
<b>Total</b>	<b>1,250,319</b>	<b>1,249,610</b>

Note 7  
Other Longterm Liabilities

Particulars	As at 31 March 2016	As at 31 March 2015
	INR	INR
Unsecured Loans from Related Parties Tierra Seed Science Private Limited (Holding Company)	8,021,978	4,331,161
<b>Total</b>	<b>8,021,978</b>	<b>4,331,161</b>

Note 8  
Short-term Provisions

Particulars	As at 31 March 2016	As at 31 March 2015
	INR	INR
Provision for employee benefits Provision for Gratuity	388	403
<b>Total</b>	<b>388</b>	<b>403</b>

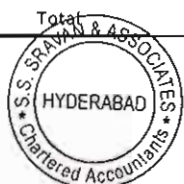
Note 9  
Other Current Liabilities

Particulars	As at 31 March 2016	As at 31 March 2015
	INR	INR
Payable to Employees Salary Payable	210,067	331,673
Others Payables	125,689	93,400
<b>Total</b>	<b>335,756</b>	<b>425,073</b>

Note 10  
Cash and cash equivalents

Particulars	As at 31 March 2016		As at 31 March 2015	
	INR	INR	INR	INR
Balances with banks		208,836		145,879
This includes: in Current Account	208,836		145,879	
<b>Total</b>		<b>208,836</b>		<b>145,879</b>

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Tierra Agrotech Private Limited  
Hyderabad

Note 11

Other Current Asset

Particulars	As at 31 March 2016	As at 31 March 2015
	INR	INR
Other Current Assets		
Cenvat Input	6,590	6,590
Prepaid insurance	2,459	2,500
Total	9,049	9,090

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Tierra Agrotech Private Limited  
Hyderabad

Note 12  
Employee Benefit Expenses

Particulars	Year Ending 31st March, 2016	Year Ending 31st March, 2015
	INR	INR
Salaries, Wages & Bonus	2,963,255	3,458,632
Staff welfare expenses	11,050	3,100
Vehicle reimbursement	21,000	50,000
Insurance	8,450	5,366
Gratuity	42,821	120,392
<b>Total</b>	<b>3,046,576</b>	<b>3,637,490</b>

Note 13  
Finance Charges

Particulars	Year Ending 31st March, 2016	Year Ending 31st March, 2015
	INR	INR
Interest on Loan	63,025	46,772
Interest on Others	567	506
<b>Total</b>	<b>63,592</b>	<b>47,278</b>

Note 14  
Other Expenses

Particulars	Year Ending 31st March, 2016	Year Ending 31st March, 2015
	INR	INR
Audit Fee	34,500	25,000
Bank Charges	228	351
Prior Period Expenses	8,778	-
Legal and Professional Charges	9,775	-
Rates & Taxes	2,800	3,700
Stipend Expenses	420,006	362,107
<b>Total</b>	<b>476,087</b>	<b>391,158</b>



15. Disclosures related to Employee Defined Benefit Plan

A. Net Employee Benefit Expenses (Recognized in Employee Benefits)

	2015-16	2014-15
Current Service Cost	91,338	1,20,392
Interest on Defined Benefit Obligation	16,817	0
Expected Return on Plan Assets	0	0
Net Actuarial Losses recognised in the current period	(65,334)	0
Past Service Cost	0	0
<b>Net Employee Benefit Expenses</b>	<b>42,821</b>	<b>1,20,392</b>

B. Change in the Present Value of the Defined Benefit Obligation

	2015-16	2014-15
Opening Defined Benefit Obligation	1,20,392	0
Current Service Cost	91,338	1,20,392
Interest on Defined Benefit Obligation	16,817	0
Benefits Paid	0	0
Actuarial Losses	(65,334)	0
Past Service Cost	0	0
<b>Net Employee Benefit Expenses</b>	<b>1,63,213</b>	<b>1,20,392</b>

C. Change in Fair Value of Assets

	2015-16	2014-15
Opening Fair Value of Plan Assets	0	0
Expected Return on Plan Assets	0	0
Actuarial Gain or Losses	0	0
Benefits Paid	0	0
<b>Closing Fair Value of Plan Assets</b>	<b>0</b>	<b>0</b>



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Tierra Agrotech Private Limited  
Hyderabad

Notes forming part of accounts for the period ending 31<sup>st</sup> March 2016

D. Details of Provision for Gratuity

	2015-16	2014-15
Present Value of Benefit Obligations	1,63,213	1,20,392
Fair Value of Plan Assets	0	0
<b>Net Liability</b>	<b>1,63,213</b>	<b>1,20,392</b>

E. The Principal Assumptions used in determining Gratuity Obligation for Company's Plan is shown below -

	2015-16	2014-15
Discount Rate	8.00%	7.95%
Expected Rate of Return on Plan Assets (p.a.)	0.00%	0.00%
Salary Escalation Rate (p.a.)	10.00%	10.00%
Attrition Rate	Based on Age	Based on Age

16. The details of the Deferred Tax Asset/(Liability) that is recognized during the Financial year is as follows -

S.No.	Particulars	FY 2015-16	FY 2014-15
1	Preliminary Expenses	(2,294)	(2,294)
2	Carried Forward of Losses	0	(40,50,930)
3	<b>Total of Timing Difference</b>	<b>(2,294)</b>	<b>(40,53,224)</b>
4	Applicable Tax Rate	30.90%	30.90%
5	Deferred Tax Asset on Timing Differences	(709)	(12,52,446)
6	Opening Balance of Deferred Tax Liability	(12,49,610)	2,836
7	<b>Closing Balance of Deferred Tax Asset</b>	<b>(12,50,319)</b>	<b>(12,49,610)</b>



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Tierra Agrotech Private Limited  
Hyderabad

Notes forming part of accounts for the period ending 31<sup>st</sup> March 2016

17. Auditor's Remuneration

Particulars	FY 2015-16	FY 2014-15
Statutory Audit Fee	34,500	28,500
Total	34,500	28,500

18. Related Party Disclosure

(a). List of Related Parties

Name of the Related Parties	Relationship with the Company
Tierra Seed Science Private Limited	Holding Company

(b). Transactions with Related Parties

Particulars	Tierra Seed Science	
	FY 2015-16	FY 2014-15
Unsecured Loan taken or received	35,92,000	36,63,406
Interest on Unsecured Loans	63,025	46,772

(c). Closing Balance in Related Party Accounts

Particulars	Tierra Seed Science	
	FY 2015-16	FY 2014-15
Unsecured Loan	79,23,161	43,31,161
Interest Payable	98,817	42,095
Investment in Equity Shares	1,00,000	99,990



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Tierra Agrotech Private Limited  
Hyderabad

Notes forming part of accounts for the period ending 31<sup>st</sup> March 2016

19. The details of the Earnings Per Share for the Current Financial Period is as follows -

Sl. No.	Particulars	FY 2015-16	FY 2014-15
1	Earnings/(loss) After Tax	(35,82,114)	(53,03,372)
2	Weighted Average Number of Equity Shares	10,000	10,000
3	Nominal Value Per Share	10	10
4	Earnings Per Share (EPS)	(358.21)	(530.34)

20. There are no contingent liabilities as at March 31, 2016 (March 31, 2015: Nil).

21. Trade payables include Rupees NIL due to suppliers covered under the 'Micro, Small and Medium Enterprises Development Act, 2006'. The Company does not carry any outstanding dues for a period of more than 45 days as at the balance sheet date. This is based on the information available with the Company.

22. Previous Year figures have reclassified or regrouped wherever necessary to conform to current year classification and presentation.

All figures are rounded off to the nearest rupee.

Notes form an integral part of Financial Statements  
In terms of our attached report of even date

for S.S. SRAVAN & ASSOCIATES  
Chartered Accountants,  
Firm Regn. No 010624S

S S Sraavan  
Proprietor  
M. No. 213488



Place: Hyderabad

Date : 06/03/2016

for and on behalf of the Board of Directors  
Tierra Agrotech Private Limited

Pavan Kumar B  
Director

Place: Hyderabad

Date : 06/03/2016

Suresh Atluri  
Director

Place: Hyderabad

Date : 06/03/2016

