Independent Auditors' Report

To the Members of Jivagro Limited

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of Jivagro Limited (the 'Company'), which comprise the balance sheet as at March 31, 2020, the statement of profit and loss (including other comprehensive income), cash flow statement and the statement changes in equity for the period from December 12, 2019 to March 31, 2020, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March, 31, 2020, and its loss (including other comprehensive income), its cash flows and the changes in equity for the period ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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 Annual report but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. 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 in the audit or otherwise appears to be materially misstated. When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant Rules issued thereunder.

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 statements 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 Responsibilities 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 skepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies act, 2013, 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 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.

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 the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. 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 it appears from our examination of those books;

    c) The balance sheet, the statement of profit and loss (including other comprehensive income), the cash flows statement and the 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 Indian Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder;

    e) On the basis of the written representations received from the directors as on March 31, 2020 & taken on record by the Board of Directors, none of the directors 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 of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";

    g) In our opinion, and according to the information and explanations given to, the Company has not paid any managerial remuneration during the year ended March 31, 2020. Hence, provisions of section 197 read with Schedule V to the Act are not applicable to the Company and has not commented upon; and

    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, in our opinion and to the best of our information and according to the explanations given to us:

        i. The Company does not have any pending litigations which would impact its financial position;

        ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

        iii. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.

For **S.S. KOTHARI MEHTA & COMPANY**
Chartered Accountants
Firm's Registration No. 000756N

Sd/-
AMIT GOEL
Partner
Membership No. 500607

Place: New Delhi
Date: May 15, 2020
UDIN : 20500607AAAACG6663

Annexure A to the Independent Auditor's Report to the Members of Jivagro Limited dated May 15, 2020

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 ("the Order') issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section.

i. The Company does not have any fixed asset. Hence, provisions of clause 3(i) are not applicable to the Company.

ii. The Company does not have any inventory. Hence, provision of clause 3(ii) of the Order is not applicable to the Company.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provision of clause 3(iii) (a) to (c) of the Order are not applicable to the Company.

iv. According to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable. Hence, provision of clause 3(iv) of the Order is not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Act and the Rules framed there under.

vi. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Section 148 of the Act for the Company's activities. Hence, the provisions of clause 3(vi) of the Order are not applicable to the Company.

vii. a. According to the records of the Company examined by us and the information and explanations given to us, the Company is generally regular in depositing its undisputed statutory dues including Employees' Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income Tax, Goods & Service Tax, Cess and any other material statutory dues, as applicable, with the appropriate authorities during the year and there are no such undisputed amounts payable which have remained outstanding as at March 31, 2020 for a period of more than six months from the date they became payable.

b. We are informed that there are no dues in respect of Income Tax, Customs Duty, Excise Duty Service Tax and Goods and service tax, as applicable, which have not been deposited on account of any dispute.

c. According to the information and explanations given to us and records of the Company examined by us, the Company has not taken loans from financial institutions, banks and Government. The Company does not have any debentures. Accordingly, provision of clauses 3(viii) of the Order are not applicable to the Company.

d. In our opinion, and according to the information and explanations given to us, the Company has not raised any money way of initial public offer / further public offer and term loans hence, reporting under clause (ix) of the Order is not applicable to the Company.

e. In our opinion, and according to the information and explanations given to us, we report that no fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year.

f. In our opinion, and according to the information and explanations given to, the Company has not paid any managerial remuneration. Hence, reporting under clause 3(xi) of the Order are not applicable and hence not commented upon.

g. The Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.

h. In our opinion, and according to the information and explanations given to us during the course of audit, transactions with the related parties are in compliance with section 188 of Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Indian Accounting Standards. The provisions of section 177 of the Act are not applicable to the Company and hence not commented upon.

i. According to the information and explanations given to us and on an overall examination of the books of account, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence not commented upon.

j. In our opinion, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred in section 192 of the Act.

k. 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.

For **S.S. KOTHARI MEHTA & COMPANY**
Chartered Accountants
Firm's Registration No. 000756N

Sd/-
AMIT GOEL
Partner
Membership No. 500607

Place: New Delhi
Date: May 15, 2020
UDIN : 20500607AAAACG6663

Annexure B to the Independent Auditor's Report to the Members of Jivagro Limited dated May 15, 2020

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of Jivagro Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the period ended March 31, 2020 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 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.

Auditors' 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, issued by the Institute of Chartered Accountants of India ('ICAI') and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both 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 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 Company's 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:

a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b) 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

c) 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, 2020, 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 ICAI.

For **S.S. KOTHARI MEHTA & COMPANY**
Chartered Accountants
Firm's Registration No. 000756N

Sd/-
AMIT GOEL
Partner
Membership No. 500607

Place: New Delhi
Date: May 15, 2020
UDIN : 20500607AAAACG6663

Balance Sheet

as at March 31, 2020

(All amount in ₹ million, unless otherwise stated)

	Particulars	Notes No.	AS AT MARCH 31, 2020	
I	**Assets**			
1	**Non current asset**			
a	Deferred tax assets (Net)	B1		0.11
2	**Current Asset**			
a	Financial assets			
(i)	Cash and cash equivalents	B2	2.00	
(ii)	Bank balances other than (i) above	B2	-	2.00
b	Current Tax Assets (Net)	B3		-
	TOTAL			**2.11**
II	**Equity & liabilities**			
1	**Equity**			
a	Equity share capital	B4	2.00	
b	Other equity	B5	(0.21)	1.79
2	**Current liabilities**			
a	Financial liabilities			
(i)	Other financial liabilities	B6	0.32	0.32
b	Provisions			-
c	Current tax liabilities (net)			-
d	Other current liabilities			-
	TOTAL			**2.11**
Significant accounting policies		A3		

The accompanying notes form an integral part of these financial statement.

As per our report of even date

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm Reg. No. 000756N
Sd/-
Amit Goel
Partner
M. No. 500607

Place: Gurugram
Date: 15.05.2020

For and on behalf of the Board of Directors of
Jivagro Limited

Sd/-
Sankar Ramamurthy
Directors
DIN: 02478172

Sd/-
Rajnish Sarna
Director
DIN: 06429468

Statement of Profit & Loss

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

	Particulars	Notes No.	For the period from December 12, 2019 to March 31, 2020
I.	**Revenue from operations**		-
II.	**Other income**		-
III.	**Total Revenue (I+II)**		-
IV.	**Expenses:**		
	Other expenses	B7	0.32
	Total Expenses		**0.32**
V.	**(Loss) before Tax (III-IV)**		**(0.32)**
	Tax expense		
	- Current tax		-
	- Deferred tax charge/(credit)	B8	(0.11)
VI.	**(Loss) for the period**		**(0.21)**
VII.	**Other comprehensive income**		
A	(i) Items that will not be reclassified to profit or loss		-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-
B	(i) Items that will be reclassified to profit or loss		-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-
VIII.	**Total Comprehensive Income (VI+VII)**		**(0.21)**
IX.	**Earnings per Equity Shares**	**B9**	
	1) Basic (in ₹)		(1.06)
	2) Diluted (in ₹)		(1.06)
	Face value per share (in ₹)		**10.00**
	Significant accounting policies	**A3**	
	The accompanying notes form an integral part of these financial statements		

The accompanying notes referred to above formed the integral part of the financial statement

As per our report of even date

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm Reg. No. 000756N
Sd/-
Amit Goel
Partner
M. No. 500607

Place: Gurugram
Date: 15.05.2020

For and on behalf of the Board of Directors of Jivagro Limited

Sd/-
Sankar Ramamurthy
Directors
DIN: 02478172

Sd/-
Rajnish Sarna
Director
DIN: 06429468

Statement of Cash Flows

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

Particulars		For the period from December 12, 2019 to March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax and extraordinary items		(0.32)
Operating Profit before working capital changes		**(0.32)**
Adjustment for :		
Increase/(Decrease) in other current liabilities		-
Increase/(Decrease) in other Financial liabilities		0.32
Cash generated from/ (used in) operations		**0.00**
Direct Taxes paid		-
Net Cash Flow from/ (used in) operating activities	**(A)**	**0.00**
B. CASH FLOW FROM INVESTING ACTIVITIES		
-Fixed Deposits With Bank		-
Net Cash Flow from/ (used in) investing activities	**(B)**	**-**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from Equity Share Capital		2.00
Net Cash Flow from/ (used in) financing activities	**(C)**	**2.00**
INCREASE / (DECREASE) IN CASH OR CASH EQUIVALENTS	**(A+B+C)**	**2.00**
Opening cash or cash equivalents		-
Closing cash or cash equivalents		2.00
Note: Cash and cash equivalents included in the Cash Flow Statement comprise of the following:-		
-Cash on Hand		-
-Balances with Bank in Current account		2.00
Total		**2.00**

As per our report of even date

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm Reg. No. 000756N
Sd/-
Amit Goel
Partner
M. No. 500607

Place: Gurugram
Date: 15.05.2020

For and on behalf of the Board of Directors of Jivagro Limited

Sd/-
Sankar Ramamurthy
Directors
DIN: 02478172

Sd/-
Rajnish Sarna
Director
DIN: 06429468

Statement of Changes in Equity

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

a. Equity share capital

Particulars	Notes No.	As at March 31, 2020	
		No. of Shares	Amount
Balance at the beginning of the reporting period		-	-
Changes in equity share capital during the year	B4	200,000	2.00
Balance at the end of the reporting period		**200,000**	**2.00**

Amount "0" is below rounding off norms

b. Other equity

Particulars	Notes No.	Reserve & Surplace Surplus in profit and loss	Total Equity
Opening balance		-	-
(Loss) for the period	B5	(0.21)	**(0.21)**
Other comprehensive income/(Loss) for the period		-	**-**
Total comprehensive income/(Loss) for the period		(0.21)	**(0.21)**
Balance as at March 31, 2020		**(0.21)**	**(0.21)**

#Company is incorporated on December 12, 2019

As per our report of even date

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm Reg. No. 000756N
Sd/-
Amit Goel
Partner
M. No. 500607

Place: Gurugram
Date: 15.05.2020

For and on behalf of the Board of Directors of Jivagro Limited

Sd/-
Sankar Ramamurthy
Directors
DIN: 02478172

Sd/-
Rajnish Sarna
Director
DIN: 06429468

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

A1 Corporate information

Jivagro Limited (the Company) is a company limited by shares, incorporated in India on December 12, 2019 and has its registered office at Maharastra. The principal activities of the Company are manufacturing and trading of Agri Science Products.

On December 27, 2019, the PI Industries,holding company, acquired entire shareholding comprising of 14,862,903 equity shares of ₹ 10 each of Isagro (Asia) Agrochemicals Private Limited ("Isagro"),fellow subsidiary company, for a consideration of ₹ 4,553 Mn, resulting Isagro becoming wholly owned subsidiary of the Company.

The Isagro business is to be reorganized such that the domestic distribution business undertaken by Isagro will be transferred to Jivagro Limited and rest of the activities will be merged into PI Industries Ltd. This reorganization will be undertaken with effect from the date of acquisition of the Isagro business by PI Industries Ltd viz December 27, 2019 through a scheme of reorganization to be filed before the National Company Law Tribunal.

A2 Basis of preparation

a) Statement of compliance

These are the Company's first financial statements and have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act to the extent applicable.

These financial statements are authorised for issue by the Board of Directors on May 15, 2020.

b) Basis of measurement

The financial statements have been prepared on an accrual basis and under the historical cost convention, except for certain financial assets and liabilities which are measured at fair values.

c) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional and presentation currency. All amounts have been rounded to the nearest miilions (Mn), unless otherwise indicated.

d) Current or Non current classification

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

e) Use of judgements and estimates

The preparation of financial statements is in conformity with Ind AS, which requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent liabilities and contingent assets at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

A3 Significant Accounting Policies

a) Revenue Recognition

i) Sale of goods

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised when the significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably, regardless of when the payment is being made. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade discounts and volume rebates.

ii) Rendering of services

Revenue from sale of services is recognised as per the terms of the contract with customers based on the stage of completion when the outcome of the transactions involving rendering of services can be estimated reliably. Percentage of completion method requires the Company to estimate the services performed to date as a proportion of total services to be performed.

iii) Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition. Interest income is included in other income in the statement of profit and loss.

b) Income tax

Income tax expense comprises current and deferred tax. It is recognised in the statement of profit or loss except to the extent that it relates to items recognised directly in equity or in Other Comprehensive Income.

i) 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. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognised amounts; and
b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii) 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 tax bases used for taxation purposes. Deferred tax is not recognised for temporary differences 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 nor loss.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profits will be available against

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

which deductible temporary differences and tax losses can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at 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.

Deferred tax assets and liabilities are offset only if:

a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

c) Provisions, contingent liabilities and contingent assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognised but are disclosed in notes.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

d) Financial instruments

i) Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

ii) Subsequent measurement

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. Except Trade receivables, the impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

iv) Derecognition

Financial Assets

Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial Liabilities

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

v) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the company has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

e) Fair value measurement

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, regardless of whether that price is directly observable or estimated using other valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair values for measurement and/ or disclosure purposes are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 - This includes financial instruments measured using quoted prices.

Level 2 – The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Inputs other than quoted prices included within 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 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

f) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the company. Refer note B16 for segment information presented.

g) Lease

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 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.

Right-of-use assets -

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred. Right-of-use assets are depreciated on a straight-line basis from the commencement date over the shorter of the lease term and the estimated useful lives of the assets.

Lease liabilities:-

The Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. 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. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

g) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits 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.

h) Cash flow statement

Cash flow statements are prepared in accordance with "Indirect Method" as explained in the Accounting Standard on Statement of Cash Flows (Ind AS - 7). The cash flows from regular revenue generating, financing and investing activity of the Company are segregated.

i) Earning per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted Earning per Share, the net profit or loss for the period attributable to Equity Shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o) New and amended standards

New Standard

Ind AS 116 – Leases : The Company applied Ind AS 116 Leases for the first time. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The effect on adoption of ind AS 116 was insignificant on the financial statements.

Amendment to existing issued Ind AS

i) Appendix C to Ind AS 12, Income Taxes - Uncertainty over Income Tax Treatments

ii) Amendments to Ind AS 19, Employee Benefits - Plan Amendment, Curtailment or Settlement

iii) Amendment to Ind AS 12, Income Taxes

iv) Amendment to Ind AS 23, Borrowing costs

The effect on adoption of above mentioned amendments were insignificant on the financial statements.

p) Standard not yet effective

During the year Ministry of Corporate affairs hasn't issue any standard which has been applicable from April 01, 2020.

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

B1 DEFERRED TAX ASSETS (NET)

Particulars	As at March 31, 2020
Deferred tax assets	
On Accumulated loss	0.11
	0.11

B2 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2020
Cash and cash equivalents	
- Cash on Hand	-
- **Balance with banks**	
- Balances with Scheduled Banks in Current A/c	2.00
	2.00
Other bank balances	
- Fixed Deposits With Bank	-
	-

B3 INCOME TAX ASSETS (NET)

Particulars	As at March 31, 2020
Advance Income Tax (TDS deducted on Bank FDRs) (Net of provision for tax Nil)	-
TOTAL	-

B4 SHARE CAPITAL

Particulars	As at March 31, 2020
SHARE CAPITAL	
Authorised Shares	
10,00,000 Equity Shares of ₹ 10 each	10.00
	10.00
Issued, Subscribed & fully Paid up:	
2,00,000 Equity Shares of ₹ 10 each	2.00
TOTAL	**2.00**

a) Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting period

Particulars	2019-20	
	No. of Shares	₹ in Mns
Issued, Subscribed & fully Paid up:		
Share outstanding at beginning of period	-	-
Shares issued during the period	200,000	2.00
Total	**200,000**	**2.00**

b) Terms/rights attached to equity shares

The Company has only one class of Equity Shares having a par value of ₹ 10 per share. Each holder of Equity Shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholder in the ensuing Annual General meeting (except Interim Dividend). However, the Company has not proposed any dividend in the current year.

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Since incorporation, the Company has not issued any bonus shares nor are there any shares bought back and issued for consideration other than cash.

d) Details of shareholders holding more than 5% shares in the Company.

Particulars	As at March 31, 2020	
	No. of Shares	% Holding
PI Industries Limited and its nominees	200,000	100%

B5 OTHER EQUITY

Particulars	As at March 31, 2020	
Surplus in the statement of profit and loss		
Balance as per last financial statements #	-	
Add: Loss for the period	(0.21)	
Add: Other comprehensive income for the period	-	
		(0.21)
TOTAL		**(0.21)**

The Company was incorporated on December 12, 2019.

B6 OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2020	
Other Payables:		
- Audit Fees Payable	0.04	
- Holding Company (refer note B11)	0.23	
- Others	0.06	0.32
TOTAL		**0.32**

B7 OTHER EXPENSES

Particulars	For the period Ended December 12, 2019 to March 31, 2020	
Auditor remuneration	0.04	
Legal & Professional Fee	0.01	
Rates and Taxes	0.23	
Miscellaneous expenses	0.05	
		0.32
TOTAL		**0.32**

a. Auditor Remuneration

Particulars	For the period Ended December 12, 2019 to March 31, 2020	
Audit Fees	0.04	
		0.04
TOTAL		**0.04**

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

B8 INCOME TAX

a) Income tax recognized in Profit and Loss

Particulars	For the period Ended December 12, 2019 to March 31, 2020	
Current tax expense		
Current tax on profits for the year	-	
Deferred tax expense		
Origination and reversal of temporary differences	(0.11)	
Income tax charged to profit and loss		**(0.11)**

b) Reconciliation of effective tax rate

Particulars	For the period Ended December 12, 2019 to March 31, 2020	
Accounting profit before tax	**(0.32)**	
Tax at India's statutory income tax rate @ 34.94%	(0.11)	
Adjustment in respect of current income tax of previous years	-	
Effect of amounts which are not deductible in calculating taxable income	-	
		(0.11)

B9 EARNING PER SHARE

Particulars	Period Ended March 31, 2020
Net Profit/(Loss) after tax (₹)	(0.21)
Net Profit/(Loss) after tax available for Equity Shareholders (₹)	(0.21)
Weighted average number of Equity Share	
For Basic EPS	200,000
For Diluted EPS	200,000
Nominal Value of shares	10.00
Earning per share (EPS) (Rupees)	
Basic	(1.06)
Diluted	(1.06)

B10 RELATED PARTY DISCLOSURE

Related party disclosure, as required by Ind AS - 24, is as below:

List of Related Parties:-

I. Holding Company of Jivagro Ltd. - PI Industries Ltd.

II. Fellow Subsidiaris

a) PILL Finance & Investment Ltd.

b) PI Japan Co. Ltd.

c) PI Life Science Research Ltd.

d) Isagro (Asia) Agrochemicals Private Limited

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

III. Key Managerial Personnel & their relatives:-

a) Dr. Raman Ramachandran (Director)

b) Mr. Sankar Ramamurthy (Director)

c) Mr. Rajnish Sarna (Director)

The following transactions were carried out with related parties in the ordinary course of business:

Particulars	For the period Ended December 12, 2019 to March 31, 2020
Transactions with PI Industries Limited	
Share application money received and share issued during the period	2.00
Reimbursement of expenses	0.23
Outstanding Balances with PI Industries Limited as at March 31, 2020	
Amount payable	0.23

Terms and conditions of transactions with related parties

The services rendered to and from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. Assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

B11 FINANCIAL INSTRUMENTS

1 Financial instruments – Fair values and risk management

Financial instruments by category

Particulars	As at March 31, 2020		
	FVTPL	FVTOCI	Amortised Cost
Financial assets			
Current			
Cash and cash equivalents	-	-	2.00
Other balances with Banks	-	-	-
	-	**-**	**2.00**
Financial liabilities			
Current			
Trade payables	-	-	-
Other financial liabilities	-	-	0.32
	-	**-**	**0.32**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

The fair value of cash and cash equivalents, other balances with bank, trade payables and current financial liabilities approximate their carrying amount, largely due to the short-term nature of these instruments.

B12 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Risk management framework

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

▪ Credit risk ;

▪ Liquidity risk ; and

`▪ Market risk

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

The Company was incorporated on December 12, 2019 and is in the process of setting up of its operational activities. As at the reporting date, the Management is of the opinion that the Company is not exposed to any substantial credit risk, liquidity risk and market risk. The Company's board of directors has the overall responsibility for the management of these risks.

i. Credit risk

Cash and cash equivalents, deposits with banks:

The Company considers that its cash and cash equivalents and Deposits with banks have low credit risk based on good external credit ratings of counterparties. Impairment on cash and cash equivalents and deposits with banks has been measured on the 12-month expected credit loss basis and reflects the short maturities of the exposures.

Exposure to credit risk:

The gross carrying amount of financial assets, net of impairment losses (if any) recognized represent the maximum credit exposure. The maximum exposure to credit risk as at March 31, 2020 was as follows:

Particulars	Period Ended March 31, 2020
Cash and cash equivalents	2.00
Bank balances other than above	-
	2.00

ii. 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. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

(a) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date.

March 31, 2020	Contractual cash flows					
	Total	3 months or less	3-12 months	1-2 years	2-5 years	More than 5 years
Financial liabilities						
-Others	0.32	0.32	-	-	-	-
Total	**0.32**	**0.32**	**-**	**-**	**-**	**-**

iii. Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

Foreign currency risk

The Company is not exposed to any foreign currency risk as at the reporting date.

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company's investments are primarily in fixed deposits which are short term in nature and do not expose it to interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

	As at March 31, 2020
Fixed-rate instruments	
Financial assets	-
Total	**-**

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Price risk

The Company is not exposed to any price risk as at the reporting date.

B13 CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The primary objective of the Company's Capital management is to maximise shareholder's value. The Company manages its capital and makes adjustment to it in light of the changes in economic and market conditions.

B14 OPERATING SEGMENT

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses and for which discrete financial information is available. The operating segments are based on the company's management and internal reporting structure.

The Company has evaluated its applicability of segment reporting and is of the opinion that it is working entirely in providing Agro chemical product and is being reviewed by CODM on same lines, accordingly the Company has one reportable business segment.

Revenue: The Revenue from operations were ₹ Nil for the period December 12, 2019 to March 31, 2019.

B15 Micro, Small And Medium Enterprises Development Act, 2006

For the period December 12, 2019 to March 31, 2020, the Company has not received any goods and services from an enterprises which qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosures in respect of the amounts payable to such medium and small enterprises at March 31, 2020 (previous year : Nil) has not been made in the financial statements.

B16 Leases

The entity has adopted IND AS 116 Leases from date of incorporation. Currently, There is no lease qualifying for lease accounting during the current financial year.

The Company has lease contract that include extension and termination option. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised

B17 Events Occurring after the Balance Sheet Date :

No adjusting or significant non-adjusting events have occurred between the reporting date and date of authorization of these financial statements.

B18 As per information available with the Management and as certified by them, there is no contingent liability as at March 31, 2020.

B19 As per the information available with the Management and as certified by them, there is no outstanding Capital Commitment as on March 31, 2020.

B20 There are no present obligations requiring provision in accordance with the guiding principles as enunciated in IND AS -37, as it is not probable that an outflow of resources embodying economic benefits will be required.

Notes to Financial Statements

for the period from December 12, 2019 to March 31, 2020

(All amount in ₹ million, unless otherwise stated)

B21 These are company's first financial statements starting from the date of incorporation i.e. from December 12, 2019 to March 31, 2020. Hence, previous year comparatives are not applicable.

B22 The payment of Bonus Act, 1965 , Employees Provident Funds and Miscellaneous Provisions Act, 1952 and Gratuity Act, 1972 is not applicable to the Company has no employee.

B23 The Company has made assessment of impact of COVID 19 related lockdown on carrying value of assets and cash flow as at the balance sheet date and has concluded that there is no material adjustments required in these financial statement. The Company will continue to monitor any material changes to future economic conditions.

As per our report of even date

For **S.S. Kothari Mehta & Company**
Chartered Accountants
Firm Reg. No. 000756N

Sd/-
Amit Goel
Partner
M. No. 500607

Place: Gurugram
Date: 15.05.2020

For and on behalf of the Board of Directors of Jivagro Limited

Sd/-
Sankar Ramamurthy
Directors
DIN: 02478172

Sd/-
Rajnish Sarna
Director
DIN: 06429468