

THE COMPANIES ACT 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
TIERRA AGROTECH LIMITED

(Adopted by a Special Resolution passed by the Members at their Extra Ordinary General Meeting of the Company held on 29th March 2018)

1ST The Name of the Company is TIERRA AGROTECH LIMITED.

2ND The Registered Office of the Company will be situated in the Telangana

3RD The objects for which the Company is established are:

(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -

1. To develop, identify, validate, produce, process, license and in and outsource various agricultural, bio-technology and Nano-technology related technologies within or outside India.
2. To develop, grow, raise, produce, process, manufacture, prepare, refine, extract, hydrolyze, deodorise, grind, bleach, hydrogenate, import, export or otherwise deal in all kinds of Seeds, Hybrid Seeds and fertilizers, herbicides, pesticides, insecticides, fungicides, rodenticides, weedicides, Bio Fertilizers, Bio-pesticides, Bio spares and all necessary farm equipments.
3. To develop, establish, maintain and aid in the development, establishment and maintenance of Seed farms, research laboratories, research farms, seed testing laboratories, technology centres, Cold chains consisting cold storage, storage chambers, ice plants, godowns, warehouses, refrigerators, freezing houses, room coolers, refrigerated containers, processing centres, transporting, marketing centres, green houses, processing and distribution centres, and stores of all kinds of seeds produce or products, and to purchase, buy or otherwise acquire, develop establish, maintain improve, sell or otherwise deal in farms, agricultural lands, urban or rural agricultural property.
4. To provide and arrange for technical consultancy, training, education, to conduct programmes, aid and advice to any person in respect of any matters connected with Seed and other Agricultural Businesses.
5. To aid, assist, promote, establish, improve, develop, administer, undertake, run, own and or produce the pilot scale and commercial scale projects/products, using bio-technology, to offer technical know-how, imparting training on related items of Bio-technology, to undertake all direct and indirect related activities connected with the field of Bio technology.

**Private limited company converted to public limited company pursuant to Clause 10 of the Scheme of Amalgamation between Grandeur Products Limited (Transferor Company) and Tierra Agrotech Private Limited (Transferee Company) and their respective Shareholders and Creditors sanctioned by the Hon'ble National Company Law Tribunal, Hyderabad Bench vide its order dated November 12, 2021.*

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(b) matters which are necessary for furtherance of the objects specified in clause 3(a) are: -

1. To develop, establish, maintain and aid in the development, establishment and maintenance of industries for manufacture of machinery, equipment, implements, tools, accessories, agro chemicals and fertilizers used developing, growing, raising processing, packing of all kinds of other agricultural, forestry, horticultural produce of products.
2. To purchase, import, take or let on hire or lease, repair, alter, improve, deal in land, buildings, machinery, equipment, implements, tools, accessories, used for developing, growing, raising, processing, packaging, of all kinds of seeds and others mentioned under the main objects.
3. To develop, establish and maintain and aid in the development, establishment and maintenance of laboratories, research stations and programmes for the purpose of effecting improvement of foundation stocks of seeds, seed industry, agriculture and forestry products in general.
4. To provide and arrange for the technical training, education, aid and advice to any matters connected with or incidental to main objects of the company.
5. To purchase, take on lease or in exchange or otherwise acquire, sell and or supervise, manage, develop and cultivate farms, agricultural land and urban or rural property which the company may think necessary or convenient for the purpose of its business.
6. To acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintended any electric light or gas works, power plants, telegraph and telephones and any lands, plantations, reservoirs, water works, tanks, bridges, markets, worker houses and bustees, villages, road ways, aqueducts, water courses, dykes, drains, wharves, dye-works, furnaces, crushing works, hydraulic works, mills, workshops, factories, godowns, warehouses, sheds, dwellings, offices, shops, stores, buildings and other works and conveniences which and to contribute to subsidise or otherwise aid by taking part in any such operations for the above said objects.
7. To buy, sell, plant, cultivate, convert, store, trade in import and generally to deal in all plant materials, substances, articles and things capable of being used in any Business which the company is competent to carry on and turn to account, experiment with, render marketable and deal in any of the by-products incidental to or obtained in any of the business carried on by the company.
8. To do any other business whether manufacturing or otherwise that may seem to the company capable of being conveniently or advantageously carried on in connection with or ancillary to the above objects as calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property (real personal)belonging to the company or in which the company may be interested and to all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise and to do all such things as are incidental or conducive to the attainment of the above objects.

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9. To apply for purchase, enter into any contract for or otherwise acquire any Indian or Foreign patent, brevets of invention, monopoly, process, trade mark right exclusive or non-exclusive right calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property right or information so acquired.
10. To enter into partnership or any joint arrangements for sharing of profits, amalgamation, union of interest, reciprocal concession or co-operation with any person partnership or company and to promote and aid in promoting, constituting, forming and organizing companies or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities or transactions capable of being conducted so as directly or indirectly to benefit the company. And also to pay for any properties, rights or privileges acquired by this company either in shares of the company or partly in shares and partly in cash or otherwise and to give shares or stock of this company in exchange for shares or stock of any other company.
11. To enter into, adopt, carryout and give effect to any agreement or arrangement between the company or any Director or member thereof and any government, authority, company (whether incorporated in India or outside India), firm or person in anyway concerning the company or which may seem conducive to the company's objects.
12. To pay out of the company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of the company.
13. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the company carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
14. To purchase or otherwise acquire and undertake all or any part of the business, Property, assets and liabilities and any company, firm or person carrying on any business which the company is authorized to carry on or which may seem conducive to the company's objects.
15. To open bank accounts and to draw, make, accept, negotiate, subject to the Banking Regulation Act, 1949 endorse discount, execute and issue cheques, Promissory notes, bills of exchange, bill of landing, warrants and other Negotiable or transferable instruments.
16. To invest any monies of the company not for the time being required for any of the purposes of the company in such investments as may be thought Proper and to hold, sell or otherwise deal with such investment.
17. To create any depreciation fund, sinking fund, insurance fund or any special or other fund, whether for depreciation or for repairing, improving, replacing, renewing extending or maintaining any of the properties of the company or for any other purpose whatsoever deemed beneficial to the company.
18. Subject to the provisions of Section 58A of the companies Act, 1956 and the direction of Reserve Bank of India to borrow or raise money on such terms and in such manner as the company shall think fit, without security or on the security of land, buildings, bills of exchange, promissory notes, bonds, warranty stocks, shares, debentures and book debts of the company and properties of every description or

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anyone or more of them, provided however that the company shall not do any banking business as designed under the Banking regulation Act, 1949.

19. To sell, improve, alter, manage, develop, exchange, mortgage, let (on lease, royalty or tribute), grant license, easements, options and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares (whether fully or partly paid up) or securities of any other company.
20. To adopt such means of making known the products and activities of the Company as may seem expedient and in particulars by advertising in the press, by circulars, pamphlets, hand bills, posters and cinema slides, by purchase and or exhibition of works of arts or interest, publication of books, periodicals and by granting prizes rewards, and donations and organizations and organizing and participating in exhibitions.
21. To employ, retire, retrench, layoff, suspend, terminate the appointment of or dismiss executives, managers, assistants, clerks, and other employees and to remunerate them at such rates as shall be thought fit.
22. To aid, pecuniary or otherwise any association body or movement having for an object the solution, surmounting of industrial or labour problems or troubles or the promotion of industry and trade.
23. To establish and support or aid in the establishment and support of associations, institutions funds, trusts, and conveniences calculated to benefit person who or having been directors or employees of the company or any company which is subsidiary or associate of the company or the dependants or relatives of such person and to grant them pensions, gratuities, allowances, or other benefits and generally to provide them welfare.
24. To subscribe or contribute to any charitable, benevolent or careful objects of public character, support, of which will in the opinion of the directors tend to increase the repute or popularity of the company amongst its employees or the public.
25. To distribute subject to the provisions of Section 511 of the companies Act, any of the company amongst its members in specie or in kind, in the event of winding up of the company.
26. To institute, conduct and defend all actions and legal proceedings against the company and its officers and to refer any claim or demand by or against the company and its officers to arbitration and to perform or challenge the rewards if necessary.
27. To distribute dividend or bonus among the members of the company, reserve fund and any money received by way of premium on shares issued at a premium by the company and any money received in respect of dividends, and any moneys arising from sale by the company of forfeited shares.
28. To grant pensions or allowances to ex-employees of the company or its predecessors in business or the dependants of such persons and to establish, support, or aid in

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establishment or support of any school and any educational scientific, literary, religious or charitable institutions or societies.

29. To make or receive gifts of any kind, cash or otherwise for any purpose whatsoever.
30. To cause the company to be registered or recognized in India or in any foreign Country or place.
31. To sell and dispose of the whole or in part the company assets, rights, and other properties or any of the company's undertaking.
32. To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
33. To undertake, carryout, promote and sponsor rural development including any Programme for promoting the social and economic welfare of or the uplift of the people in the rural areas and to incur any expenditure on any programme of rural development and to assist execution and promotion there of either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development " shall also include any programme for promoting the social and economic welfare of or the uplift of the people in any rural area which the directors consider it likely to promote and assist rural development and that the words "rural areas " shall include such areas as may be regarded as rural areas under the income tax Act,1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors may at then direction in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair concessional value as the directors may think fit and divest the ownership of any property of the company to or in favour of any public or local body or Authority of Central State Government or any public institutions or trust or fund as approved by the Central government or State government or any other appropriate authority.
34. To undertake carryout, promote and sponsor or assist any activity for the promotion and growth of the National economy and for discharging what the Directors may consider to be the social and moral responsibility of the company to the public or any section of the public as also any activity which the Directors consider like to promote national welfare or social economic or moral uplift of the people or any section of the people and in such manner and by such means as the directors may think fit. Further the Directors may without prejudice to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for publication of any books, literature, newspapers, etc., or for organizing lectures or seminars likely to advance these objects or for giving merit awards scholarship, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institutions fund, trust, etc., having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner. The Directors may at their directions in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional values as they may think fit and vest the ownership of any property of the Company to or in favour of any public or local body or Authority or Central or State Government or any Public institution or Trust or Fund as approved by the Central Government or State Government or any other appropriate authority or Central or State Government or any Public institutions or Trust or Fund as approved by the Central Government or State Government or any other appropriate authority.

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35. To grow take on lease, acquire, develop deal plantations and forests and for process in an aspect, timber, wood, plywood, and all kinds of wood and to make products where in wood is a constituent part and to design, develop, fabricate any products involving the substantial use of wood
36. To carry on business of manufacturers and dealers, importers and exporters of natural and synthetic resins, powders and adhesives.
37. To carry on business as general, commercial, colour craft and process, printers, lithographers, engravers, die makers, publishers of newspapers, books, magazines of art and musical production, plan and art printers, press and advertising agents.
38. To carry on the business of real estates and properties and purchase, sale and promotion of lands or other immovable or movables and sale, development or promotion of satellite, townships, sale or purchase, development and promotion of houses, plots, flats, apartments, factories, green agro estates, beach resorts, guest houses, community halls, and or to deal in allied immovable properties and to promote or develop gardens and parks.

4th The Liability of the Members is Limited.

*5th The Authorized share capital of the Company is Rs. 96,00,00,000/- (Rupees Ninty Six Crores only) divided into 8,85,00,000 (Eight Crores Eighty Five lakhs Only) Equity shares of Rs.10/-each (Rupees Ten only) and 75,00,000 (Seventy Five lakhs only) preference shares of Rs.10/-

For: Tierra Agrotech Limited
By: *[Signature]*
Name: Vijay Kumar Seelamda
Designation: Whole time Director
Date: 06/9/2027

* The authorized share capital of the Company increased from Rs. 80,00,00,000 to Rs. 96,00,00,000/- pursuant to Clause 11.6 of the Scheme of Amalgamation between Tierra Seed Science Private Limited (Transferor Company) and Tierra Agrotech Limited (Transferee Company) and their respective Shareholders and Creditors sanctioned by the Regional Director, South East Region vide its order dated February 11, 2025.

* The authorized share capital of the Company increased from Rs. 47,15,00,000 to Rs. 80,00,00,000 vide Ordinary Resolution passed by the members at their Extra Ordinary General Meeting of the Company held on 02nd May, 2023.

* The authorized share capital of the Company increased from Rs. 7,95,00,000/- to Rs. 47,15,00,000/- pursuant to Clause 8 of the Scheme of Amalgamation between Grandeur Products Limited (Transferor Company) and Tierra Agrotech Private Limited (Transferee Company) and their respective Shareholders and Creditors sanctioned by the Hon'ble National Company Law Tribunal, Hyderabad Bench vide its order dated November 12, 2021.

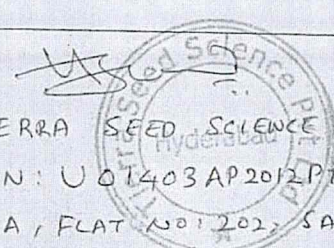
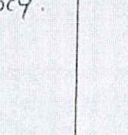
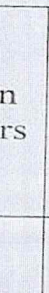
*The authorized share capital of the Company increased from Rs. 3,00,00,000 to Rs. 7,95,00,000 vide NCLT order dated 20th August, 2019.

*The authorized share capital of the Company increased from Rs. 1,00,000 to Rs. 3,00,00,000 vide Ordinary Resolution passed at the Extra Ordinary General Meeting of the Company held on 29th March, 2018.

[Signature]



VI. We the several persons, whose name and addresses are subscribed hereunder, are desirous of being formed in to a company in pursuance of this Memorandum of Association and we respectively, agree to take the number of shares in the capital of the Company as set opposite to our respective names:

Sl. No.	Name & Address, Description and Occupation of Subscribers	Number of Equity Shares taken by each subscriber	Signature, Name, Address, Description and Occupation of the Witness
1.	 TIERRA SEED SCIENCE Pvt Ltd. CIN: U01403AP2012PTC078361 16-A, FLAT NO: 202, SAI SOURABH RESIDENCY, VENGAL ROAD NGAR, HYDERABAD-500038. ANDHRA PRADESH, INDIA.	9,999 (NINE THOUSAND NINE HUNDRED NINETY NINE ONLY)	 SRIDEVI MADATI COMPANY SECRETARY (FCS # R/O L. M. BALAKRISHNA 6476) R/O 20-4/1 GAUTHAMNAGAR WALKATGIRI HYDERABAD - 500 047
2.	 SURESH ATLURI (NOMINEE OF TIERRA SEED SCIENCE Pvt Ltd) S/O ATLURI SIVA RAHARAHMAN 16-A, VENGAL ROAD NAGAR 202, SAI SOURABH RESIDENCY. HYDERABAD - 500 038 - AP. OCCUPATION: BUSINESS. D.O.B: 02-09-1960	1 (ONE)	
	TOTAL NO: OF SUBSCRIBED SHARES	10,000 (TEN THOUSAND ONLY)	

Place: HYDERABAD
Date: 27/08/2013

