

**CERTIFICATE**

**Certificate on accounting treatment proposed in the Composite Scheme of Arrangement and Amalgamation between Tierra Agrotech Limited (Transferee Company) and Nishpra Community Solutions Private Limited (Transferor Company) and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 read with Section 66, Section 61 and other applicable provisions of the Companies Act, 2013, rules and regulations including any statutory modifications or re-enactments made thereunder and amendments thereof:**

To,  
The Board of Directors,  
Tierra Agrotech Limited  
7-1-24/2/D/SF/204, Greendale, Ameerpet,  
Hyderabad, Telangana, India, 500016

We, Ramasamy Koteswara Rao and Co LLP, Chartered Accountants (Firm Registration Number: 010396S/S200084), the Statutory Auditors of Tierra Agrotech Limited (hereinafter referred to as "the Company"), having its Registered Office at 7-1-24/2/D/SF/204, Greendale, Ameerpet, Hyderabad, Telangana, India, 500016. We have examined the proposed accounting treatment specified in Clause 2.8 of Part C "Accounting Treatment" of the Scheme of Arrangement and Amalgamation ("Scheme") is presented under Sections 230 to 232 read with Section 66, Section 61 and other applicable provisions of the Companies Act, 2013, rules and regulations including any statutory modifications or re-enactments made thereunder and amendments thereof for a) Reclassification, Reduction and Sub-Division of the equity share capital of the Transferee Company in the manner as provided in this Scheme; and b) Amalgamation of Nishpra Community Solutions Private Limited ("Transferor Company") into and with Tierra Agrotech Limited ("Transferee Company") and their respective shareholders and creditors (hereinafter referred as 'the Draft Scheme'), with reference to its compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and circulars issued thereunder and the Companies (Indian Accounting Standards) Rules, 2015, notified under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India, as applicable.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and Regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We, carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

As the Transferee Company is engaged in the business of dealing in all kinds of seeds, it operates in an agricultural sector that inherently requires a longer gestation period for sustainable growth. The seed industry is research-intensive and demands continuous investment in research and development activities, including product development, field trials, and quality enhancement, before commercial viability can be achieved.

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Consequently, the Company has accumulated losses over the past few years. As the business is still in a growing phase, it requires adequate time to scale operations, commercialize research outcomes, and achieve operational break-even.

In order to have an efficient Capital Structure, it is proposed to adjust the aforesaid accumulated Losses against the Paid-up share Capital of the Company and Securities Premium. The proposed reduction of equity share capital would not have any impact on the shareholding pattern of the Transferee Company except on account of amalgamation of the Transferor Company with the Transferee Company.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued thereunder and the applicable accounting standards prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This certificate is issued at the request of the Company pursuant to the proviso to clause (j) of sub-section (3) of section 232 of the Companies Act, 2013 and in compliance with the requirements of circulars issued under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for onward submission to Bombay Stock Exchange (BSE Limited). This certificate should not be used for any purpose other than stated above without our prior written consent."

We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes –(Revised) issued by the Institute of Chartered Accountants of India.



For Ramasamy Koteswara Rao and Co LLP  
Chartered Accountants  
F.R No 010396S/S200084

*M. Krishna Reddy*

Murali Krishna Reddy Telluri  
Partner  
M.No 223022

UDIN: 86223022 ODSWY28412

Place: Hyderabad  
Date :12.01.2026



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**Certificate on accounting treatment proposed in the Composite Scheme of Arrangement and Amalgamation between Tierra Agrotech Limited (Transferee Company) and Nishpra Community Solutions Private Limited (Transferor Company) and their respective shareholders and creditors("Scheme") under Sections 230 to 232 read with Section 66 , Section 61 and other applicable provisions of the Companies Act, 2013, rules and regulations including any statutory modifications or re-enactments made thereunder and amendments thereof:**

To,  
The Board of Directors,  
Nishpra Community Solutions Private Limited  
Khasra No 2667 2668 Saraiwala Rasta  
Near Pipal Ka Ped Ashok Vihar Phase-III,  
Gurgaon, Haryana, India, 122001

We, Lovely Sapra & Associates, Chartered Accountants (Firm Registration Number: 0029245C) the Statutory Auditors of Nishpra Community Solutions Private Limited (hereinafter referred to as "the Company"), having its Registered Office at Khasra No 2667 2668 Saraiwala Rasta, Near Pipal Ka Ped Ashok Vihar Phase-III, Gurgaon, Haryana, India, 122001. We have examined the proposed accounting treatment specified in Clause 2.8 of Part C "Accounting Treatment" of the Scheme of Arrangement and Amalgamation ("Scheme") is presented under Sections 230 to 232 read with Section 66 , Section 61 and other applicable provisions of the Companies Act, 2013, rules and regulations including any statutory modifications or re-enactments made thereunder and amendments thereof for a) Reclassification , Reduction and Sub-Division of the equity share capital of the Transferee Company in the manner as provided in this Scheme; and b) Amalgamation of Nishpra Community Solutions Private Limited ("NCSPL / Transferor Company") into and with Tierra Agrotech Limited ("TAL/Transferee Company") and their respective shareholders and creditors (hereinafter referred as 'the Draft Scheme'), with reference to its compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and circulars issued thereunder and the Companies (Indian Accounting Standards) Rules, 2015, notified under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India, as applicable.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and Regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We, carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards Prescribed under section 133 of the Companies Act, 2013 and read with Rule 7 of Companies (Accounts) Rules, 2014, (as amended).

This Certificate is issued at the request of the Company pursuant to the requirements of proviso to Clause (j) of Sub section (3) of section 232 of the Companies Act, 2013. and pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes –(Revised) issued by the Institute of Chartered Accountants of India.

**For LOVELY SAPRA & ASSOCIATES**  
**(Chartered Accountants)**  
**FRN: 0029245C**



**Lovely Sapra**  
(Proprietor)  
Membership No. : 450346  
UDIN: **26450346TGTONU6979**  
Place: Delhi  
Date: 12/01/2026