

Date: 12<sup>th</sup> January, 2026

To  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir/Madam,

**Sub.: Outcome of Board Meeting - Reg.**

**Scrip Code: 543531 – Tierra Agrotech Limited**

We wish to inform you that the Board of Directors ("Board") of Tierra Agrotech Limited ('the Company') at its meeting held today, i.e. on Monday, 12<sup>th</sup> January, 2026 has, inter-alia, considered and approved the following matters:

1. Approved the un-audited standalone Financial Results for the third quarter and nine months ended 31<sup>st</sup> December, 2025 as recommended by the Audit Committee and reviewed by the Statutory Auditors (enclosed as ***Annexure-A***)
2. Approved the un-audited consolidated Financial Results for the third quarter and nine months ended 31<sup>st</sup> December, 2025 as recommended by the Audit Committee and reviewed by the Statutory Auditors (enclosed as ***Annexure-A***)
3. Approved the Composite Scheme of Arrangement and Amalgamation which includes
  - i. Amalgamation between Nishpra Community Solutions Private Limited (Transferor company) and Tierra Agrotech Limited (the Transferee Company) and their respective shareholders and creditors ('the Scheme').

The additional information required to be disclosed under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024, is enclosed as ***Annexure-D***

- ii. Reclassification of Authorised Capital of the Company **from** Rs.96,00,00,000 comprising of Rs.88,50,00,000 divided into 8,85,00,000 equity shares of Rs.10 each and Rs.7,50,00,000 divided into 75,00,000 preference shares of Rs.10 each **to** Rs.96,00,00,000 comprising of 9,60,00,000 equity shares of Rs.10 each
  - iii. Reduction of Capital of the Company due to accumulated business losses from Rs.10 per equity share to Rs.4 per equity share of the Paid-up Capital of the company



The detailed disclosure as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 is enclosed as *Annexure-B*.

- iv. Sub-division/ split of each equity share of the Company having a face value of Rs.4 (Rupees Four only) each/-(Post reduction of Capital), fully paid-up, into 2 (Two) equity shares having a face value of Rs.2/- (Rupee Two only) each, fully paid-up,

The detailed disclosure as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 is enclosed as *Annexure-C*.

The equity shares of the Transferee Company are listed on BSE Limited and the Transferor Company is an unlisted private limited.

The Scheme is subject to necessary statutory and regulatory approvals including the approval of Hon'ble National Company Law Tribunal. The Company will file the Draft Composite Scheme of Arrangement and Amalgamation with the Stock Exchange according to the provisions of Regulation 37 of the SEBI Listing Regulations

The Board Meeting commenced at 05.00 P.M and concluded at 06.15 P.M

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations.

This is for your information and necessary records.

Thanking You,

**For Tierra Agrotech Limited**

**K. Anagha Devi**  
**Company Secretary & Compliance Officer**  
**M. No: A70068**



(All amounts in INR Lakhs, except share data and where otherwise stated)

Annualised

Place: Hyderabad



**Independent Auditor's Review Report on Unaudited Standalone Financial Results of Tierra Agrotech Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) for the Quarter and Nine Months ended December 31, 2025**

**Review Report to  
To the Board of Directors of  
Tierra Agrotech Limited**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of Tierra Agrotech Limited ("the Company"), for the quarter and nine months ended December 31, 2025 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and is in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.





**5. Other Matter**

The comparative financial information of the Company for the quarter and Nine Months ended December 31, 2025, included in these standalone financial results has been restated to give effect to the adjustments arising from the amalgamation between the Company and its wholly owned subsidiary Tierra Seed Science Private Limited (TSSPL) as fully described in the Note no 4 to the accompanying standalone financial results.  
Our conclusion is not modified in respect of above matters.

**For Ramasamy Koteswara Rao and Co LLP**  
Chartered Accountants  
ICAI Firm Registration No. 010396S/S200084



Place: Hyderabad  
Date: 12-01-2026

A handwritten signature in blue ink, appearing to read "M. Telluri".

**Murali Krishna Reddy Telluri**  
Partner  
Membership No. 223022

UDIN: **26223022ENHWXV6870**

**Statement of UnAudited Consolidated Financial Results for the Quarter and Nine Months ended December 31, 2025**

*(All amounts in INR Lakhs, except share data and where otherwise stated)*

|           | Particulars   | Quarter Ended         |                    |                   | Nine Months Ended |                   | Year ended        |
|-----------|---|-----------------------|--------------------|-------------------|-------------------|-------------------|-------------------|
|           |   | December 31, 2025     | September 30, 2025 | December 31, 2024 | December 31, 2025 | December 31, 2024 | March 31, 2025    |
|           |   | Unaudited             | Unaudited          | Unaudited         | Unaudited         | Unaudited         | Audited           |
| <b>1</b>  | <b>Income:</b>  |                       |                    |                   |                   |                   |                   |
|           | Revenue from Operations (net)   | 1,472.73              | 1,016.09           | 478.83            | 7,680.22          | 6,077.27          | 6,563.32          |
|           | Other Income  | 20.49                 | 26.59              | 11.86             | 71.28             | 81.94             | 98.40             |
|           | <b>Total income</b>   | <b>1,493.23</b>       | <b>1,042.68</b>    | <b>490.69</b>     | <b>7,751.50</b>   | <b>6,159.21</b>   | <b>6,661.72</b>   |
| <b>2</b>  | <b>Expenses:</b>  |                       |                    |                   |                   |                   |                   |
|           | (a) Purchases and Direct Expenses   | 1,623.33              | 316.86             | 584.27            | 3,914.46          | 2,342.58          | 7,468.43          |
|           | (b) Changes in inventories of Finished Goods, Work in Progress and Stock In trade | -116.25               | 391.88             | -11.34            | 1,942.78          | 2,338.68          | (2,353.45)        |
|           | (c) Employee benefits expense   | 366.46                | 302.25             | 379.95            | 1,016.61          | 1,178.54          | 1,503.22          |
|           | (d) Finance costs   | 47.94                 | 45.39              | 0.42              | 118.39            | 7.68              | 8.01              |
|           | (e) Depreciation and amortisation expense   | 24.96                 | 25.42              | 33.95             | 75.05             | 108.01            | 141.26            |
|           | (f) Other expenses  | 328.40                | 411.31             | 354.54            | 1,170.31          | 1,099.98          | 1,474.97          |
|           | <b>Total expenses</b>   | <b>2,274.84</b>       | <b>1,493.11</b>    | <b>1,341.78</b>   | <b>8,237.60</b>   | <b>7,075.47</b>   | <b>8,242.43</b>   |
| <b>3</b>  | <b>Profit before tax (1-2)</b>  | <b>(781.61)</b>       | <b>(450.43)</b>    | <b>(851.10)</b>   | <b>(486.10)</b>   | <b>(916.26)</b>   | <b>(1,580.71)</b> |
|           | Share in net profit / (Loss) of Joint Venture                                     | -                     | -                  | -                 | -                 | -                 | -                 |
|           | Share in net profit / (Loss) of Associate   | -                     | -                  | -                 | -                 | -                 | -                 |
| <b>3</b>  | <b>Profit before tax (1-2)</b>  | <b>(781.61)</b>       | <b>(450.43)</b>    | <b>(851.10)</b>   | <b>(486.10)</b>   | <b>(916.26)</b>   | <b>(1,580.71)</b> |
| <b>4</b>  | <b>Tax Expense</b>  |                       |                    |                   |                   |                   |                   |
|           | - Current tax   | -                     | -                  | -                 | -                 | -                 | -                 |
|           | - Deferred Tax  | -212.16               | (108.28)           | (224.69)          | (114.68)          | (259.84)          | (422.47)          |
| <b>5</b>  | <b>Profit / (Loss) for the period (3-4)</b>                                       | <b>(569.45)</b>       | <b>(342.15)</b>    | <b>(626.41)</b>   | <b>(371.42)</b>   | <b>(656.42)</b>   | <b>(1,158.24)</b> |
| <b>6</b>  | <b>Other Comprehensive Income</b>   |                       |                    |                   |                   |                   |                   |
|           | (A) (i) Items that will not be reclassified to profit or loss                     | -                     | -                  | -                 | -                 | -                 | (34.13)           |
|           | (ii) Income tax relating to items that will not be reclassified to profit or loss | -                     | -                  | -                 | -                 | -                 | 8.87              |
|           | (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     | -                     | -                  | -                 | -                 | -                 | -                 |
|           | <b>Total Other Comprehensive income net of taxes</b>                              | <b>-</b>              | <b>-</b>           | <b>-</b>          | <b>-</b>          | <b>-</b>          | <b>(25.26)</b>    |
| <b>7</b>  | <b>Total Comprehensive Income (5+6)</b>   | <b>(569.45)</b>       | <b>(342.15)</b>    | <b>(626.41)</b>   | <b>(371.42)</b>   | <b>(656.42)</b>   | <b>(1,183.50)</b> |
| <b>8</b>  | <b>Paid up Equity share capital (Face Value ₹10/-each)</b>                        | <b>6,559.37</b>       | <b>6,559.37</b>    | <b>6,559.37</b>   | <b>6,559.37</b>   | <b>6,559.37</b>   | <b>6,559.37</b>   |
| <b>9</b>  | <b>Other equity</b>   |                       |                    |                   |                   |                   | <b>3,774.24</b>   |
| <b>10</b> | <b>Earnings per share (EPS) (Face Value ₹10/-each)</b>                            |                       |                    |                   |                   |                   |                   |
|           | (a) Basic (₹)   | (0.89)                | (0.53)             | (0.96)            | (0.58)            | (1.03)            | (1.81)            |
|           | (b) Diluted (₹)   | (0.89)                | (0.53)             | (0.96)            | (0.58)            | (1.03)            | (1.81)            |
|           |   | <b>Not annualised</b> |                    |                   |                   |                   | <b>Annualised</b> |

1. The above Unaudited consolidated financial results are prepared in accordance with the Indian Accounting Standards (Ind- AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2. The above Unaudited Financial Results have been Reviewed by the audit committee and approved by the Board of Directors at its meeting held on 12th January 2026

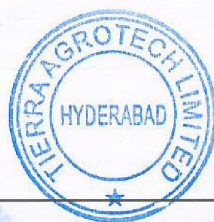
3. The Company operates in a single segment and the results pertain to a single segment. Hence segmental reporting as per Ind AS 108 is not provided.

4. The Ind- AS financial results are reviewed by the statutory auditors of the company as per Regulation 33 SEBI (Listing obligations and disclosure) Regulations, 2015.

5. The results for the quarter and Nine Months ended December 31, 2025 are also available on Bombay stock Exchange website, and on the company's website [www.tierraagrotech.com](http://www.tierraagrotech.com)

6. No material adjustments were made in the results for the current quarter/year which pertain to earlier periods/year. Hence, the figures have been regrouped or reclassified wherever necessary.

7. The Board of Directors of Tierra Agrotech Limited at its meeting held on January 12, 2026 considered and approved the Scheme of Arrangement and Amalgamation between Nishpra Community Solutions Private Limited (Transferor company) and Tierra Agrotech Limited (Transferee Company) and their respective shareholders and Creditors under Sections 230 to 232 read with Section 66, Section 61 and other applicable provisions of the Companies Act, 2013. The Scheme is subject to necessary statutory and regulatory approvals including the approval of Shareholders, Creditors and Hon'ble National Company Law Tribunal. The Company will file the Draft Composite Scheme of Arrangement and Amalgamation with the Stock Exchange according to the provisions of Regulation 37 of the SEBI Listing Regulations.



**For and behalf of Board of Directors**

Tierra Agrotech Limited

*Vijay Kumar Deekonda*

**Vijay Kumar Deekonda**

Whole Time Director

DIN:06991267

Date: 12.01.2026

Place: Hyderabad



**Independent Auditor's Review Report on Unaudited Consolidated Financial Results of Tierra Agrotech Limited Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) for the Quarter and Nine Months ended December 31, 2025.**

**Review Report to  
To the Board of Directors  
Tierra Agrotech Limited**

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Tierra Agrotech Limited (hereinafter referred to as "the Company") and its Wholly owned Subsidiary (Tidas Agrotech Private Limited) for the quarter and nine months ended December 31, 2025 ("the Statement"), being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI and Disclosure Requirements) Regulations, 2015, as amended. (the "Listing Regulations")

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:

**Parent:**

a) Tierra Agrotech Limited

**Subsidiary:**

a) Tidas Agrotech Private Limited



5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('IND AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim financial information of one subsidiary included in the consolidated unaudited financial results, whose interim financial information reflect total assets of INR. 1,170.46 Lakhs as at December 31, 2025, total revenues of INR. 972.29 lakhs and INR. 972.29 lakhs for the quarter ended 31 December 2025 and nine months ended 31 December 2025, total net profit/(loss) after tax of INR. 13.74 lakhs and INR. 8.71 Lakhs for the quarter ended 31 December 2025 and nine months ended 31 December 2025 and total comprehensive Income of INR. 13.74 lakhs and INR.8.71 Lakhs for the quarter ended 31 December 2025 and nine months ended 31 December 2025, as considered in the Statement. This interim financial information has been reviewed by other auditor whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the reports of the other auditor and the procedures performed by us as stated in paragraph 3 above. Our conclusion on the Statement is not modified in respect of these matters.

For **Ramasamy Koteswara Rao and Co LLP**  
Chartered Accountants  
ICAI Firm Registration No. 010396S/S200084



Place: Hyderabad  
Date: 12-01-2026

*M. J. Teluri*

**Murali Krishna Reddy Telluri**  
Partner

Membership No. 223022

UDIN: 26223022TMC MRA7706



*Annexure B*

**The details as required under Regulation 30 of Securities Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024**

| S.No. | Particulars               | Details  |
|-------|---------------------------|--|
| 1.    | details for restructuring | <p>The Board of Directors has approved the Draft Composite Scheme of Arrangement and Amalgamation which also includes the reorganization of Share Capital of the Company under Section 230 read with Section 66 and other applicable provisions of the Companies Act, 2013 i.e. reduction of share capital.</p> <p>Scheme proposes to restructure the share capital of the Company by reduction of 60% of fully paid equity share capital of the Company i.e., the equity share of face value of Rs.10 shall be reduced to face value of Rs. 4 per share.</p>  |
| 2.    | reasons for restructuring | <p>In order to reflect the true and fair financial state of affairs of the Company, the Company proposes to reduce its paid up share capital from Rs.65,59,36,930 divided into 6,55,93,693 Equity shares of Rs 10 each to Rs. 26,23,74,772 divided into 6,55,93,693 equity shares of Rs.4 each by setting off accumulated losses against the Securities Premium account and the issued/subscribed/ Paid Up Capital (Share Capital) in the manner specified and explained in the Scheme.</p> <p>Scheme for restructuring of the share capital of the Company would facilitate disclosure of true and fair picture of the financial position of the Company and cleaning up of the Balance Sheet of the Company.</p> |

|    |   |  |
|----|---|--|
| 3. | quantitative and/ or qualitative effect of restructuring  | <p>The Company has accumulated losses of Rs. 85,89,44,841 and Reserves amounting to Rs. 1,24,98,95,494 as on 31.03.2025.</p> <p>Post Reduction of Capital,</p> <p>a. the issued, subscribed, and paid-up share capital of the Transferee Company shall stand reduced to Rs. 26,23,74,772 (Rupees Twenty-Six Crores Twenty-Three Lakhs Seventy-Four Thousand Seven Hundred and Seventy-Two only), divided into 6,55,93,693 (Six Crores Fifty-Five Lakhs Ninety-Three Thousand Six Hundred and Ninety-Three) equity shares of face value of Rs 4/- (Rupees Four only) each.</p> <p>b. After adjusting the balance losses of Rs. 46,53,82,683 against the Securities Premium Account, the Company's reserves shall stand at Rs. 78,45,12,811.</p> |
| 4. | details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring | There is no benefit to the promoter/promoter group/group companies from such proposed restructuring as there will be equal treatment for all the shareholders of the Company under the proposed scheme.  |
| 5. | brief details of change in shareholding pattern (if any) of all entities                                    | <p>Post Reduction of Capital the issued, subscribed and fully paid share capital of the Company shall stand reduced from Rs. 65,59,36,930/- (divided into 6,55,93,693 equity shares of Rs. 10/- each) to Rs. 26,23,74,772/- (divided into 6,55,93,693 equity shares of Rs. 4/- each) by cancelling the balance share capital.</p> <p>Except reduction of face value of shares, there will not be any reduction in number of shareholders of the Company.</p>   |



*Annexure C*

**The details as required under Regulation 30 of Securities Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024**

| S.No | Particulars  | Details  |                         |            |                     |                          |            |                     |  |
|------|--|--|-------------------------|------------|---------------------|--------------------------|------------|---------------------|--|
| 1.   | Split/<br><del>consolidati</del><br>on ratio                                 | <p>Post Reduction of Capital, the face value of Equity share will be Rs.4/- per share.</p> <p>The Ratio for the sub Division is 2:1 i.e., Each equity share of face value of Rs. 4/- (Rupees Four only) each, into 2 (two) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up.</p> |                         |            |                     |                          |            |                     |  |
| 2.   | Rationale behind the split/<br><del>consolidati</del><br>on                  | With a view to enhance the liquidity of Company's equity shares and to widen the participation of retail investors.  |                         |            |                     |                          |            |                     |  |
| 3.   | Pre and post Sub-division share capital - authorized, paid-up and subscribed | Type of Capital  | Pre Split Share Capital |            |                     | Post Split Share Capital |            |                     |  |
|      |  |  | No of Equity Shares     | Face Value | Total Share Capital | No of Equity Shares      | Face Value | Total Share Capital |  |
|      |  | Authorised Share Capital   | 24,00,00,000            | 4          | 96,00,00,000        | 48,00,00,000             | 2          | 96,00,00,000        |  |
|      |  | Issued/ Subscribed Capital   | 6,55,93,693             | 4          | 26,23,74,772        | 13,11,87,386             | 2          | 26,23,74,772        |  |
|      |  | Paid up Capital  | 6,55,93,693             | 4          | 26,23,74,772        | 13,11,87,386             | 2          | 26,23,74,772        |  |
| 4.   | Expected time of completion  | As the Sub Division of shares is a part of Scheme, the completion is subject to receipt of approvals of Stock Exchange, Shareholders and National company Law Tribunal   |                         |            |                     |                          |            |                     |  |
| 5.   | Class of shares which are <del>consolidate</del> & or subdivided             | Equity Shares.   |                         |            |                     |                          |            |                     |  |

|    |   |  |
|----|---|--|
| 6. | Number of shares of each class pre and post-split or consolidation  | Same as referred above in S.No.: 3.<br>Company has issued only one class of Equity Shares. |
| 7. | Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding | Not Applicable.  |

**The details as required under Regulation 30 of Securities Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024.**

| S.No  | Particulars   | Details  |                    |  |   |                         |                 |                 |                    |   |   |   |                 |                 |
|---|---|--|--------------------|--|---|-------------------------|-----------------|-----------------|--------------------|---|---|---|-----------------|-----------------|
| 1.  | Name of the entity forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;                | <p>Transferee Company:</p> <table> <tr> <th>Name of the Entity</th><th>Paid Up Capital as on 30<sup>th</sup> September, 2025</th><th>Turnover for the half year ended 30<sup>th</sup> September, 2025</th></tr> <tr> <td>Tierra Agrotech Limited</td><td>Rs.65,59,36,930</td><td>Rs.62.07 Crores</td></tr> </table> <p>Transferor Company:</p> <table> <tr> <th>Name of the Entity</th><th>Paid Up Capital as on date of Valuation i.e., 30<sup>th</sup> November, 2025</th><th>Turnover for the period ended 30<sup>th</sup> November, 2025</th></tr> <tr> <td>Nishpra Community Solutions Private Limited</td><td>Rs.16,18,34,400</td><td>Rs.49.91 Crores</td></tr> </table> | Name of the Entity | Paid Up Capital as on 30 <sup>th</sup> September, 2025 | Turnover for the half year ended 30 <sup>th</sup> September, 2025 | Tierra Agrotech Limited | Rs.65,59,36,930 | Rs.62.07 Crores | Name of the Entity | Paid Up Capital as on date of Valuation i.e., 30 <sup>th</sup> November, 2025 | Turnover for the period ended 30 <sup>th</sup> November, 2025 | Nishpra Community Solutions Private Limited | Rs.16,18,34,400 | Rs.49.91 Crores |
| Name of the Entity                          | Paid Up Capital as on 30 <sup>th</sup> September, 2025  | Turnover for the half year ended 30 <sup>th</sup> September, 2025  |                    |  |   |                         |                 |                 |                    |   |   |   |                 |                 |
| Tierra Agrotech Limited                     | Rs.65,59,36,930   | Rs.62.07 Crores  |                    |  |   |                         |                 |                 |                    |   |   |   |                 |                 |
| Name of the Entity                          | Paid Up Capital as on date of Valuation i.e., 30 <sup>th</sup> November, 2025   | Turnover for the period ended 30 <sup>th</sup> November, 2025  |                    |  |   |                         |                 |                 |                    |   |   |   |                 |                 |
| Nishpra Community Solutions Private Limited | Rs.16,18,34,400   | Rs.49.91 Crores  |                    |  |   |                         |                 |                 |                    |   |   |   |                 |                 |
| 2.  | whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”; | No this Transaction would not fall under Related Party Transactions.   |                    |  |   |                         |                 |                 |                    |   |   |   |                 |                 |



|    |                                      |   |
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| 3. | Area of business of the entity(ies); | <p><b>Transferee Company:</b><br/>Tierra Agrotech Limited is in the Business to develop, grow, raise, produce, process, manufacture, prepare, refine, extract, hydrolyze, deodorize, grind, bleach, hydrogenate, import, export or otherwise deal in all kinds of Seeds.</p> <p><b>Transferor Company:</b><br/>Nishpra Community Solutions Private Limited is mainly engaged in the business of processing, manufacturing and dealing in all kinds of organic and inorganic foods and all the basic essential item of consumers</p>   |
| 4. | Rationale for amalgamation/merger;   | <p>a. <b>Reclassification, Reduction and Sub-Division</b> of capital of the Transferee Company in the manner set out in this Scheme can provide benefits to the shareholders and stakeholders as under:</p> <ul style="list-style-type: none"> <li>i. The Transferee company presently has authorised share capital comprising both equity and preference share capital. The transferee company has no plans to issue preference shares in the near future therefore the unutilised preference share capital is proposed to be reclassified into equity share capital. This will provide sufficient headroom for future equity issuances without increasing the authorised capital, enabling greater flexibility in meeting the Company's funding requirements.</li> <li>ii. The Transferee company will represent its true and fair financial position with an efficient capital structure so that post amalgamation capital structure is in line with the size of business operations.</li> <li>iii. The Transferee company will have accurate and proper representation of its capital structure.</li> </ul> |

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|  | <p>Rationale for amalgamation/merger;</p> | <p>iv. The present face value of the equity shares of the transferee company is Rs.10 (Rupees Ten) which will be reduced to Rs.4 (Rupees Four) per share and it is proposed to sub divide the same into 2 equity shares i.e., an equity share of face value of Rs.2 (Rupees Two) per share. The proposed sub-division of the equity shares of the Transferee company into smaller denominations would potentially encourage wider investor participation, including small investors thereby enhancing liquidity of the equity shares of the Company in the Stock Market and therefore it is in the best interest of the shareholders and the Company.</p> <p>v. In order to reflect the true and fair financial state of affairs of the Company, the Company proposes to reduce its paid up share capital from Rs.65,59,36,930 divided into 6,55,93,693 Equity shares of Rs 10 each to Rs. 26,23,74,772 divided into 6,55,93,693 equity shares of Rs.4 each by setting off accumulated losses against the Securities Premium account and the issued/subscribed/ Paid Up Capital (Share Capital) in the manner specified and explained in this Scheme. This would result in reflecting the correct net worth of the Company as also the true enterprise value of the Company. The proposed reduction and split of equity share capital would not have any impact on the shareholding pattern of the Transferee Company except on account on amalgamation of the Transferor Company with the Transferee Company; and</p> <p>vi. It does not involve any financial outlay and therefore, would not affect the ability or liquidity of the Transferee Company to meet its obligations or commitments in the normal course of business.</p> <p>Further, it would also not in any way adversely affect the ordinary operations of the Transferee Company.</p> |
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|  |  | <p>b. As part of the overall restructuring exercise, it is proposed to merge the Transferor Company into the Transferee Company, which would, inter alia, result in the following benefits for both parties and their respective shareholders, employees, creditors, and other stakeholders:</p> <ul style="list-style-type: none"> <li>i. The Amalgamation enables the creation of a vertically integrated business model, where the Transferee Company already operating in the production and supply of seeds and agricultural inputs gains control over downstream operations such as food processing and sales. This vertical integration ensures a consistent supply and quality of raw materials like wheat, reduces procurement costs and dependence on third-party suppliers, and improves overall margins by eliminating intermediaries.</li> <li>ii. With the combined operations, the entity will enjoy an expanded product portfolio that spans from seeds and agricultural inputs to finished food products like wheat flour and maida etc. This expansion allows the company to tap into new customer segments, offer bundled solutions, and cross-sell products across various channels, thereby increasing customer reach and driving revenue growth.</li> <li>iii. The Amalgamation is expected to yield substantial operational synergies. These include cost savings through the sharing of administrative and support functions, economies of scale in the bulk procurement of raw materials and packaging, and consolidated spending on marketing and advertising. Such efficiencies will contribute directly to improved profitability.</li> <li>iv. The Transferee Company's strong research and development capabilities, particularly in seed innovation, are an added advantage. These capabilities could accelerate the development of high-yield or specially modified grains that are well-suited for processing, enhancing the quality and efficiency of downstream operations.</li> </ul> |
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|      |  | <p>v. As a result of the Amalgamation, the newly formed entity becomes a stronger and more diversified organization, capable of competing more effectively in both domestic and international markets. Additionally, it will be well-positioned to capitalize on the growing consumer demand for traceable, farm-origin food products, enhancing its brand credibility and market appeal.</p>  |               |                     |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
|------|--|--|---------------|---------------------|----------|---------------|---------------------|---|-----|-----------|-----------|----|-----------------|-------------|----|---|---------------------------|-----------|-----------|---|--------|-------------|---|---|------------------------------|-----------|-------------|---|--------|--------------|---|---|-------------|-----------|-------------|---|--------|--------------|---|
| 5.   | In case of cash consideration – amount or otherwise share exchange ratio;  | <p>The consideration for amalgamation shall be discharged by Issue of equity shares of the company to the shareholders of the Transferor Company as follow:</p> <p>“84 (Eighty Four) fully paid up equity shares having face value of Rs.2 per share of the Transferee Company shall be issued and allotted for every 10 Equity shares having face value of Rs.10 each held in the Transferor Company.</p>   |               |                     |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
| 6.   | Brief details of change in shareholding pattern (if any) of listed entity. | <p>Pursuant to the scheme, the shareholding pattern of the Company pre and post the scheme will be as follows:</p> <p>Transferee Company:</p> <table><tr><th>S.No</th><th>Particulars</th><th>category</th><th>No. of shares</th><th>Face Value of share</th></tr><tr><td rowspan="2">1</td><td rowspan="2">Pre</td><td>Promoters</td><td>68,50,214</td><td>10</td></tr><tr><td>Public &amp; others</td><td>5,87,43,479</td><td>10</td></tr><tr><td rowspan="2">2</td><td rowspan="2">Post Reduction of Capital</td><td>Promoters</td><td>68,50,214</td><td>4</td></tr><tr><td>Public</td><td>5,87,43,479</td><td>4</td></tr><tr><td rowspan="2">3</td><td rowspan="2">Post sub-division of Capital</td><td>Promoters</td><td>1,37,00,428</td><td>2</td></tr><tr><td>Public</td><td>11,74,86,958</td><td>2</td></tr><tr><td rowspan="2">4</td><td rowspan="2">Post scheme</td><td>Promoters</td><td>7,65,83,903</td><td>2</td></tr><tr><td>Public</td><td>19,05,44,379</td><td>2</td></tr></table> | S.No          | Particulars         | category | No. of shares | Face Value of share | 1 | Pre | Promoters | 68,50,214 | 10 | Public & others | 5,87,43,479 | 10 | 2 | Post Reduction of Capital | Promoters | 68,50,214 | 4 | Public | 5,87,43,479 | 4 | 3 | Post sub-division of Capital | Promoters | 1,37,00,428 | 2 | Public | 11,74,86,958 | 2 | 4 | Post scheme | Promoters | 7,65,83,903 | 2 | Public | 19,05,44,379 | 2 |
| S.No | Particulars  | category   | No. of shares | Face Value of share |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
| 1    | Pre  | Promoters  | 68,50,214     | 10                  |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
|      |  | Public & others  | 5,87,43,479   | 10                  |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
| 2    | Post Reduction of Capital  | Promoters  | 68,50,214     | 4                   |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
|      |  | Public   | 5,87,43,479   | 4                   |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
| 3    | Post sub-division of Capital   | Promoters  | 1,37,00,428   | 2                   |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
|      |  | Public   | 11,74,86,958  | 2                   |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
| 4    | Post scheme  | Promoters  | 7,65,83,903   | 2                   |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |
|      |  | Public   | 19,05,44,379  | 2                   |          |               |                     |   |     |           |           |    |                 |             |    |   |                           |           |           |   |        |             |   |   |                              |           |             |   |        |              |   |   |             |           |             |   |        |              |   |