TERRA AGROTECH LIMITED
(CIN: L01119TG2013PLC090004)
Regd. Office: 7-1-24/2/D/SF/204, Greendale, Ameerpet, Hyderabad, Begumpet, Hyderabad, Secunderabad, Telangana, India, 500016
website: https://tierraagrotech.com/ E-mail: cs@tierraagrotech.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013
read with
Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India.

VOTING STARTS ON	VOTING ENDS ON
Thursday November 19, 2026 at 9:00 a.m. (IST)	Friday December 18, 2026 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules') Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular No. 11/2022 dated 28th December, 2022 read with General Circulars No. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, and other General Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time in this regard (hereinafter collectively referred to as "MCA Circulars"), and the Circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), in this regard to transact the special business as set out hereunder by passing Special Resolution, by way of electronic voting (remote e voting) .

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In accordance with the MCA Circulars, the Notice indicating, inter alia, the process and manner of remote e-voting, is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, November 13, 2026 ("cut-off date") received from the Depositories and whose e-mail address are registered with the Company/ Depositories. The communication of the assent or dissent of the Members would take place through the remote e-voting system. It may be noted that the General Circular No.17/2020 dated 13th April, 2020 issued by the MCA permits the Company to provide only e-voting facility to its members for the purpose of seeking their assent or dissent on the proposed business. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members.

The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company has appointed **Mrs. N Vanitha, Practising Company Secretary (Membership No. A26859 and CP: 10573)**, as the Scrutinizer for conducting the voting process in a fair and transparent manner. She has communicated her willingness to act as Scrutinizer and will be available for the said purpose.

The voting through remote e-voting will commence on Thursday, November 19 2026, at 9:00 a.m. (IST) and will end on Friday, December 18, 2026 at 5:00 p.m. (IST). Immediately thereafter, the remote e voting module shall close and the members intending to cast their votes electronically shall not be able to do so beyond the said date & time.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the 'Notes'. References to postal ballot(s) in this Postal Ballot Notice, if any, include votes received electronically.

The Scrutinizer will submit her report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of the votes cast electronically. The result along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and on its website https://tierraagrotech.com/. Further, the same will be intimated to the Stock Exchange and the RTA of the Company.

SPECIAL BUSINESS:

1. APPOINTMENT OF MRS. SRIDEVI DASARI (DIN: 07512095) AS DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as ***a Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, Mrs. Sridevi Dasari (DIN: 07512095) who was appointed as an additional director with effect from November 16, 2026, and in respect of whom a valid notice in writing under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of Director has been received, be and is hereby appointed as a Director of the Company and that she shall be liable to retirement by rotation."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any person authorized by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution."

2. APPOINTMENT OF MRS. SRIDEVI DASARI (DIN: 07512095) AS WHOLE TIME DIRECTOR OF THE COMPANY AND THE REMUNERATION PAYABLE TO HER.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as ***a Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Sections 196, 197,198, 203 read with Schedule V of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, from time to time) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the enabling provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded to appoint Mrs. Sridevi Dasari (DIN: 07512095) as Whole Time Director of the Company

for a period of five (5) years with effect from November 16, 2026 upon the terms and conditions including remuneration as set out below and with liberty to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to alter and vary any such terms and conditions of the said appointment/remuneration in such manner as may be agreed to between the Board and Mrs. Sridevi Dasari.:

A.	Aggregate Salary	Not exceeding Rs. 65,00,000/- (Rupees Sixty-Five Lakhs only) per annum as may be decided by the Board on the recommendation of Nomination and Remuneration Committee from time to time
B.	Increment	Power delegated by the Members to the Board, upto a maximum of 25% increment year on year subject to the recommendation of Nomination and Remuneration Committee
C.	Commission	In addition to the remuneration mentioned above, 3% on the net profits of the Company for each/every financial year calculated as per the provisions of section 197 and 198 of Companies Act, 2013.
D.	Benefits of Employment	As per the policy of the Company for that level/designation. Further she is eligible for ESOPs as decided by compensation committee/NRC from time to time.

"RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year during the tenure of Mrs. Sridevi Dasari (DIN: 07512095) as Whole-time Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration to Mrs. Sridevi Dasari (DIN: 07512095) as minimum remuneration subject to the requisite approvals or the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT Mr. Vijay Kumar Deekonda, Whole-time Director of the company be and is hereby authorised severally to file necessary documents with the Registrar of Companies / Ministry of Corporate affairs and to do all such acts and deeds as may be deemed necessary and expedient on behalf of the company."

By Order of the Board of
TIERRA AGROTECH LIMITED

Sd/-
Vijay Kumar Deekonda
Whole time Director
DIN: 07840019

Place: Hyderabad
Date: 11.11.2026

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted is annexed hereto.

2. In terms of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed through the process of remote e voting.

3. The Members are provided with the facility to cast their vote, electronically, through e-voting service provided by CDSL on the resolution set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s).Pursuant to General Circular No.17/2020 dated 13th April, 2020 and other circulars issued by the MCA in this regard, and decided by the Company, members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process.

4. The Board of Directors has appointed Mrs. N Vanitha, Practising Company Secretary (Membership No. A26859 and CP: 10573), as a Scrutinizer to scrutinise the postal ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

5. The Postal Ballot Notice is uploaded on the website of the Company: https://tierraagrotech.com/ and on the website of CDSL www.evotingindia.com.

6. The Postal Ballot Notice is being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Venture Capital and Corporate Investments Private Limited, Registrar and Share Transfer Agent of the Company ('Venture Capital') and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories, i.e. National Securities Depository Limited('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, November 13, 2026 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, General Circular No.03/2025 dated September 22, 2025, General Circular Nos. 09/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, General Circular No. 03/2022 dated May 5, 2022, General circular No 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020, dated December 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020,

and April 08, 2020, respectively, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'). In accordance with the aforesaid MCA Circulars, a physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of member's assent or dissent would take place through the process of remote e-Voting only. A person who is not a member on the cut-off date should treat this Notice of Postal Ballot for information purposes only.

Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively. They may also contact the Company Secretary of the Company at cs@tierraagrotech.com.

7. A member cannot exercise his vote by proxy on Postal Ballot. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

8. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and amendments thereto, the Company is pleased to offer remote e-Voting facility to all the Members of the Company. The Company has appointed Central Depository Services (India) Limited (CDSL) to facilitate remote e-Voting, enabling the Members to cast their votes electronically (hereinafter referred to as the 'remote e-Voting'). The instructions for e-voting are provided in this Postal Ballot Notice, which the members are requested to read carefully before casting their vote.

9. The voting through remote e-voting will commence **Thursday November 19, 2026, at 9:00 a.m. (IST) and will end on Friday December 18, 2026 at 5:00 p.m. (IST) both days inclusive**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. November 13, 2026, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

10. Resolutions passed by the members through Postal Ballot, including voting by electronic means (e-voting), are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.

11. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

12. The results of the Postal Ballot will be declared by the Chairman of the Company or by any person authorized by him, and the resolution will be deemed to have been passed effectively on the last date of e-voting i.e. Friday December 18, 2026 at 5:00 p.m. (IST), subject to the requisite majority of the Shareholders had assented to the Resolutions.

13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper (in English language) and one Telugu daily newspaper (in vernacular language, i.e. Telugu).

14. The documents, if any, referred to in the Notice / Statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of this Notice till Friday December 18, 2026.

Procedure and Instructions for E-Voting:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Thursday November 19, 2026, 9:00 a.m. and ends on December 18, 2026, 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday November 13, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than Individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@tierraagrotech.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS "THE ACT"), THE RULES MADE THEREUNDER, AS APPLICABLE, THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (HEREINAFTER REFERRED TO AS "SEBI LISTING REGULATIONS") AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Item No 1 and 2:

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Sections 152, 161(1) of the Companies Act, 2013 ("the Act"), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company, appointed Mrs. Sridevi Dasari (DIN: 07512095) as an Additional Director in the capacity of Whole Time Director of the Company with effect from November 16, 2026. In terms of the provisions of Section 161(1) of the Act, Mrs. Sridevi Dasari (DIN: 07512095) holds office only up to the date of ensuing Annual General Meeting of the Company or the last date on which the ensuing Annual General Meeting should have been held, whichever is earlier.

Further, as per Regulation 17(1C) of the Listing Regulations as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company. And based on the recommendation of Nomination and Remuneration Committee, taking into consideration her rich experience and expertise, the Board of Directors subject to the approval of the members, appointed Mrs. Sridevi Dasari as Whole time Director at their meeting held on November 11, 2026 for a period of five (5) years commencing from November 16, 2026 at such remuneration as detailed in the resolution.

Mrs. Sridevi Dasari is not disqualified from being appointed as director in terms of Section 164 of the Act and have given her consent to act as director and also she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Brief profile of Mrs. Sridevi Dasari (DIN: 07512095) provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India as follows:

Mrs. Sridevi Dasari is an Associate Member of the Institute of Company Secretaries of India (ICSI) and holds an MBA and Bachelor of Commerce degree from Nagarjuna University, Vijayawada. She possesses over 15 years of rich experience in corporate secretarial, legal, compliance, investor relations and corporate governance matters.

She is currently serving as Group Company Secretary and Legal Head of CCL Products (India) Limited and has extensive experience in handling secretarial and regulatory compliances of listed entities, investor relations, FEMA matters, legal affairs, corporate restructuring and governance related matters. She has also played key roles in establishment of SEZ and Export Oriented Units and has handled various strategic and compliance functions across organizations. Furthermore, she already informed about her resignation as Group Company Secretary and Legal Head of CCL Products (India) Ltd with effect from the of November 15, 2026.

Mrs. Sridevi Dasari currently serving as Independent Director on the boards of Manoj Vaibhav Gems 'N' Jewellers Limited and Sai Silks (Kalamandir) Limited.

The following is the additional information as per Section II of Part II of Schedule V of the Companies Act, 2013:

<table>
<tr><td colspan="5">I. General Information:</td></tr>
<tr><td>a) Nature of industry</td><td colspan="4">It is engaged in research, development, production, processing and commercialization of Crop Seeds.</td></tr>
<tr><td>b) Date or expected date of commencement of commercial production.</td><td colspan="4">The company was incorporated in the year 2013 and the commercial production commenced simultaneously</td></tr>
<tr><td>c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</td><td colspan="4">Not Applicable</td></tr>
<tr><td rowspan="5">d) Standalone Financial performance based on given indicators.</td><td colspan="4">(Rs. In Lakhs)</td></tr>
<tr><td>Particulars</td><td>2025-26</td><td>2024-25</td><td>2023-24</td></tr>
<tr><td>Revenue</td><td>7430.68</td><td>6661.72</td><td>6714.37</td></tr>
<tr><td>Profit before Tax</td><td>(950.30)</td><td>(1580.71)</td><td>(1167.06)</td></tr>
<tr><td>Profit/(Loss) after</td><td>(591.54)</td><td>(1158.24)</td><td>(880.80)</td></tr>
</table>

	tax			
e) Foreign investments or collaborators, if any	Nil			
II. Information about the appointee:				
a) Background details	Mrs. Sridevi Dasari is an Associate Member of the Institute of Company Secretaries of India (ICSI) and holds an MBA and Bachelor of Commerce degree from Nagarjuna University, Vijayawada. She possesses over 15 years of rich experience in corporate secretarial, legal, compliance, investor relations and corporate governance matters.			
b) Past Remuneration	Not Applicable			
c) Recognition or awards	Nil			
d) Job profile and her suitability	With over 15 years of experience in corporate secretarial, legal, compliance, investor relations, and governance functions, including listed entity compliances and corporate restructuring, she has the requisite expertise and leadership capabilities to effectively discharge the responsibilities of a Whole-time Director and contribute to the Company's continued growth and development.			
e) Remuneration proposed	A	Aggregate Salary	Not exceeding Rs. 65,00,000/- (Rupees Sixty-Five Lakhs only) per annum as may be decided by the Board on the recommendation of Nomination and Remuneration Committee from time to time.	
	B	Increment	Power delegated by the Members to the Board, upto a maximum of 25% increment year on year subject to the recommendation of Nomination and Remuneration Committee	
	C	Commission	In addition to the remuneration mentioned above, 3% on the net profits of the Company for each/every financial year calculated as per the provisions of section 197 and 198 of Companies Act, 2013.	

	D	Benefits of Employment	As per the policy of the Company for that level/designation. Further she is eligible for ESOPs as decided by compensation committee/NRC from time to time.
f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the experience of Mrs. Sridevi Dasari, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.		
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mrs. Sridevi Dasari does not hold shares in the Company. There has no pecuniary relationship with the Company or its Key Managerial Personnel or Directors other than her proposed remuneration in the capacity of Whole Time Director.		
III. Other information:			
a) Reasons of loss or inadequate profits	Accumulated losses and our Company is Research based company in Hybrid seeds and as company is in the initial stage of business and incurred on Research & Development and other fixed cost to scale up the volumes.		
b) Steps taken or proposed to be taken for improvement	The Company is trying to scale up the Volumes and expand its reach in various markets by • Diversifying its product portfolio. • Aggressive brand building exercise.		
c) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improving margins in current year. We expect a substantial increase in production which is leading to good improvement in the turnover in the coming years		

Pursuant to the provisions of section 196, 197 read with Schedule V to the Companies Act, 2013 the company needs to obtain the consent of its members by way of ***Special Resolution***.

Hence, the Board recommends the aforesaid resolutions for your consideration and approval.

Mrs. Sridevi Dasari shall be deemed to be interested / concerned in the aforesaid resolutions setout in item no 1 and 2.

Except as aforesaid, none of the Directors, Key Managerial Personnel and their relatives is interested in this resolution.

(Annexure to Notice of Postal Ballot

Details of Directors Seeking appointment /re-appointment at General Meeting (Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2')

PARTICULARS	*DETAILS*
Name of the Director	Mrs. Sridevi Dasari
DIN	07512095
Category	Executive Director
Date of first appointment on the Board	November 16, 2026
Date of Birth and Age	April 11, 1982 and 44 years
Expertise in Specific Functional areas and Experience	15 years of experience in secretarial and regulatory compliances of listed entities, investor relations, FEMA matters, legal affairs, corporate restructuring and governance related matters.
Educational Qualification	ACS from Institute of Company Secretaries of India (ICSI). MBA (dual specialization- Marketing major and HR minor) from Nagarjuna University, Vijayawada. B. Com from Nagarjuna University, Vijayawada.
Brief Resume	She is currently serving as Group Company Secretary and Legal Head of CCL Products (India) Limited and has extensive experience in handling secretarial and regulatory compliances of listed entities, investor relations, FEMA matters, legal affairs, corporate restructuring and governance related matters. She has also played key roles in establishment of SEZ and Export Oriented Units and has handled various strategic and compliance functions across organizations.
Directorships in other Companies (other than Tierra Agrotech Limited)	1. Manoj Vaibhav Gems N Jewellers Limited 2. Sai Silks (Kalamandir) Limited

PARTICULARS	*DETAILS*
Membership / Chairmanship of committees of Other Boards (other than Tierra Agrotech Limited)	*A. Manoj Vaibhav Gems 'N' Jewellers Limited* Audit committee – Member Nomination and Remuneration Committee – Chairman Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee – Member *B. Sai Silks (Kalamandir) Limited* Audit committee – Member Nomination and Remuneration Committee – Member Stakeholder Relationship Committee – Member
Listed entities from which the appointed director has resigned in the past three years	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	As stated in the resolution and explanatory Statement to this notice.
Shareholding in the Company as on 31.03.2026	Nil
Relationship between Directors inter-se/ Manager and KMPs	No such relation
Number of meetings of the Board attended during the year	Nil

By Order of the Board of
TIERRA AGROTECH LIMITED

Sd/-
Vijay Kumar Deekonda
Whole time Director
DIN: 07840019

Place: Hyderabad
Date: 11.11.2026