

Date: July 15, 2024

To  
The Corporate Relations Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001.

**Subject: Intimation of Merger under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**Ref: Scrip Code – 543531**

In continuation to the announcement made by the Company on 15<sup>th</sup> July, 2024, regarding approval given by the Board of Directors for the Merger of Tierra Seed Science Private Limited, Wholly Owned Subsidiary of the Company into the Parent Company, Tierra Agrotech Limited upon the recommendation of the Audit Committee, and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith enclosing the details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Part A of Schedule III of aforesaid regulations read with Clause 1.2 of Annexure I of SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

This is for your information and necessary records.

Regards,

For Tierra Agrotech Limited



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



*Annexure*

The details as required under Regulation 30 of Securities Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No's. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S.No	Particulars	Details		
	Name of the entity forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	Name of the Entity	Paid Up Capital as on March 31, 2024	Turnover for the year ended March 31, 2024
		Tierra seed Science Private Limited	Rs. 8,06,18,570	Nil
	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	<p>Yes. The Transferor Company is the wholly owned subsidiary of the Company and they are related parties to each other</p> <p>However, Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated July 17, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt under specific provisions the Companies Act, 2013, will not fall within the purview of related party transaction in terms of section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party transaction provisions are not applicable to the proposed Scheme and the Scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.</p>		
	Area of business of the entity(ies);	<p><b>Transferee Company:</b></p> <p>Tierra Agrotech Limited is in the Business to develop, grow, raise, produce, process, manufacture, prepare, refine, extract, hydrolyze, deodorise, grind, bleach, hydrogenate, import, export or otherwise deal in all kinds of Seeds.</p> <p><b>Transferor Company:</b></p> <p>Tierra Seed Science Private Limited is in a Business to develop, grow, raise, process, manufacture, prepare, reline, extract, hydrolyze, deodorise, grind, bleach, hydrogenate, import, export or otherwise deal in all kinds of seeds, Hybrid Seeds and fertilizers, pesticides, insecticides, fungicides, rodenticides,</p>		



		weedicides, Bio Fertilizers, Bio spares and all necessary farm equipments
	Rationale for amalgamation/merger;	<p>The Transferor Company and the Transferee Company are engaged in similar businesses. The business of the Transferor Company can be combined and carried on in conjunction with the business of the Transferee Company more conveniently and advantageously.</p> <p>In the circumstances, it is considered desirable and expedient to now amalgamate the Transferor Company with the Transferee Company in the manner and on the terms and conditions stated in the Scheme of Amalgamation.</p> <p>The other benefits and advantages of the amalgamation are, inter alia, as follows:</p> <ul style="list-style-type: none"> <li>• The amalgamation will enable the Transferee Company to integrate the business of the Transferor Company with itself more completely for carrying on the same more effectively and beneficially and deriving the utmost value therefrom.</li> <li>• The combined business of the amalgamated entity will be carried on more efficiently and economically pursuant to the amalgamation as a result, inter alia, of pooling and more effective utilisation of the combined resources of the said company, reduction in overheads, costs and expenses, economies of scale, elimination of duplication of work and rationalization and reduction of compliance requirements which will be facilitated by and follow the amalgamation.</li> <li>• This amalgamation would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Company and the Transferee Company.</li> <li>• The amalgamation will enable greater realisation of the potential of the business of the Transferor Company and the Transferee Company in the amalgamated entity.</li> </ul>
	In case of cash consideration – amount or otherwise share exchange ratio;	There will be no cash or share consideration involved in this process. The Transferor Company is a wholly-owned subsidiary. In terms of the Scheme the

		investment in their equity shares will be cancelled without the issuance or allotment of any new shares of the Company.
	Brief details of change in shareholding pattern (if any) of listed entity.	The shareholding pattern of the Company remains unchanged pursuant to this Scheme.