

6<sup>th</sup> April, 2023

To  
The Secretary,  
Listing Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001,  
Maharashtra, India  
Scrip Code: 524636

Dear Sir/Madam,

**Sub: Notice of Extra-Ordinary General Meeting of the Company**

We would like to inform that the Extra-Ordinary General Meeting of the Company (“EGM”) is scheduled to be held on Tuesday, May 2, 2023 at 11.00 a.m. at the Registered Office of the Company at 1st Floor, Sravana Complex, Kamalapuri Colony Lane, Next to LV Prasad Hospital, Road.No.2, Banjara Hills, Hyderabad, 500034, Telangana pursuant to the general circulars issued by the Ministry of Corporate affairs and by the Securities and Exchange Board of India (“SEBI”).

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the Notice convening the EGM together with the explanatory statement. The aforesaid Notice is also uploaded on the Company’s website i.e., [www.tierraagrotech.com](http://www.tierraagrotech.com).

In compliance with the provisions of Companies Act, 2013 and rules framed thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed the following dates in connection with the EGM:

Cut-off date to vote on EGM resolutions	Tuesday, April 25, 2023
Commencement of remote e-voting	Saturday, 29th day of April, 2023 at 09.00 A.M.
Conclusion of remote e-voting	Monday, 01 <sup>st</sup> day of May, 2023 at 05.00P.M.
EGM	Tuesday, May 2, 2023

We request you to kindly take the above information on record.

By the Order of the Board  
For TIERRA AGROTECH LIMITED

  
Vijay Kumar Deekonda  
Wholetime Director  
DIN: 06991267



CC:

- i. RTA : VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LIMITED (VCCIPL)
- ii. CDSL
- iii. NSDL

## TIERRA AGROTECH LIMITED

CIN: L01119TG2013PLC090004

Registered Office: 1st Floor, Sravana Complex, Kamalapuri Colony Lane Next to LV Prasad Hospital,

Road.No.2, BanjaraHills Hyderabad TG 500034 IN

Email: cs@tierraagrotech.com, Website: [www.tierraagrotech.com](http://www.tierraagrotech.com)

### NOTICE

**Notice** is hereby given that the Extra-ordinary General Meeting (“EGM”) of the members of Tierra Agrotech Limited (the “**Company**”) will be held on Tuesday, May 2, 2023 at 11.00 a.m. at the Registered Office of the Company at 1<sup>st</sup> Floor, Sravana Complex, Kamalapuri Colony Lane Next to LV Prasad Hospital, Road.No.2, Banjara Hills, Hyderabad, 500034, Telangana, India to transact the following business:

#### **SPECIAL BUSINESS:**

#### **ITEM 1: INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY**

*To consider and if thought fit to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**.*

“**RESOLVED THAT** pursuant to the provisions of Section 13, 43, 61, 64 and other applicable provisions of the Companies Act, 2013(including any statutory re-enactment(s) and modification(s) thereof, if any, for the time being in force) and other provisions of Memorandum and Articles of Association of the Company, the Consent of Members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs 47,15,00,000/- ( Rupees Forty Seven Crores Fifteen Lakhs only) divided into 4,71,50,000( Four Crore Seventy One Lakhs fifty Thousand) Equity Shares of Rs 10/- (Rupees Ten only) to Rs 80,00,00,000( Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crores) Equity Shares of Rs 10/- (Rupees Ten only) each ranking pari-passu in all respects in the existing Share Capital of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted by substitution in its place the following clause as new Clause V:

V. The Authorized Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 8,00,00,000 (Eight Crores) Equity Shares of Rs 10/- (Rupees Ten only) each ranking pari-passu in all respects in the existing Share Capital of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

#### **ITEM 2: TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO SELECT GROUP OF PERSONS.**

To approve the offer or invitation to subscribe to Equity Shares by way of preferential allotment on a private placement basis to the select group of persons, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to (i) the applicable provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/or re-enactments thereof for the time being in force) (hereinafter referred to as the “**Act**”), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any



amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited ("BSE") on which the equity shares of the Company are listed, (iv) recommendation/ approval of the Audit Committee and the Board of Directors of the Company; (v) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to **Upto 3,10,00,000 (Three Crores Ten Lakhs only)** fully paid-up equity shares of face value of Rs. 10/- (Rupees ten only) each, in one or more tranches, at an issue price of Rs 30/- (Rupees Fifteen only) per equity share ("Equity Shares") aggregating to an amount not exceeding **Rs. 93,00,00,000 (Rupees Ninety Three Crores Only)** not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to the following select group of persons ("Proposed Allottees/Investors"), in the manner stated herein below, for cash consideration on a preferential basis ("Preferential Issue") as per the particulars set out below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, rules and regulations:

Sl. no.	Name of the Investor	Category of the Investor	No. of Shares	Subscription Amount in Rupees
1	RAMAKRISHNA PRASAD KANURI	Non - Promoter	156,518	4,695,540
2	AJAY DUTT KANURI	Non - Promoter	633,333	18,999,990
3	NITYA KANURI	Non - Promoter	91,533	2,745,990
4	ARJUN PRASAD KANURI	Non - Promoter	633,333	18,999,990
5	NAVEEN BIKKASANI	Non - Promoter	400,000	12,000,000
6	DILIP AMRITLAL MEHTA DR. and DIPTI DILIP MEHTA	Non - Promoter	1,666,667	50,000,010
7	YERRAMANENI SHANTI	Non - Promoter	100,000	3,000,000
8	NANDITA PARVATHANENI	Non - Promoter	166,667	5,000,010
9	VELLANKI VIJAYAKUMARI	Non - Promoter	333,333	9,999,990
10	KRISHNA PRASAD PALADUGU	Non - Promoter	100,000	3,000,000
11	KANNAIHDEVAKAR RAGHAV KRISHNA	Non - Promoter	166,667	5,000,010
12	H SRINIVASULU HUF	Non - Promoter	83,333	2,499,990
13	SAMATA S	Non - Promoter	83,333	2,499,990
14	VUNGARALA SWETHA	Non - Promoter	83,333	2,499,990
15	NEELIMA TIRUMALASETTY	Non - Promoter	83,333	2,499,990
16	GIREESHA TIRUMALASETTY	Non - Promoter	83,333	2,499,990
17	GUNARANJAN CHALLA	Non - Promoter	250,000	7,500,000

18	KANTIPUDI STEELS PRIVATE LIMITED	Non - Promoter	750,000	22,500,000
19	MANJUSHA MULUGURU	Non - Promoter	83,333	2,499,990
20	PRASAD INJAM	Non - Promoter	333,333	9,999,990
21	CHALLA KODANDARAM CHOWDARY	Non - Promoter	166,667	5,000,010
22	KAMBHAMPATI BALAJI	Non - Promoter	83,333	2,499,990
23	KOSARAJU SAILAJA	Non - Promoter	166,667	5,000,010
24	NALLAMOTHU PADMAJA	Non - Promoter	83,333	2,499,990
25	ARUN KUMAR CHALLA	Non - Promoter	166,667	5,000,010
26	SAHITHI SRI MANGA EADALA	Non - Promoter	166,667	5,000,010
27	GOPI KRISHNA GULLAPALLI	Non - Promoter	1,667,000	50,010,000
28	ZEN SECURITIES LTD	Non - Promoter	333,000	9,990,000
29	PRATAP KANTHETI	Non - Promoter	108,000	3,240,000
30	LEKHYA ENTERTAINMENT PRIVATE LIMITED	Non - Promoter	226,000	6,780,000
31	LAKSHMI DEVI KANTHETI	Non - Promoter	100,000	3,000,000
32	SAMBASIVA RAO DONDAPATI	Non - Promoter	100,000	3,000,000
33	MALLIKARJUN GADA	Non - Promoter	100,000	3,000,000
34	SREECHANDAN NAMINENI	Non - Promoter	100,000	3,000,000
35	SMITHA POLINENI	Non - Promoter	100,000	3,000,000
36	SANNAREDDY SURESH BABU	Non - Promoter	100,000	3,000,000
37	SUDHIR KONERU	Non - Promoter	883,333	26,499,990
38	SRINIVASA RAO BALUSU	Non - Promoter	333,333	9,999,990
39	KARUMANCHI KARTHIKA	Non - Promoter	666,667	20,000,010
40	VIJAYAKAMESWARI VEPA	Non - Promoter	133,333	3,999,990
41	SAFFIRE FARMS LLP	Non - Promoter	2,000,000	60,000,000
42	DAMODAR KANURI	Non - Promoter	133,333	3,999,990
43	NISHANT MOHAN KANNEGANTI	Non - Promoter	2,376,498	71,294,940
44	KRISHNA MURTHY ELLA	Non - Promoter	1,666,667	50,000,010
45	ANANTROOP FINANCIAL ADVISORY SERVICES PRIVATE LTD	Non - Promoter	333,333	9,999,990
46	SANDEEP CHOWDARY MEKA	Non - Promoter	66,667	2,000,010
47	CHALLA AJITHA	Non - Promoter	12,258,120	367,743,600
48	GOGINENI LATHA KRISHNA RAO	Non - Promoter	100,000	3,000,000
	<b>Total</b>		<b>31,000,000</b>	<b>930,000,000</b>



**“RESOLVED FURTHER THAT** the Equity Shares shall be fully paid-up and listed on the Stock Exchanges bearing ISIN - INE05CY01014 and rank pari passu with the then existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting rights, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a Preferential Allotment shall inter-alia be subject to the following:

- (a) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of passing of this special resolution in EGM; or (ii) receipt of last of the approvals required for such issue and allotment by applicable regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the Equity Shares to the Proposed Allottees on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- (b) The “Relevant Date” as per the Chapter V of the SEBI ICDR Regulations, for determination of price of the Equity Shares shall be Friday 31st March 2023, being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM (since the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting is a holiday i.e., 1st April 2023 and 2nd April, 2023) meeting of members of the Company held to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations;
- (c) The Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- (d) No partly paid-up Equity Shares shall be issued/ allotted;
- (e) Allotment of Equity Shares shall only be made in dematerialised form;
- (f) The Equity Shares so offered, issued and allotted will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (g) The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove; and
- (h) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.”

**“RESOLVED FURTHER THAT** the Board / Committee of the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose and for the purpose of giving effect to the foregoing resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares, filing requisite documents with MCA and other regulatory authorities, (iv) filing of requisite documents with the depositories, (v) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vi) issue and allotment of the Shares, and (vii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto



expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

By the Order of the Board  
For TIERRA AGROTECH LIMITED



*Signature*

Jay Kumar Deekonda  
Wholetime Director

DIN: 06991267

Place: Hyderabad  
Date: 1<sup>st</sup> April, 2023

#### NOTES

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at this Extra – Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company.  
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. The route map showing directions to reach the venue of the meeting is annexed.
4. Members/proxies/authorized representatives are requested to bring their copies of Notice and produce duly filled in attendance slip at the entrance of the venue. Members holding shares in Demat form shall write their DP ID No. and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of Notice will not be provided at the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a Company's Registered Office a certified copy of the Board resolution to the Company, authorizing inspection their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
8. Members may also note that the Notice of the Extra Ordinary General Meeting is available on the Company's website i.e. <https://www.tierraagrotech.com>. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at [cs@tierraagrotech.com](mailto:cs@tierraagrotech.com).

In compliance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by Ministry of Corporate Affairs (MCA), Government



of India and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice will also be available on the Company's website at [www.tierraagrotech.com](http://www.tierraagrotech.com), on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

To support 'Green Initiative', 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.

9. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice.
10. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s. Venture Capital and Corporate Investment Private Limited, if the shares are held by them in physical form.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Transfer Agent, M/s. Venture Capital and Corporate Investment Private Limited.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Venture Capital and Corporate Investment Private Limited in this regard.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with Tierra Agrotech Limited in case the shares are held by them in physical form.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Service Limited (CDSL) for facilitating voting through electronic means, as the authorized eVoting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
15. The facility for voting, through polling paper shall also be made available at the EGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM. Poll is conducted under the supervision of the Scrutinizer appointed for e-voting and poll. Scrutinizer decision on validity of vote will be final.
16. The Chairman shall at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
17. The Company has appointed Mrs. N. Vanitha (ACS No.26859, CP No.10573), Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall submit her report of the votes cast in favour or against, if any, to the Chairman of the Company.
18. The cut-off date for the purpose of remote e-voting and voting at the EGM shall be Tuesday, April 25, 2023. The voting right of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-off date.
19. The remote e-voting period begins on Saturday, 29th day of April, 2023 at 09.00 A.M. and ends on Monday, 01<sup>st</sup> day of May, 2023 at 05.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, April 25, 2023 may cast their vote electronically. The e-voting module shall be disabled by CSDL for voting



thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

20. The Members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

### VOTING THROUGH ELECTRONIC MEANS

Dear member,

1. Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide Remote e-voting facility to members to cast their vote on all resolutions set forth in the notice of Extra-Ordinary General Meeting (EGM) to be held on Tuesday, 2<sup>nd</sup> day of May, 2023 at 11.00 A.M. The Company has engaged the services of Central Depository Service Limited (CDSL) to provide the remote e-voting facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM is termed as 'remote e -voting'.
2. The Board of Directors has appointed N Vanitha (Membership No. ACS 26859 and Certificate of Practice No.10573), Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
3. The e-voting facility is available at the link [https //www.evotingindia.com](https://www.evotingindia.com) and period of remote e-voting are set out below:

Commencement of Remote E-voting	End of Remote E-Voting
Saturday, 29 <sup>th</sup> day of April, 2023 at 09.00A.M.	Monday, 01 <sup>st</sup> day of May, 2023 at 05.00P.M.

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the notice of the EGM to be held on 02<sup>nd</sup> May, 2023.

1. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at CDSL Mail id [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

#### STEPS FOR REMOTE E-VOTING:

- i. The voting period begins on Saturday, 29<sup>th</sup> day of April, 2023 at 09.00A.M. and ends Monday, 01<sup>st</sup> day of May, 2023 at 05.00P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25<sup>th</sup> day of April, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - iv. Next enter the Image Verification as displayed and Click on Login.



- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

PAN*	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant "Tierra Agrotech Limited" on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. Members can also cast their vote using CDSL's mobile app "m-Voting" available for Android based mobiles. The m- Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non – Individual Shareholders and Custodians  
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian

- are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should
  - be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to
  - [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. 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.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By the Order of the Board  
For TIERRA AGROTECH LIMITED



*Enay Kumar Deekonda*

Enay Kumar Deekonda  
Wholetime Director  
DIN: 06991267

Place:Hyderabad  
Date: 01.04.2023



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013  
("ACT")**

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned under Item No. 1 to 2 of this notice.

**Item No .1**

The present Authorized Share Capital of the Company is Rs. 47,15,00,000 (Rupees Forty Seven Crores and Fifteen Lakhs Only) divided into 4,71,50,000 (Four Crores Seventy One Lakhs Fifty Thousand ) Equity Shares of Rs. 10/- (Rupees Ten) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on Monday, 27th February, 2023 had accorded its approval for increasing the Authorized Share Capital from 47,15,00,000 (Rupees Forty Seven Crores and Fifteen Lakhs Only) divided into 4,71,50,000 (Four Crores Seventy One Lakhs Fifty Thousand ) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 80,00,00,000 (Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crore ) Equity Shares of Rs 10/- (Rupees Ten only) each ranking pari-passu in all respects in the existing Share Capital of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting

Copy of the proposed Memorandum and Articles of Association of the Company would be available for inspection by the members at the Registered/ corporate Office of the Company, during the business hours upto and including the date of extra-ordinary general meeting and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

Accordingly, the Board, therefore, recommends the proposed resolution as set out at Item No.1 to the Notice, to the members of the company for their approval by way of passing Ordinary resolution.

**Item No.2**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated Saturday, 1st April, 2023 and necessary information or details in respect of the proposed Preferential Allotment of Equity Shares in terms of Section 62 (1) (C) read with rules thereto and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") are as under:

In light of the above, based on the recommendation of the Audit Committee vide their resolutions dated 1st April, 2023, the Board of Directors of the Company ("Board") at its meeting held on dated 1st April, 2023 considered and approved the proposal to offer, issue and allot up to Upto 3,10,00,000 (Three Crores Ten Lakhs only) Equity Shares of Rs. 10/- each ("Equity Shares") in one or more tranches, at a price of Rs 30/- (Rupees Thirty only) per Equity Share which includes a premium of Rs 20/- (Rupees Twenty only) per Equity Share ("Issue

Price”), for cash consideration, free from all the encumbrances to Proposed Allottees/ Investors, by way of preferential issue (“Preferential Issue”) under (i) the Companies Act, 2013 (“Act”) and the relevant rules made thereunder; (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) (iii) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time. The aforementioned approval of the Board is subject to approval of the shareholders and BSE Limited (“BSE”).

The minimum price per Equity Share in accordance with Regulation 164 of the SEBI (ICDR) Regulations is calculated at Rs. 21.39 per equity share; and we have obtained a valuation report from Ms. Annamreddy Sravanthi, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/12377 (‘Registered Valuer / Independent Valuer’), certifying the fair value price of each Equity Share in accordance with Regulation 166A of the SEBI (ICDR) Regulations as amended. Report of the Registered Valuer is available on our website for inspection. The link of such report is [www.tierraagrotech.com](http://www.tierraagrotech.com).

The consent of the members is being sought by way of a special resolution to issue Equity Shares on preferential basis to the Proposed Allottees in accordance with the provisions of Sections 23(1)(b), 42 and 62, and other applicable provisions, if any, of the Act, and rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (collectively as “Rules”), SEBI ICDR Regulations, SEBI LODR Regulations and any other applicable laws, circulars, rules, regulations, guidelines, notifications and clarifications issued by Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, from time to time, including with respect to the pricing of the Equity Shares proposed to be issued by way of a Preferential Issue.

It is to be noted that the issue of Equity Shares on a preferential basis, subject to compliance of the requirements under the SEBI LODR Regulations is exempted from the definition of “related party transaction” under SEBI LODR Regulations. Therefore, the Preferential Issue is not a ‘related party transaction’ under the provisions of SEBI LODR Regulations and the approval of the shareholders as per the provisions of Regulation 23 of SEBI LODR Regulations is not required.

Necessary information/ details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Rules and Chapter V of the SEBI ICDR Regulations are as under:

**1. Particulars of the issue of Equity Shares including the material terms of issue, date of passing of Board resolution, kind of securities offered, and the issue price:**

The Board of Directors of the Company in their meeting held on Saturday, 01<sup>st</sup> April, 2023 approved raising of funds aggregating **Upto 3,10,00,000** (Three Crores Ten Lakhs only) Equity Shares of Rs. 10/- each (“Equity Shares”) in one or more tranches, **at a price of Rs 30/- (Rupees Thirty only) per Equity Share** which includes a premium of Rs 20/- (Rupees Twenty only) per Equity Share (“Issue Price”) each aggregating to an amount not exceeding **Rs. 93,00,00,000 (Rupees Ninety Three Crores Only)** in aggregate to select group of persons (“Proposed Allottees/Investors”), by way of a preferential issue through private placement offer, that have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

SI No	Name Of the Investors	Category Of Investor	Pan	No Of Shares	Subscription Amount In Rupees
1	RAMAKRISHNA PRASAD KANURI	Non - Promoter	ACRPK5133B	156,518	4,695,540
2	AJAY DUTT KANURI	Non - Promoter	CWFPK7300A	633,333	18,999,990
3	NITYA KANURI	Non - Promoter	CWFPK7293E	91,533	2,745,990
4	ARJUN PRASAD KANURI	Non - Promoter	CWFPK7297A	633,333	18,999,990
5	NAVEEN BIKKASANI	Non - Promoter	AIXPB8438J	400,000	12,000,000



6	DILIP AMRITLAL MEHTA DR. and DIPTI DILIP MEHTA	Non - Promoter	AKZPM7904Q ALGPM9298R	1,666,667	50,000,010
7	YERRAMANENI SHANTI	Non - Promoter	ARGPG6351D	100,000	3,000,000
8	NANDITA PARVATHANENI	Non - Promoter	ABOPP0750F	166,667	5,000,010
9	VELLANKI VIJAYAKUMARI	Non - Promoter	AAGPV9284P	333,333	9,999,990
10	KRISHNA PRASAD PALADUGU	Non - Promoter	AAQPP0555M	100,000	3,000,000
11	KANNAIHDEVAKAR RAGHAV KRISHNA	Non - Promoter	BKIPR1036G	166,667	5,000,010
12	H SRINIVASULU HUF	Non - Promoter	AACHH6540Q	83,333	2,499,990
13	SAMATA S	Non - Promoter	CJZPS1069K	83,333	2,499,990
14	VUNGARALA SWETHA	Non - Promoter	AHAPV3388F	83,333	2,499,990
15	NEELIMA TIRUMALASETTY	Non - Promoter	ACMPT1089J	83,333	2,499,990
16	GIREESHA TIRUMALASETTY	Non - Promoter	BFAPT9336L	83,333	2,499,990
17	GUNARANJAN CHALLA	Non - Promoter	ADWPC3834F	250,000	7,500,000
18	KANTIPUDI STEELS PRIVATE LIMITED	Non - Promoter	AACCK5550G	750,000	22,500,000
19	MANJUSHA MULUGURU	Non - Promoter	ABYPM1569P	83,333	2,499,990
20	PRASAD INJAM	Non - Promoter	AAOPI4303G	333,333	9,999,990
21	CHALLA KODANDARAM CHOWDARY	Non - Promoter	AAJPC5155D	166,667	5,000,010
22	KAMBHAMPATI BALAJI	Non - Promoter	ADTPB9582A	83,333	2,499,990
23	KOSARAJU SAILAJA	Non - Promoter	ATBPK8995Q	166,667	5,000,010
24	NALLAMOTHU PADMAJA	Non - Promoter	APNPP3602B	83,333	2,499,990
25	ARUN KUMAR CHALLA	Non - Promoter	ADVPC4256G	166,667	5,000,010
26	SAHITHI SRI MANGA EADALA	Non - Promoter	AAMPE5833F	166,667	5,000,010
27	GOPI KRISHNA GULLAPALLI	Non - Promoter	ACWPG4895M	1,667,000	50,010,000
28	ZEN SECURITIES LTD	Non - Promoter	AAACZ0682Q	333,000	9,990,000
29	PRATAP KANTHETI	Non - Promoter	AAUPK5132B	108,000	3,240,000
30	LEKHYA ENTERTAINMENT PRIVATE LIMITED	Non - Promoter	AABCL3986E	226,000	6,780,000
31	LAKSHMI DEVI KANTHETI	Non - Promoter	AOLPK0527M	100,000	3,000,000
32	SAMBASIVA RAO DONDAPATI	Non - Promoter	ACWPD4070F	100,000	3,000,000
33	MALLIKARJUN GADA	Non - Promoter	AEYPG8429D	100,000	3,000,000
34	SREECHANDAN NAMINENI	Non - Promoter	AEDPN1929E	100,000	3,000,000
35	SMITHA POLINENI	Non - Promoter	AGNPP1476E	100,000	3,000,000
36	SANNAREDDY SURESH BABU	Non - Promoter	ASJPS3610B	100,000	3,000,000
37	SUDHIR KONERU	Non - Promoter	ANRPK3042Q	883,333	26,499,990
38	SRINIVASA RAO BALUSU	Non - Promoter	AFKPB3464Q	333,333	9,999,990
39	KARUMANCHI KARTHIKA	Non - Promoter	AOJPK4092H	666,667	20,000,010
40	VIJAYAKAMESWARI VEPA	Non - Promoter	ADCPC8821C	133,333	3,999,990
41	SAFFIRE FARMS LLP	Non - Promoter	ADUFS4177M	2,000,000	60,000,000
42	DAMODAR KANURI	Non - Promoter	CSRPK4068B	133,333	3,999,990
43	NISHANT MOHAN KANNEGANTI	Non - Promoter	AKEPK5514B	2,376,498	71,294,940
44	KRISHNA MURTHY ELLA	Non - Promoter	AACPE6389G	1,666,667	50,000,010
45	ANANTROOP FINANCIAL ADVISORY SERVICES PRIVATE LTD	Non - Promoter	AAFCA4925L	333,333	9,999,990
46	SANDEEP CHOWDARY MEKA	Non - Promoter	ANUPM3439J	66,667	2,000,010



47	CHALLA AJITHA	Non - Promoter	AJNPC9712B	12,258,120	367,743,600
48	GOGINENI LATHA KRISHNA RAO	Non - Promoter	AFDPK5185Q	100,000	3,000,000
	Total			31,000,000	930,000,000

In accordance with Sections 23(1)(b), 39, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The allotment of Equity Shares to Proposed Allottees/Investors is proposed to be made at an issue price of Rs. 30 each based on the pricing criteria mentioned in Chapter V of SEBI ICDR Regulations, Registered Valuer Report obtained in terms of SEBI ICDR Regulations.

## 2. Purpose/ Objects of the Issue:

The proceeds of the issue of aforesaid mentioned Equity Shares will be primarily used to meet any of the following purposes or any combination thereof as deemed fit by the management of the Company.

- a. To repay the existing loans availed by the Company.
- b. To meet the working capital requirements of the Company and
- c. For the general corporate purposes.

## 3. Maximum Number of Shares offered, the manner of issue of Shares and the pricing of preferential issue under item no 2:

The Company proposes to issue Upto 3,10,00,000 (Three Crores Ten Lakhs only) Equity Shares of Rs. 10/- each ("Equity Shares") in one or more tranches, at an issue price of Rs 30/- (Rupees Thirty only) per Equity Share which includes a premium of Rs 20/- (Rupees Twenty only) per Equity Share ("Issue Price") each to the Proposed Allottees/Investors, by way of Preferential Issue on a private placement basis. Please refer to Point no. 4 below for the basis for determining the price for the preferential issue.

## 4. Basis on which the price has been arrived and justification for the price (including premium, if any):

The equity shares of Company are listed on the BSE Limited (BSE). The shares of the Company are infrequently traded in accordance with SEBI (ICDR) Regulations, 2018 read with Regulations 2(j) of SEBI (SAST) Regulations 2011.

Note: The Total Number of Equity Shares traded during the 12 Calendar Months before the month of approval of preferential issue is 2,22,244 no. of equity shares on BSE Limited which is less than the 10% Percentage of total shares capital of the company.

The price of the equity shares has been determined based on the valuation made by independent valuer Ms. Annamreddy Sravanthi, IBBI Registration no. IBBI/RV/05/2019/12377 as per section 165, as shares of the company being infrequently traded on BSE Limited & 166A of SEBI (ICDR) Regulations 2018, as there is an allotment of more than five percent of the post issue fully diluted share capital of the issuer to proposed allottees. The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday of every week, upto the voting period of EGM Notice and the same may be accessed on the Company's website at the link: <https://www.tierraagrotech.com>.

The Value derived through valuation report is Rs.21.39/- (Twenty One) and the board approved price for issue of each Equity shares is Rs. 30/- (Rupees Fifteen Only) which is more than the price derived through Valuation Report. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is



required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

**5. Price/ price band at/ within which the Equity Shares are proposed to be issued:**

The price per Equity Share, to be issued, is fixed at Rs. 30 which consists of Rs. 10/- (Rupee ten only) as face value and Rs. 20 (Rupees Twenty Only) as premium per Equity Share. Please see point no. 4 above for the basis of determination of the issue price.

**6. Relevant Date:**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price of Equity Shares to be issued is Friday 31st March 2023, being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM (since the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting is a holiday i.e., 1st April 2023 and 2nd April, 2023). The resolution proposed under this notice is deemed to be passed on Tuesday 2nd May, 2023 i.e. which is the date of EGM

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

The resolution pursuant to this notice is deemed to be passed on Tuesday, May 2<sup>nd</sup>, 2023. The date is 30 (thirty) days prior to May 2<sup>nd</sup>, 2023 is Friday 31st March 2023, being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM (since the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting is a holiday i.e., 1st April 2023 and 2nd April, 2023), will be reckoned to be the relevant date.

**7. Shareholding Pattern of the Company before and after the issue:**

Sl.No	Category of Shareholder	Pre-issue		Post-Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
<b>A</b>	<b>Promoter and Promoter Group</b>				
1	Indian				
	Individual	6850214	27.23	6850214	12.20
	Bodies Corporate	0		0	0.00
	Sub Total	0		0	0.00
2	Foreign Promoters			0	0.00
	<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>6850214</b>	<b>27.23</b>	<b>6850214</b>	<b>12.20</b>
<b>B</b>	<b>Public Shareholding</b>			0	0.00
1	<b>Institutions</b>			0	0.00
(a)	Mutual Funds	0	0	0	0.00
(b)	Insurance Companies	0	0	0	0.00

(c)	Financial Institutions/ Banks	0	0	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00
(e)	Foreign Portfolio Investors/FII's	0	0	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>2</b>	<b>Non-Institutions</b>			<b>0</b>	<b>0.00</b>
(a)	Bodies Corporate	3736519	14.85	5378852	9.58
(b)	Individuals	8135725	32.34	34962009	62.26
(c)	NRI	5818766	23.13	8350149	14.87
(d)	Qualified Foreign Investor	0	0.00	0	0.00
(e)	Others	1981	0.01	1981	0.00
	<b>Sub-Total (B)(2)</b>	<b>17692991</b>	<b>70.34</b>	<b>48692991</b>	<b>86.71</b>
	<b>Total Public Shareholding (B) = (B)(1) +(B)(2)</b>	<b>17692991</b>	<b>70.34</b>	<b>48692991</b>	<b>86.71</b>
<b>C</b>	<b>Non Promoter Non Public</b>			<b>0</b>	<b>0.00</b>
C1	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00
C2	Shares held by Employee Trusts	611960	2.43	611960	1.09
	<b>Sub Total (C)</b>	<b>611960</b>	<b>2.43</b>	<b>611960</b>	<b>1.09</b>
	<b>Grand Total (A+B+C)</b>	<b>25155165</b>	<b>100.00</b>	<b>56155165</b>	<b>100.00</b>

**Notes:**

- 1) The pre-issue shareholding pattern is as on March 31<sup>st</sup>, 2023.
- 2) The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of **3,10,00,000** ( Three Crores Ten Lakhs) equity shares through preferential issue to the Proposed Allotees/ Investors as mentioned under Item no 2.
- 3) Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date on which the pre-issue shareholding pattern was prepared except as mentioned under point no 2 above.

**8. Amount which the Company intends to raise by way of such securities/ size of the issue:**

Issuance of up to **3,10,00,000 ( Three Crores Ten Lakhs)** fully paid-up equity shares of face value of Rs. 10/- (Rupees ten only) each, in one or more tranches, at an issue price of Rs 30/- (Rupees Thirty only) per equity share ("Equity Shares") aggregating to an amount not exceeding **Rs. 93,00,00,000 (Rupees Ninety Three Crores Only)** in aggregate.

**9. Proposal/ Intention of the Promoters, Directors or Key Managerial Personnel to subscribe the offer; contribution being made by the Promoters or Directors either as part of the preferential allotment or separately in furtherance of the objects:**

None of the Promoters, Directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above except for Mr. GV Krishna Rau, Independent Director (DIN: 06775731) as his Spouse Mrs. Gogineni Latha Krishna Rao is subscribing to the preferential issue .



**10. Proposed time frame within which the Preferential Issue shall be completed:**

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for issue of Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to the Proposed Allottees on a preferential basis), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

**11. Principal terms of assets charged as securities:** Not applicable.

**12. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares of the Company.

**13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the previous financial year i.e., 2022-23, no preferential allotment of securities was made by the Company.

The Company has not made any preferential allotment during the current financial year 2023- 2024.

**14. Valuation for consideration other than cash:** Not Applicable

**15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable.

**16. Lock-in Period:**

(a) The entire pre-preferential shareholding of the proposed Allottees shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchanges, as per the SEBI ICDR Regulations.

(b) The proposed allotment of Equity Shares shall be subject to lock-in for a period of 6 months from the date of grant of the trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

**17. Listing:**

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Equity Shares.

**18. Practicing Company Secretary's Certificate:**

The certificate from Ms. Vanitha Nagulavari, Practicing Company Secretary, M. No.: A26859, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR

Regulations shall be made available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company which can be accessed at the link: [www.tierraagrotech.com](http://www.tierraagrotech.com).

**19. Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with name and address of the valuer.**

The equity shares of the Company are listed BSE Limited ('BSE'). There is infrequent trading of shares of the Company on BSE. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid-up capital during the 12 calendar months.

The Company has obtained a valuation certificate dated 01<sup>st</sup> April, 2023 from Ms. Annamreddy Sravanthi, IBBI Registered Valuer, Hyderabad and same has been updated on the Website of the company and Website link is [www.tierraagrotech.com](http://www.tierraagrotech.com).

Considering the aforesaid requirements under Regulation 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 165 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 21.39/- per equity shares of Rs 10/- each. Same certificate is available at the website of the company at [www.tierraagrotech.com](http://www.tierraagrotech.com).

**20. Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of Equity Shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees, the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:**

Name and Category (public / promoter) of the Proposed Allottees. Current and Proposed Status of the Allottee	Details of the Proposed Allottees (name, address, country of incorporation /residency)	Class or classes of Proposed Allottees	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees	PAN	Pre Issue Equity holding	Pre-issue equity holding (%)	No of Equity shares to be allotted	Post Issue Equity holding	Post issue Percentage of shares held (%)
RAMAKRISHNA PRASAD KANURI Current and proposed status : Non Promoter	7225 North Mobley, Rd Odessa, Florida, USA -999999	Non Promoter	RAMAKRISHNA PRASAD KANURI	ACRPK5133B	1749006	6.95	156,518	1905524	3.3
AJAY DUTT KANURI Current and proposed status : Non Promoter	7225 North Mobley Road, Odessa, Florida, USA - 999999	Non Promoter	AJAY DUTT KANURI	CWFPK7300A	0	0	633,333	633333	1.1



NITYA KANURI Current and proposed status : Non Promoter	7225 North Mobley Road, Odessa, Florida, USA -999999	Non Promoter	NITYA KANURI	CWFPK7293E	541800	2.15	91,533	633333	1.1
ARJUN PRASAD KANURI Current and proposed status : Non Promoter	7225 North Mobley Road, Odessa, Florida, USA - 999999	Non Promoter	ARJUN PRASAD KANURI	CWFPK7297A	0	0	633,333	633333	1.1
NAVEEN BIKKASANI Current and proposed status : Non Promoter	4520 W Woodmere Rd, Tampa, Florida, USA - 999999	Non Promoter	NAVEEN BIKKASANI	AIXPB8438J	0	0	400,000	400000	0.7
DILIP AMRITLAL MEHTA DR. + DIPTI DILIP MEHTA Current and proposed status : Non Promoter	3568 Shoreline Circle,Plam Harbor,Palm Harbor, 34684, Florida, USA	Non Promoter	DILIP AMRITLAL MEHTA DR. + DIPTI DILIP MEHTA	AKZPM7904Q, ALGPM9298R	0	0	1,666,667	1666667	2.9
YERRAMANENI SHANTI Current and proposed status : Non Promoter	15-75, Tadikonda, Guntur, Andhra Pradesh , India - 522236	Non Promoter	YERRAMANE NI SHANTI	ARGPG6351D	0	0	100,000	100000	0.1
NANDITA PARVATHANENI Current and proposed status : Non Promoter	BLK A house 03, ministry of external affairs, housing, Complex, DRS Radhakrishnan Marg Delhi India - 110021	Non Promoter	NANDITA PARVATHANE NI	ABOPP0750F	99344	0.39	166,667	266011	0.4
VELLANKI VIJAYAKUMARI Current and proposed status : Non Promoter	73 Lumbini SLN Springs, Gachibowli, Hyderabad, Rangareddy, Telangana,India - 500032	Non Promoter	VELLANKI VIJAYAKUMA RI	AAGPV9284P	0	0	333,333	333333	0.5
KRISHNA PRASAD PALADUGU Current and proposed status : Non Promoter	202,Jyothi Edifice,Beside Ratnadeep supermarket, Srinagar Colony Hyderabad, Telangana - 500073,India	Non Promoter	KRISHNA PRASAD PALADUGU	AAQPP0555M	0	0	100,000	100000	0.1
KANNAIHDEVAKAR RAGHAV KRISHNA Current and proposed status : Non Promoter	Old No 122b, New No 3 Gill Nagar Extension,Chenna i, 600094, Tamil Nadu, India	Non Promoter	KANNAIHDEV AKAR RAGHAV KRISHNA	BKIPR1036G	0	0	166,667	166667	0.
H SRINIVASULU HUF Current and proposed status : Non Promoter	No 22 Canton Park Pet Bashirabad, Kompally,Jedimet Ila Quthubullapur, Behind Renova	Non Promoter	H SRINIVASULU HUF PAN: AACHH6540Q	AACHH6540Q	0	0	83,333	83333	0.1

	Hospital,Medchal , Hyderabad – 500055,India								
SAMATA S Current status : Non Promoter Current and proposed status : Non Promoter	No 22 Canton Park Pet Bashirabad, Kompally,Jedimet lla Quthubullapur, Behind Renova Hospital, Medchal, Hyderabad ,Telangana - 500067,India	Non Promoter	SAMATA S	CJZPS1069K	0	0	83,333	83333	0.1
VUNGARALA SWETHA Current and proposed status : Non Promoter	H-702, Nagarjuna Green ride Apartments,19th Main 27th Cross HSR Layout Sector 2, Bangalore, Karnataka-560102,India	Non Promoter	VUNGARALA SWETHA	AHAPV3388F	0	0	83,333	83333	0.1
NEELIMA TIRUMALASETTY Current and proposed status : Non Promoter	801 Valentine Tower, Gen A K Vaidya Marg, Pimpli pada Malad East, Mumbai-400097, Maharastra,India	Non Promoter	NEELIMA TIRUMALASETTY	ACMPT1089J	0	0	83,333	83333	0.1
GIREESHA TIRUMALASETTY Current and proposed status : Non Promoter	801 Valentine Towers,,General, A.K.Vaidya Marg,Pimlipada, Malad (East),Mumbai, 400097, Maharashtra, India	Non Promoter	GIREESHA TIRUMALASETTY	BFAPT9336L	0	0	83,333	83333	0.1
GUNARANJAN CHALLA Current and proposed status : Non Promoter	5-178/A/100/508 F.No.501 Varun, Resi Ippatam Rd, Mangalagiri, Guntur -522503, Andhra Pradesh,India	Non Promoter	GUNARANJAN CHALLA	ADWPC3834F	0	0	250,000	250000	0.4
KANTIPUDI STEELS PRIVATE LIMITED Current and proposed status : Non Promoter	Shop no-25, Muncipal Shopping, Complex Kambal Tank,Andhra Pradesh, Rajahmundry - 533103,Andhra Pradesh,India	Non Promoter	1. Sarvarayudu Kantipudi PAN: ACOPK1942K 2. CH VV Satyanarayana Murthy PAN: AEWPC2511A	AACCK5550G	0	0	750,000	750000	1.3



MANJUSHA MULUGURU Current and proposed status : Non Promoter	D.No 67 8 10, Patamata Vijayawada, Andhra Pradesh – 520010,India	Non Promoter	MANJUSHA MULUGURU	ABYPM1569P	0	0	83,333	83333	0.1
PRASAD INJAM Current and proposed status : Non Promoter	23205 British Manor Drive Clarksburg, Maryland -20871 USA	Non Promoter	PRASAD INJAM	AAOPI4303G	0	0	333,333	333333	0.5
CHALLA KODANDARAM CHOWDARY Current and proposed status : Non Promoter	Plot no 68 Road No 71, Jubilee Hills, Phase III, Hyderabad - 500033,Telangan a,India	Non Promoter	CHALLA KODANDARAM CHOWDARY	AAJPC5155D	0	0	166,667	166667	0.
KAMBHAMPATI BALAJI Current and proposed status : Non Promoter	New No 2 Old No 107c, 29th A Cross, Jayanagar 7th ,Block, Bangalore - 560082,Karnatak a,India	Non Promoter	KAMBHAMPATI BALAJI	ADTPB9582A	0	0	83,333	83333	0.1
KOSARAJU SAILAJA Current and proposed status : Non Promoter	D no 40-25-47, Kesava Towers, G-1, Mazid Road, Patamatalanka, Vijayawada - 520014,Andhra Pradesh,India	Non Promoter	KOSARAJU SAILAJA	ATBPK8995Q	0	0	166,667	166667	0.
NALLAMOTHU PADMAJA Current and proposed status : Non Promoter	D.No.8-89/1, Duggirala, Guntur District- 522330, Andhra Pradesh,India	Non Promoter	NALLAMOTHU PADMAJA	APNPP3602B	0	0	83,333	83333	0.1
ARUN KUMAR CHALLA Current and proposed status : Non Promoter	Flat No C11 NCL Apartments, Mangapuram Colony,Moula Ali Secunderabad Telangana- 500040,India	Non Promoter	ARUN KUMAR CHALLA	ADVPC4256G	0	0	166,667	166667	0.
SAHITHI SRI MANGA EADALA Current and proposed status : Non Promoter	8-2- 293/82/a/1086 Road No 55, Near Peddamma Temple Jubilee Hills Shiakpet Hyderabad 500033, Telangana India	Non Promoter	SAHITHI SRI MANGA EADALA	AAMPE5833F	0	0	166,667	166667	0.

GOPI KRISHNA GULLAPALLI Current and proposed status : Non Promoter	Villa No 193,Indu Fortune Fields KPHB Colony Kukkatpally, Hyderabad-500072,Telangana,India	Non Promoter	GOPI KRISHNA GULLAPALLI	ACWPG4895M	0	0	1,667,000	1667000	2.9
ZEN SECURITIES LTD Current and proposed status : Non Promoter	3 rd floor Plot No 151 152 and 153, Gev Tulasi opp JNTU Pragathi Nagar, Kukatpally, Hyderabad,-500090 Telangana,India	Non Promoter	Sugunavathy Kantheti PAN : AEOPK0358R	AAACZ0682Q	0	0	333,000	333000	0.5
PRATAP KANTHETI Current and proposed status : Non Promoter	15-31-Iff/99 Villa 99, Indu Fortune Fields Phase Xiii, KPHB Kukatpally Malkajgiri, Medchal -500072,hyderabad,Telangana,India	Non Promoter	PRATAP KANTHETI	AAUPK5132B	0	0	108,000	108000	0.1
LEKHYA ENTERTAINMENT PRIVATE LIMITED Current and proposed status : Non Promoter	405 Gev Tulasi, Plot No 151 152 153, Opp JNTU Pragathi,Nagar, Hyderabad-500090,Telangana,India	Non Promoter	Swapna Kantheti Pan : AMXPK4845Q	AABCL3986E	0	0	226,000	226000	0.
LAKSHMI DEVI KANTHETI Current and proposed status : Non Promoter	Villa no 18 Banyan Tree Retreat, Thummaloor, Tummalur, Maheswaram, K V Rangareddy-501359,Telangana,India	Non Promoter	LAKSHMI DEVI KANTHETI	AOLPK0527M	0	0	100,000	100000	0.1
SAMBASIVA RAO DONDAPATI Current and proposed status : Non Promoter	Plot no 173 Prashasan Nagar Road No, 72 Jubilee Hills, Hyderabad -500110,Telangana,India	Non Promoter	SAMBASIVA RAO DONDAPATI	ACWPD4070F	0	0	100,000	100000	0.1
MALLIKARJUN GADA Current and proposed status : Non Promoter	Flat No 304 Vasudha Residency, Pragathi Nagar Nr Mithila, Arch Kukatpally Trumalagiri,Hyderabad, 500072, Telangana, India	Non Promoter	MALLIKARJUN GADA	AEYPG8429D	0	0	100,000	100000	0.1



SREECHANDAN NAMINENI Current and proposed status : Non Promoter	H No 6 3 1112 7 303 Snow Drop, Aptsraj Bhavan Road Somajiguda, Hyderabad, 500016, Telangana, India	Non Promoter	SREECHANDAN NAMINENI	AEDPN1929E	0	0	100,000	100000	0.1
SMITHA POLINENI Current and proposed status : Non Promoter	8-3-228 Tara 2flat No103,Srinivasa Village Opp,Mahamood Function Hall Yousufguda, Hyderabad, 500045, Telangana, India	Non Promoter	SMITHA POLINENI	AGNPP1476E	0	0	100,000	100000	0.1
SANNAREDDY SURESH BABU Current and proposed status : Non Promoter	5-9-22-40 Flat No 101 JVR Amruth Enclave, Adarsh Nagar, Himayath Nagar LIC Division, Hyderabad, Telangana - 500063,India	Non Promoter	SANNAREDDY SURESH BABU	ASJPS3610B	0	0	100,000	100000	0.1
SUDHIR KONERU Current and proposed status : Non Promoter	2540 Clarke Crest Dr, Dubuque, Iowa – 999999, USA	Non Promoter	SUDHIR KONERU	ANRPK3042Q	0	0	883,333	883333	1.5
SRINIVASA RAO BALUSU Current and proposed status : Non Promoter	10-27, Seethanagaram Road, Yeditha Mandapeta, East Godavari, Andhra Pradesh – 533234,India	Non Promoter	SRINIVASA RAO BALUSU	AFKPB3464Q	0	0	333,333	333333	0.5
KARUMANCHI KARTHIKA Current and proposed status : Non Promoter	9-2-49,Main road Samarlakot,East Godavari, Andhra Pradesh - 533440,India	Non Promoter	KARUMANCHI KARTHIKA	AOJPK4092H	0	0	666,667	666667	1.1
VIJAYAKAMESWARI VEPA Current and proposed status : Non Promoter	H NO 5-239, Jana Priya West City, Near Sai Baba Temple Miyapur, Hyderabad- 500049,Telangan a,India	Non Promoter	VIJAYAKAMESWARI VEPA	ADCPC8821C	50000	0.2	133,333	183333	0.3
SAFFIRE FARMS LLP Current and proposed status : Non Promoter	Malaxmi courtyard, survey no. 157, khajaguda village NA Hyderabad Telangana 500008,India	Non Promoter	Tejaswini Yarlagadda PAN : AAIPY7324B	ADUFS4177M	0	0	2,000,000	2000000	3.5

DAMODAR KANURI Current and proposed status : Non Promoter	6103 Brightwaters CT Weeki Wachee FL 34607 USA	Non Promoter	DAMODAR KANURI	CSRPK4068B	0	0	133,333	133333	0.2
NISHANT MOHAN KANNEGANTI Current and proposed status : Non Promoter	Plot no 318 Rd no 10C MLA MP cly, Jubilee Hills, Hyderabad, Telangana – 500033, India	Non Promoter	NISHANT MOHAN KANNEGANTI	AKEPK5514B	17000	0.07	2,376,498	2,393,498	4.2
KRISHNA MURTHY ELLA Current and proposed status : Non Promoter	KSE farms, 1- 96/2 and 3 Mokila, Maharajpet,Near IBS College, Adjacent to Delhi Darbar, Shanka, KV Rangareddy, Telangana- 501203,India	Non Promoter	KRISHNA MURTHY ELLA	AACPE6389G	0	0	1,666,667	1,666,667	2.9
ANANTROOP FINANCIAL ADVISORY SERVICES PRIVATE LTD Current and proposed status : Non Promoter	A-1404, 14TH Floor, Naman Midtown Near India Bulls Senapati Bapat Marg Elphistone, W Mumbai Mumbai City Maharastra - 400013 India	Non Promoter	1. Meenaksi Sanjay Kothari PAN :ADIPK8705B 2. Sanjay Kothari PAN :AADPK2102L	AAFCA4925L	0	0	333,333	333333	0.5
SANDEEP CHOWDARY MEKA Current and proposed status : Non Promoter	2707 Point Vista Dr,Lewisville,Texas,Usa-999999	Non Promoter	SANDEEP MEKA	ANUPM3439J	0	0	66,667	66667	0.1
CHALLA AJITHA Current and proposed status : Non Promoter	H No 8-2-269/4a, Road No 2, Banjara Hills, Hyderabad - 500034, India	Non Promoter	CHALLA AJITHA	AJNPC9712B	0	0	12,258,120	12258120	21.8
GOGINENI LATHA KRISHNA RAO Current and proposed status : Non Promoter	Villa 116, The Retreat,Tarabana halli,Tharabana Halli,Bangalore,North Bengaluru,Karnataka-562157,India	Non Promoter	GOGINENI LATHA KRISHNA RAO	AFDPK5185Q	0	0	100,000	100000	0.1

## 21. Other Disclosures:

- (a) The Proposed Allotees/ Investors have confirmed that they do not hold any pre- preferential shares except Ramakrisna Prasad Kanuri, Nitya Kanuri, Nandita Parvathaneni, Vijaya Kameswari Vepa and Nishant Mohan Kanneganti and they further confirmed that none of them have sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date . Further, the promoter(s) or the promoter group has not transferred their respective Equity Shares in the Company during the 90 trading days preceding the Relevant Date.
- (b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.



- (c) Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- (d) Neither the Company nor any of its directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (e) The Company undertake to re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.
- (f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.
- (g) The Proposed Allotees/ Investors of the Company and will continue to be the Non-promoter of the Company post the Preferential Issues of Equity Shares.
- (h) The proposed preferential issue is not being made to any body-corporate incorporated in, or a national of, a country which shares a land border with India.

Issue of the said Equity Shares would be well within the expanded Authorized Share Capital of the Company subject to the approval of Shareholders in Item No. 01. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 02 in the accompanying notice for approval by the Members.

No preferential allotment is being made to any director of the Company or their relatives or key managerial personnel of the Company except to Mr. GV Krishna Rau, Independent Director (DIN: 06484768). None of the Directors, Key Managerial Persons of the Company or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution except Mr. GV Krishna Rau, Independent Director (DIN: 06775731).

By the Order of the Board  
For TIERRA AGROTECH LIMITED



Vijay Kumar Deekonda  
Wholetime Director  
DIN: 06991267

Place: Hyderabad  
Date: 01.04.2023

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U01119TG2013PLC090004

Name of the Company: TIERRA AGROTECH LIMITED

Registered Office: 1<sup>st</sup> Floor, Sravana Complex, Kamalapuri Colony Lane Next to LV Prasad Hospital, Road.No.2, Banjara Hills, Hyderabad, 500034, Telangana, India.

Name of the member (s):	E-mail Id:
Registered address:	No. of shares held
	Folio No.
	DP ID*.
	Client ID*.

\* Applicable for investors holding shares in electronic form.

I/We being the member(s) of.....shares of the above named Company hereby appoint:

1.Name:.....

Address:

E mail id:

Signature:....., or failing him

2. Name:.....

Address:

E mail id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, 2<sup>nd</sup> day of May, 2023 at 11.00 A.M at the Registered office of the Company at 1st Floor, Sravana Complex, Kamalapuri Colony Lane Next to L.V.Prasad Hospital, Road.No.2, Banjara Hills Hyderabad Telangana 500034 and at any adjournment thereof in respect of such resolutions as are indicated below:

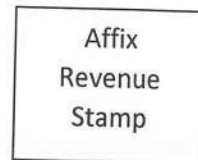
S.No.	Resolution	For	Against
1	Increase Of Authorised Share Capital Of The Company		
2	To Approve The Issue Of Equity Shares On Preferential Basis To Select Group Of Persons		

Signed this ..... day of..... 2023

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....



**Note : This Proxy form in order to be effective should be duly completed and deposited at the registered Office of the Company, not less that 48 hours before the commencement of the Meeting.**



**ATTENDANCE SLIP**  
PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER  
AT THE ENTRANCE OF THE MEETING HALL

---

Member / Proxy .....  
(First) (Middle) (Surname)

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Tuesday, 2<sup>nd</sup> May, 2023 at 11.00 a.m. at the registered office of the company at st Floor, Sravana Complex, Kamalapuri Colony Lane Next to LV Prasad Hospital, Road.No.2, BanjaraHills, Hyderabad Telangana, 500034.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

Signature of shareholder(s)/proxy

1. Only Member/Proxy holder/Authorised Representative can attend the Meeting.
2. Member/Proxy holder/Authorised Representative should bring his/her copy of the Notice of the EGM for reference as the practice of distribution of copies of the Report at the meeting has been discontinued.

**ROUTE MAP**

