

Date: 31st May, 2022

To

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai-400 001

Scrip Code: 543531; Stock Symbol: TIERRA

Dear Sir/Madam,

Sub: Intimation of Merger.

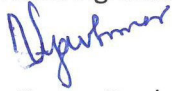
Ref: Regulation 30 read with Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In continuation to the announcement made by the Company on 30th May, 2022, regarding merger of Tierra Seed Science Private Limited, Wholly Owned Subsidiary of the Company into Tierra Agrotech Limited, Parent Company, by the Board of Directors, and pursuant to Regulation 30(2), Para A of Part A of Schedule III of the SEBI(LODR) Regulations, 2015, we are herewith enclosing the details as required under Regulation 30 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 No. CIR/CFD/CA D/4/2015 dated September 9, 2015 as **Annexure A.**

This is for your information and records.

Kind Regards

For Tierra Agrotech Limited



Vijay Kumar Deekonda

Whole Time Director

DIN: 06991267

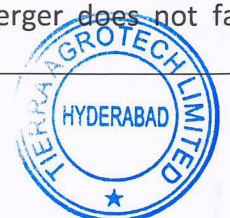


Encl.: A/a

Disclosure as per SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09th September, 2015

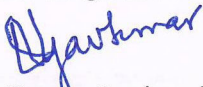
Particulars to be disclosed	Disclosure												
<p>Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as size, turnover, etc.</p>	<p>1. Name and other details of the entities forming part of the amalgamation/ merger</p> <p>1.1 Transferor Company: Tierra Seed Science Private Limited (Transferor Company) is a Private limited company incorporated under the Companies Act, 1956, having CIN: U01403TG2012PTC078361 and having its registered office at H. No. 6-3-348/10, Flat No. 403, 4th Floor, Nirmal Tower 200, Dwarakapuri Colony, Punjagutta Hyderabad Hyderabad TG 500082 IN.</p> <p>1.2 Transferee Company: Tierra Agrotech Limited (Transferee Company) is a public limited company incorporated under the Companies Act, 1956, and having its registered office at 01 st Floor, Sravana Complex, Kamalapuri Colony, next to LV Prasad Hospital, Road No -2, Banjara hills, Hyderabad - 500034. The equity shares of the Transferor Company are listed on BSE Limited.</p> <p>The Transferor Company is a wholly-owned subsidiary of the Transferee Company, Tierra Agrotech Limited.</p> <p>2. Details of net worth and revenue of the Transferor Company and Transferee Company</p> <table border="1" data-bbox="619 1422 1433 1821"> <thead> <tr> <th colspan="2">Transferor Company (Tierra Seed Science Private Limited)</th> </tr> </thead> <tbody> <tr> <td>Net Worth as at 31st March, 2022</td> <td>Rs. -17,51,29,393</td> </tr> <tr> <td>Revenue as at 31st March, 2022</td> <td>Rs. 85,71,406/-</td> </tr> <tr> <th colspan="2">Transferee Company (Tierra Agrotech Limited)</th> </tr> <tr> <td>Net Worth as at 31st March, 2022</td> <td>Rs. 47,18,26,794</td> </tr> <tr> <td>Revenue as at 31st March, 2022</td> <td>Rs. 56,74,92,107</td> </tr> </tbody> </table>	Transferor Company (Tierra Seed Science Private Limited)		Net Worth as at 31 st March, 2022	Rs. -17,51,29,393	Revenue as at 31 st March, 2022	Rs. 85,71,406/-	Transferee Company (Tierra Agrotech Limited)		Net Worth as at 31 st March, 2022	Rs. 47,18,26,794	Revenue as at 31 st March, 2022	Rs. 56,74,92,107
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<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms' length"</p>	<p>The Transferor Company is a wholly-owned subsidiary of the Transferee Company. As such, in terms of General Circular No. 30/2014 dated 17th July, 2014 issued by the Ministry of Corporate Affairs and Regulation 23(5)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the proposed amalgamation/ merger does not fall within the purview of related party transactions.</p>												

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Area of business of the entity(ies)	<p>1. Tierra Seed Science Private Limited (Transferor Company) is engaged in developing innovative seeds and agribusiness.</p> <p>2. Tierra Agrotech Limited (Transferee Company) is engaged in the business of seed research & development, production, sales and marketing.</p>
Rationale of amalgamation/merger	<p>The Scheme of Amalgamation provides for the amalgamation of the unlisted wholly owned subsidiary, Transferor Company (Tierra Seed Science Private Limited) into its Listed holding company, Tierra Agrotech Limited (Transferee Company).</p> <p>The amalgamation would result reduction in costs and expenses, optimum utilization of available resources, simplification of business processes, ease of raising capital and elimination of duplication of efforts, thereby leading to operational and administrative efficiencies and benefits of economies of scale.</p>
In case of cash consideration-amount or otherwise share exchange ratio	Since the Transferor Company is a wholly-owned subsidiary of the Transferee Company, no cash consideration is involved.
Brief details of change in shareholding pattern (if any) of the listed entity	There shall be no change in the shareholding pattern of the listed entity (Transferee Company) upon coming into effect of the Scheme as the cross holding held in the Transferor Company shall be cancelled.

Kind Regards
For Tierra Agrotech Limited


Vijay Kumar Deekonda
Whole Time Director
DIN: 06991267

