

REASONS FOR NON-SUBMISSION OF VALUATION REPORT AND FAIRNESS OPINION

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Grandeur Products Limited (Transferor Company) with Tierra Agrotech Private Limited (Transferee Company) pursuant to the provisions of Sections 230-232 of the Companies Act, 2013

With reference to the cited subject, please be informed that, in terms of Para (I) (A) (4) (b) of Annexure I to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 (“the Circular”), Valuation Report is not required in cases where there is no change in the shareholding pattern of the listed entity/ resultant company.

As per Para (I) (A) (4) (c) of the Circular, ‘change in shareholding pattern’ means:

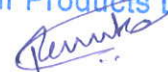
- (i) *change in the proportion of shareholding of any of the existing shareholders of the listed entity in the resultant company; or*
- (ii) *new shareholder being allotted equity shares of the resultant company; or*
- (iii) *existing shareholder exiting the company pursuant to the Scheme of Arrangement*

Further, Para (I) (A) (4) (d) (i) of the Circular illustrates the following example of ‘no change in shareholding pattern’:

In case a listed entity (say, “entity A”) demerges a unit and makes it a separate company (say, “entity B”):

- 1) *if the shareholding of entity B is comprised only of the shareholders of entity A; and*
- 2) *if the shareholding pattern of entity B is the same as in entity A; and*
- 3) *every shareholder in entity B holds equity shares in the same proportion as held in entity A before the demerger*

For Grandeur Products Limited



Company Secretary

Taking into consideration the above, please be informed that upon sanction of the Scheme of Amalgamation of Grandeur Products Limited (Listed Transferor Company) with its wholly-owned subsidiary, Tierra Agrotech Private Limited (Unlisted Transferee Company), the shareholding of the Listed Transferor Company in the Unlisted Transferee Company shall stand cancelled and the shareholders of the Listed Transferor Company shall be issued and allotted shares in the Unlisted Transferee Company in the same proportion in which they held shares in the Listed Transferor Company. The following table provides a brief of the same:

GRANDEUR PRODUCTS LIMITED (Listed Transferor Company)				TIERRA AGROTECH PRIVATE LIMITED (Unlisted Transferee Company)			
Pre		Post		Pre		Post	
No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
68,50,214	27.23	-	-	25,10,000	100.00	68,50,214	27.23
1,83,04,951	72.77	-	-	-	-	1,83,04,951	72.77
-	-	-	-	-	-	-	-
2,51,55,165	100.00	-	-	25,10,000	100.00	2,51,55,165	100.00

Inferring to the above table and the afore-mentioned clauses of the Circular, the following can be concluded:

- 1) The proposed Scheme does not satisfy any of the conditions for 'change in shareholding pattern' as mentioned in Para (I) (A) (4) (c) of the Circular, and
- 2) The proposed Scheme provides for issuance of shares of the Unlisted Transferee Company to the shareholders of the Listed Transferor Company in such a way that arrangement is similar to the illustration of 'no change in shareholding pattern' cited in Para (I) (A) (4) (d) (i) of the Circular.

Therefore, Valuation Report of a Registered Valuer and Fairness Opinion of a SEBI registered Merchant Banker thereon is not required to be submitted for the instant Scheme of Amalgamation.

For **Grandeur Products Limited**


Renuka Gunasekhar
 Company Secretary
 M. No.: A63007



Place: Hyderabad
 Date : 15.12.2020