



## DUE DILIGENCE CERTIFICATE

July 06, 2021

To,  
**The Board of Directors**  
Tierra Agrotech Private Limited,  
H.No. 1-62-192, 3rd Floor,  
Dwaraka Avenue Kavuri Hills,  
Madhapur, Hyderabad- 500033,  
India

Dear Sir/Madam,

- Sub** : Certificate on adequacy and accuracy of disclosure of information in Abridged Prospectus of Tierra Agrotech Private Limited dated July 05, 2021
- Ref** : Amalgamation of Grandeur Products Limited (hereinafter referred to as "the Transferor Company" or "GPL") with Tierra Agrotech Private Limited (hereinafter referred to as "the Transferee Company" or "TAPL").

Dear Sir,

We, Mark Corporate Advisors Private Limited, refer to our engagement letter dated November 12, 2020 for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to Amalgamation of GPL with TAPL.

### Regulatory Requirement

SEBI vide its circular no. CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ("SEBI Circular") prescribed requirements to be fulfilled by the listed entities when they propose a Scheme of Amalgamation and Arrangement. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a Scheme of Arrangements with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for Abridged Prospectus as provided in Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) ("ICDR") Regulations, 2018 (*erstwhile Part D of schedule VIII of SEBI (ICDR) Regulations, 2009*).

**We, the Merchant Banker to the above mentioned offer, state and confirm that:**

- We have examined various documents and other materials in connection with finalization of disclosure of information in the Abridged Prospectus pertaining to Tierra Agrotech Private Limited, which will be circulated to the members at the time of seeking their consent to the

A handwritten signature in black ink, appearing to be "L. J.", is located to the left of the company name.

**MARK CORPORATE ADVISORS PVT. LTD.**

CIN No : U67190MH2008PTC181996

GSTIN/UIN : 27AAFCM5379J1ZY

404/1, The Summit Business Bay, Sant Janabai Road, (Service Lane), Off. W. E. Highway, Vile Parle (E), Mumbai - 400 057  
Tele : +91 22 2612 3207 Fax : +91 22 2612 3208 Web : www.markcorporateadvisors.com E-mail : info@markcorporateadvisors.com



proposed Scheme of Amalgamation and Arrangement provides for amalgamation of GPL with TAPL as a part of explanatory statement to the notice.

- On the basis of such examination and the discussions with the management of TAPL, its directors, others officers, other agencies and on independent verification of contents of Abridged Prospectus and other paper furnished to us; we state that:
  - ❖ The Information contained in the Abridged Prospectus dated July 05, 2021 is in conformity with the relevant documents, materials and other papers related to TAPL.
  - ❖ The Abridged Prospectus contains applicable information pertaining to as required in terms of SEBI Circulars which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme of Amalgamation and Arrangement provides for amalgamation of GPL ("**Transferor Company**") with TAPL ("**Transferee Company**").

**Disclaimer and Limitation:**

- This certificate is a specific purpose certificate issued in terms of and in compliance with SEBI circular and hence it should not be used for any other purpose or transaction.
- This certificate is issued on the basis of examination of information and documents provided by Tierra Agrotech Private Limited (Herein after referred as "**TAPL**" / "**Company**") and information which is available in the public domain and wherever required, the appropriate representation from the company has also been obtained.
- We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
- Our opinions is neither should it be constructed as our opining nor certifying the compliance of the proposed Scheme of Amalgamation and Arrangement with the provision of Companies Act, 2013 or any laws including taxation, SEBI, related laws as applicable to the company or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

**For Mark Corporate Advisors Private Limited**

A handwritten signature in black ink, appearing to read "Rajendra Kanoongo", is written over a horizontal line.

**Rajendra Kanoongo**

**Jt. Managing Director**

**Place: Mumbai**

**MARK CORPORATE ADVISORS PVT. LTD.**

CIN No : U67190MH2008PTC181996

GSTIN/UIN : 27AAFCM5379J1ZY

404/1, The Summit Business Bay, Sant Janabai Road, (Service Lane), Off. W. E. Highway, Vile Parle (E), Mumbai - 400 057  
Tele : +91 22 2612 3207 Fax : +91 22 2612 3208 Web : www.markcorporateadvisors.com E-mail : info@markcorporateadvisors.com