

SAMEERA AGRO AND INFRA LIMITED

(Formerly known as Sameera Infra Projects Private Limited)

22nd Annual Report 2022-23

Notice of 22nd Annual General Meeting

NOTICE is hereby given that an 22nd Annual General Meeting of the Members of Sameera Agro and Infra Limited will be held on Friday, the 30th day of June, 2023 at 03.00 p.m. at the registered office of the Company at Plot No.54 & 55, A.G. Arcade, Balaji Co-operative Housing Society, Diamond Point, Gunrock, Secunderabad-500009, Telangana to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 consisting of the Balance Sheet, Statement of Profit and Loss, Cashflow Statement together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. **Appointment of Mr. Seshasai. Ch (DIN: 07447853) as an Independent Director.**

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 Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force) Mr. Seshasai. Ch (DIN: 07447853), who was appointed by the Board of Directors (subject to the approval of the Members of the Company,) as an Additional Director (Non-Executive & Independent) of the Company with effect from 10th day of February, 2023 till the conclusion of ensuing Annual General Meeting and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, for a term of 5 (Five) years, with effect from 1st day of July, 2023 to 30th June, 2028.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”



3. Appointment of Mr. Gandla Srinivasa Rao (DIN: 09823244) as an Independent Director.

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 Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force) Mr. Gandla Srinivasa Rao (DIN: 09823244), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 14th day of December, 2022 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, for a term of 5 (Five) years, with effect from 1st day of July, 2023 to 30th June, 2028.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

4. Appointment of Mr. Challagulla Devanand (DIN: 09820362) as an Independent Director.

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 Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force) Mr. Challagulla Devanand (DIN: 09820362), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 14th day of December, 2022 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, for a term of 5 (Five) years, with effect from 1st day of July, 2023 to 30th June, 2028.”



“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

5. Further issue of shares

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT Pursuant to provisions of Sections 23 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and all other applicable Rules made thereunder, including the Companies (Share Capital and Debenture) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendments/modifications thereto or re-enactment thereof, for the time being in force) (collectively the ‘Companies Act’) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable laws or Regulations, including without limitation to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI (ICDR) Regulations’), the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended (‘SCRA’), and the Rules framed thereunder (including any amendment thereto or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR) Regulations’), the listing agreement to be entered into by the Company with one or more Stock Exchanges as the case may be (‘Stock Exchanges’) where the Equity Shares of the Company having Face Value of Rs. 10/- each (‘Equity Shares’) are to be Listed (‘Listing Agreement’) the Foreign Exchange Management Act, 1999 (‘FEMA’) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and in accordance with the Rules, Regulations, Guidelines, Notifications, Circulars and Clarifications Issued thereon, from time to time, by the Government of India (‘GOI’), Department of Industrial Policy and Promotion, Government of India (‘DIPP’) the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), Stock Exchanges, the Registrar of Companies, the Department of Economic Affairs, the Ministry of Finance and/or any other Competent Authorities (‘Competent Authorities’) and subject to such Approval(s), Consent(s), Permission(s) and Sanction(s) as may be required from such Competent Authorities and subject to such condition(s) and modification(s) as may be prescribed, stipulated or imposed by such Competent Authorities while granting such Approval(s), Consent(s), Permission(s) and Sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expressions shall deemed to include any Committee(s), constituted/to be constituted by the Board and/or any Director(s) of the Company, delegated with the Powers necessary for the purpose, to exercise its Powers including the Powers conferred by this Resolution), the Consent of the



Members of the Company be and is hereby granted for an Initial Public Offering of the Equity Shares of the Company, and the Board be and is hereby authorized to Create, Offer, Issue and Allot 34,80,000 (Thirty Four Lakhs Eighty Thousand) Equity Shares of the Face Value of Rs.10/- (Rupees Ten only) (the 'Equity Shares') each at a Premium of Rs.170/- (Rupees One Hundred and Seventy only) Per Share aggregating to Rs.62,64,00,000 (Rupees Sixty Two Crores Sixty Four Lakhs only) and on such terms and conditions as may be decided and deemed appropriate by the Board in any mode whether Fixed or through Book -Building Mechanism, through Draft Prospectus/Prospectus in consultation with the Merchant Banker or any other advisor in one or more tranches to such Person or Persons, who may or may not be the Members of the Company at such Premium as the Board may, at its sole discretion, decide in consultation with the Merchant Banker so appointed including Foreign/Resident Investors, Eligible Foreign Institutional Investors ('FIIs'), Foreign Portfolio Investors ('FPIs'), sub-accounts of Eligible FIIs/FPIs, Foreign Venture Capital Investors, Indian and/or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Qualified Institutional Buyers, Eligible Employees of the Company, Retail Investors, Bodies Corporate, any other Company/Companies, Private or Public or other Body Corporate(s) or Entities whether incorporated or not, and such other Persons in one or more combinations thereof and/or any other categories of Investors ('Issue'/'Initial Public Offer'/'IPO'), which shall include, reservation of a certain number of Equity Shares for any category or categories of Persons, if any as permitted under applicable laws, including, on such terms and conditions as may be finalized by the Board, in consultation with the Merchant Bankers and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the Equity Shares on the stock exchange/s as may be decided by the Board from time to time.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all such Agreements and Arrangements as well as Amendments, Supplements, Notices or Corrigenda thereto in connection with the IPO, with any Merchant Bankers, Underwriters, Market Maker, Guarantors, Escrow Agents, Registrars, Accountants, Legal Counsel, Depository(ies), Custodians, Credit Rating Agencies, Monitoring Agencies, Advertising Agencies, and all such Persons or agencies as may be involved in or concerned with the IPO and to remunerate all such agencies in cash or otherwise, including by way of payment of Commission, Brokerage, Fees, or Reimbursement for Expenses incurred in relation to the IPO."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition, or variation in relation to the Initial Public Offer, in consultation with the Merchant Banker or SEBI or Stock Exchange or such other Authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact Issue Structure and the exact component of the Issue Structure."



“RESOLVED FURTHER THAT for the purpose of giving effect to any Offer, Issue or Allotment of Equity Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to seek Listing of any or all of such Equity Shares on one or more Stock Exchanges in India.”

“RESOLVED FURTHER THAT the Equity Shares Issued and Allotted pursuant to the Issue, shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank Pari-Passu in all respects with the existing Equity Shares of the Company, except as otherwise provided pursuant to the Terms of the Issue and in any offering document.”

“RESOLVED FURTHER THAT such of the Equity Shares to be issued as are not subscribed in the Issue may be disposed of by the Board to such Persons and in such manner and on such terms as the Board may, in its absolute discretion, deem beneficial to the Company, including Offering or placing them with Banks/Financial Institutions/ Investment Institutions/Mutual Funds/Foreign Institutional Investors/Bodies Corporate/such other Persons or otherwise as the Board may, in its absolute discretion, deem fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any Offer, Issue or Allotment of Equity Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Equity Shares that may be offered and proportion thereof, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for Managing, Underwriting, Marketing, Market Making, Listing, Trading and providing legal advice as well as acting as Depository, Custodian, Registrar, Stabilizing Agent, Paying and Conversion Agent, Trustee, Escrow Agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to Draft Red Herring Prospectus, Prospectus and/or Offer Documents and Agreements including filing of Registration Statements, Prospectus and other documents (in Draft or Final form) with any Indian or Foreign Regulatory Authority or Stock Exchanges and sign all deeds, documents and writings and to pay any Fees, Commissions, Remuneration, Expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the Issue, Offer or Allotment of Equity Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the Issue Proceeds, appointment of Intermediaries, as it may in its absolute discretion deem fit without being required to seek further Consent or Approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”



“RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to delegate all or any of the Powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the this Resolution and any Issue and Allotment of Equity Shares pursuant to the IPO, the Board and any other Committee thereof, be and is hereby authorized to determine the terms of the IPO including the Class of Investors to whom the Securities are to be Allotted, the Number of Securities to be Allotted in each tranche, Issue Price, Premium Amount, discount to Retail Individual Bidders, Listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts deeds, matters and things and to negotiate, finalize and execute such deeds, documents and agreements' as it may, in its absolute discretion, deem necessary proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offering, Issue, Allotment and Utilization of IPO proceeds, if applicable and such other activities as may be necessary' in relation to the IPO and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions of the IPO as may be required by SEBI, the LMs, Syndicate Members or other authorities or agencies involved in or concerned with the IPO or as the Board in its absolute discretion deem fit and proper in the best interest of the Company, without requiring any further approval of the Members and that all or any of the Powers conferred on the Company and the Board pursuant to these Resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in this behalf.”

“RESOLVED FURTHER THAT in connection with any of the foregoing Resolution, the Directors and such other Persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all other acts of things as may be necessary appropriate or advisable in order to carry out the purposes and intent of the foregoing Resolutions for the IPO; and any such documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT certified copies of this Resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.”



6. Change of Objects Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Objects clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

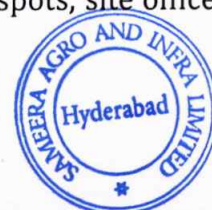
A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'.

B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

1. To establish and carry on in India or elsewhere the business of manufacture, produce, process, treat, assemble and cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers, gardeners dairymen, dairy farmers and to set up processing unit for import, export, distribute, sale, purchase or deal in agriculture produce of all description like fruits, vegetable, seeds, all type of staple food like rice, wheat, mustard, vegetables, cereals, pulses, millets, spices, all types and kind of oils, fats, made from any of the products, all type of meals, organic products and herbal products and to do trading of the agri-commodities whether perishable or non- perishable and also do stocking of the same at their own premises or leased premises and promote, sell their own brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items and to act as agent, broker, stockiest, distributor, importer, exporter, trader, buyer, seller, vendor, consultant, job-worker or otherwise deal in all shapes, sizes, users, capacities, specifications, description, qualities and verities of products generally consumed or may be consumed or used by any living being or meant for any commercial or industrial use.
2. To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing units, warehouses, cold storages, logistics, preservation or storage with the installation, buy, acquire, taking on lease of plant, machinery, cold storage, air conditioning, refrigeration and other equipment for import, export, distribute, sale, purchase or deal in agriculture produce of all description and to establish and to do the business of consultants and advisor and give information on time-to-time basis about the new policies and procedure advised by the GOI on organic production of different crop and give advice on the rates of organic produces along with future prices trends to do also provide consultations on hydroponics and aeroponics farming along with end-to-end solutions and to undertake the activities for its.



3. To carry on the business of manufacturers, millers, grinders, rollers, processors, tankers, packers and preserves, and dealers of all foods from agriculture products, dairy products, horticulture and poultry products, fruits, vegetables, flowers, meats, processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, potential foods, health and instant foods of all kinds, including baby and dietic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description.
4. To carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers of agriculture produce of all description, like fruits, vegetable, seeds, organic products and herbal products and deal in such business as may be required by farmers and dealers of agriculture produce.
5. To construct, erect, build, repair, remodel, demolish, develop, improve, grade, curve, pave macadamize, cement and maintain buildings, structures, houses, apartments, townships, multi- storied complex, landscapes, hospitals, schools, places or workship, highways, roads, paths streets, sideways, sea ports, airports bridges, fly-overs, subways, alleys, pavements, and laying of gas pipelines, slurry pipelines for private and Government and public sector undertakings etc., and to do other similar constructions levelling or paving work and to build, construct and repair railways, waterways, ports pipes, docks, water works, drainage works, light houses, power houses, and floor and to do all kinds of excavating, dredging and digging work; to make all kinds of iron, wood glass, machinery, and earth construction to design, devise, decorate, plant model and to furnish labour and all kinds of material to supervise construction or other work, to act as values, appraisers, referees and accessories to investigate into conditions of building and other structures of all kinds and to supply efficient and honest arbitrators amongst its personnel.
6. To carry on business of acquiring, purchasing land and sell the same or develop the land and sell and provide service of developing lands with or without growing all kinds of plantations, on turnkey basis in India and Outside India and to purchase, acquire, take on lease or in exchange or in any other lawful manner any area land building, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets, or other building or convenience thereon and to equip the same or any part thereof with all or any amenities or conveniences, drainage facility, electric and to deal with the same in any manner whatsoever.
7. To enter into any arrangement, agreement, contract, sub-contract, lease, sub-lease with Central or any State Government, Department and undertakings, municipally, Local authority, Corporation, Cooperative Society, Company, firm, Partnership person or persons, Individual or Individuals in furtherance of any objects of the Company, to establish branches, depots, work spots, site offices



for purposes of carrying out the objects of the Company and to act as consulting engineers, architects, designers, decorators, founders, painters, engravers, masons and structural engineers.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. Adoption of new set of Memorandum of Association

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) - 'Other Objects' with Clause III (B) - 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently changing the objects numbering as may be appropriate.”

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) - MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:”

“RESOLVED FURTHER THAT the existing Clause III (C) - Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or



doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. Adoption of new set of Articles of Association

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the proposed public issue and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the Memorandum and Articles of Association (MoA) and subject to the applicable provisions of any other applicable law, the consent and approval of the Members of the Company be and is hereby accorded for substitution of the existing set of Articles of Association (AoA) of the Company with the new set of AoA of the Company and the same be approved and adopted as the new AoA of the Company in total exclusion and substitution of the existing AoA of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

9. Approval of Borrowing Powers

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

“RESOLVED THAT in supersession of all earlier resolutions and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the



Companies Act,2013 (including any statutory modifications or re-enactments thereof) and rules made there under as may be amended, from time to time and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard), to borrow, for the purposes of the Company's business, any sum or sums of money from time to time at its discretion in accordance with the Memorandum and Articles of Association of the Company notwithstanding that such sum or sums of money together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from time to time from the Company's bankers in the ordinary course of Business) may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided the aggregate of all sums borrowed by the Board from time to time and remaining outstanding shall not exceed, at any point of time, Rs. 100 Crores (Rupees hundred crores only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities, etc. as it may consider fit in the interest of the Company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution."

10.Approval of Mortgage/Create Charge Powers

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

"RESOLVED THAT in supersession of all earlier resolutions and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company and to transfer, sell or dispose of all or any part of the moveable or immovable properties of the Company, wherever situated, both present and future, in such manner as the Board may deem fit, in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments to secure borrowings of the Company availed / to be availed by way of rupee term loans/foreign currency loans, debentures, bonds and other instruments provided that the total amount of such loans/borrowings shall not exceed at any time the limits approved under section 180(1)(c) of the Companies Act, 2013."



“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize and settle and also authorized to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with respect to creation of mortgage/ charge as aforesaid.

**By order of the Board of Directors
For Sameera Agro and Infra Limited**


Satya Murthy Sivalenka
Director
DIN: 00412609

Date: 24.05.2023
Place: Hyderabad

Notes:

- 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited Companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.**
2. 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 proxy for any other member. A proxy form is annexed to this Notice.
3. For the convenience of Members and proper conduct of the meeting, entry to the meeting venue will be regulated by attendance slip. Members / Proxies are requested to duly fill the attendance slips and hand it over at the entrance of the meeting to attend the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate Shareholders intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
6. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2

Mr. Seshasai. Ch (DIN: 07447853) was appointed as an Additional Director (Non-Executive & Independent) Director of the Company by the Board of Directors at the meeting held on 10th day of February, 2023 and subject to the approval of the Members of the Company, also approved to appoint him as Non-Executive Independent Director for a term of 5 (Five) years from the conclusion of the ensuing Annual General Meeting. Pursuant to the provisions of Section 161(1), and Section 149 of the Companies Act, 2013 and the Articles of Association of the Company and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Seshasai. Ch, as a candidate for the office of a Director. The brief profile of Mr. Seshasai. Ch is given below:

Mr. Seshasai Ch is a post graduate in M.Com., and also professional and Member of the ICSI and ICAI and also completed Intermediate of CMA. He worked as a Company Secretary in an unlisted public Company for a period of 5 years and in practice as Chartered Account for 6 years.

He is having vast knowledge and experience in fund management, compliances, tax matters, auditing etc.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Seshasai. Ch has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Mr. Seshasai. Ch fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Seshasai. Ch possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Seshasai. Ch, Director as a Non-Executive Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Seshasai. Ch as a Non-Executive Independent Director is now being placed before the Members in this General Meeting for their approval.

Mr. Seshasai. Ch is interested and concerned in the Resolution mentioned at Item No. 2 of the Notice.



Other than Mr. Seshasai. Ch, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 2 of the Notice for approval of the Members.

Item No. 3

Mr. Srinivasa Rao Gandla (DIN: 09823244) was appointed as an Additional Independent Director of the Company by the Board of Directors at the meeting held on 14th day of December, 2022. Pursuant to the provisions of Section 161(1), and Section 149 of the Companies Act, 2013 and the Articles of Association of the Company and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Srinivasa Rao Gandla, as a candidate for the office of a Director. The brief profile of Mr. Srinivasa Rao Gandla is given below:

Mr. Srinivasa Rao Gandla is a Graduate in B.Tech (Electronics and Communications) from RVR & JCOP College of Engineering, Guntur, Andhra Pradesh from Nagarjuna University.

He had worked in small and medium corporates in senior positions at the helm of affairs in the field of networking and hardware solutions. During the stint of his association with corporates, he acquired vast business exposure, administrative and technical skill sets. Thereafter, he started his own firm and rendering consultancy services to various organisations. He is now associated with Sameera Infra Projects Private Limited as a Director.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Srinivasa Rao Gandla has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Mr. Srinivasa Rao Gandla fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Srinivasa Rao Gandla possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Srinivasa Rao Gandla, Director as a Non-Executive Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Srinivasa Rao Gandla as a Non-Executive Independent Director is now being placed before the Members in this General Meeting for their approval.

Mr. Srinivasa Rao Gandla is interested and concerned in the Resolution mentioned at Item No. 3 of the Notice.



Other than Mr. Srinivasa Rao Gandla, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the Members.

Item No. 4

Mr. Challagulla Devanand (DIN: 09820362) was appointed as an Additional Independent Director of the Company by the Board of Directors at the meeting held on 14th day of December, 2022. Pursuant to the provisions of Section 161(1), and Section 149 of the Companies Act, 2013 and the Articles of Association of the Company and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Challagulla Devanand, as a candidate for the office of a Director. The brief profile of Challagulla Devanand is given below:

Mr. Challagulla Devanand hails from agriculture family and has got vast experience in forming and growing of commercial crops, in particular specialized in pulses, cereals and grains. For the past 25 years, he has been in the field and associated with various marketing yards in Telangana and Andhra Pradesh. He has been into farming, marketing and distribution of traditional and commercial crops.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Challagulla Devanand has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, Challagulla Devanand fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Challagulla Devanand possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Challagulla Devanand, Director as a Non-Executive Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Challagulla Devanand as a Non-Executive Independent Director is now being placed before the Members in this General Meeting for their approval.

Challagulla Devanand is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice.

Other than Challagulla Devanand, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.



Item No. 5

The Company proposes to create, offer, issue and allot 34,80,000 (Thirty four lakhs eighty thousand) equity shares of Rs. 10/- (Rupees ten only) each at a price of Rs. 180/- (Rupees one hundred eighty only) each of the Company by way of Public Offer (the "Issue" or the "IPO") from time to time in one or more tranches, which shall include, without limitation, Equity Shares offered, issued and allotted to individuals or other entities, whether or not such Investors are Members of the Company, under IPO issue through offer letter and/or circular and/or such other documents/writings, in such a manner or such terms and conditions as may be determined by the Board in its absolute discretion subject to compliance of all applicable provisions of the Companies Act, 2013 and rules made thereunder and other application regulations and laws. The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares of the Company.

Material information pertaining to the Offer is as follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted through the Offer Price, which was determined and finalized by the Company in consultation with the lead managers, in accordance with the SEBI ICDR Regulations.

(ii) The object(s) of the Offer:

The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

(iii) Intention of Directors/Key management personnel to subscribe to the Offer:

The Company has not made and will not make an offer of Equity Shares to any of the directors or key management personnel. However, the directors or the key management personnel may apply for the Equity Shares in the various categories under an Offer in accordance with applicable law, including the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:

No change in control of the Company or its management is intended or expected pursuant to the Offer.

The Equity Shares are proposed to be listed on the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.



None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the objects Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The "Main Objects" clause of the Memorandum of Association of the Company is being amended by deletion of Clause III (A) and with insertion of New Clause III (A). The Board at its meeting held on 24th day of May, 2023 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III(A) is accordingly to be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'

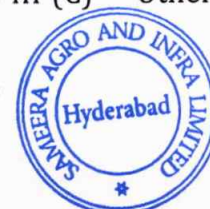
The proposed change of objects clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

Item No. 7

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public Companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) - 'Other



Objects' with Clause III (B) - 'Objects Incidental or Ancillary to the attainment of the Main Objects' and also to rename Clause III (B) of the Object Cause as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are: and numbering appropriately.

This will result in the existing clause III (C) - Other objects of the Memorandum of Association of the Company to be deleted in its entirety. The Board at its meeting held on 24th day of May, 2023 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The proposed change of objects clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

Item No. 8

In order to undertake the proposed public issue, the Company will be required to ensure that the Articles of Association of the Company (the "AoA") conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges.

The Company therefore proposes to adopt a new set of AoA that shall conform to the requirements and directions provided by the stock exchanges and contain such other articles as required by a public limited Company under applicable laws (including the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended).

The Board of Directors vide resolution passed on 24th day of May, 2023 has approved the amendments proposed in the AoA. Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the Members of the Company by way of a Special Resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel are concerned or interested in the proposed resolution, except in the ordinary course of business.

The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.



Item No. 9 & 10

In terms of provisions of section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves.

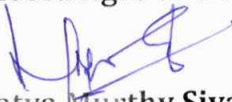
Further, the said borrowings/issue of securities may require to be secured by way of mortgage/charge over all or any part of the movable and/or immovable properties of the Company and as per provisions of Section 180(1)(a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence requires approval from the shareholders of the Company. The Board of Directors had, in its meeting held on 24th day of May, 2023, considered and approved, subject to the approval of the shareholders, increasing the borrowing limits of the Company to Rs. 100 Crores (Rupees hundred crores only) and creation of security on the properties of the Company and recommends Resolution Nos. 9 and 10 of the accompanying Notice to the shareholders for their approval by way of special resolution.

Accordingly, the Directors recommend the matter and the resolutions set out in the Notice for the approval of the Members of the Company by way of passing a Special Resolutions.

None of the Directors, Key Managerial Persons of the Company and their relatives is concerned or interested in the resolutions.

The Board recommends the Special Resolution set forth in Item Nos. 9 and 10 of the Notice for approval of the Members.

**By order of the Board of Directors
For Sameera Agro and Infra Limited**



Satya Murthy Sivalenka

Director

DIN: 00412609



Date: 24.05.2023
Place: Hyderabad

BOARD'S REPORT

To,
The Members
Sameera Agro and Infra Limited

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on 31st March 2023.

1. Financial Results

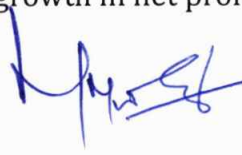
The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(Amount in Rs.)

Particulars	For the Year ended 2022-2023	For the Year ended 2021-2022
Income from Business Operations	138,81,82,720	105,33,55,806
Other Income	0.00	0.00
Total Income	138,81,82,720	105,33,55,806
Total Expenses excluding Tax, Interest & Depreciation	125,12,09,628	1,01,56,29,318
Profit Before Tax, Interest and Depreciation	13,69,73,092	3,77,26,488
Less: Interest and other Financial Charges	24,358	16,138
Profit before Tax and Depreciation	13,69,48,734	3,77,10,350
Less: Depreciation	4,49,898	4,34,712
Profit before tax	13,64,98,836	3,72,75,638
Less: Current Income Tax	3,61,58,541	98,74,317
Less: Deferred Tax	(32,696)	(15,477)
Net Profit/(Loss) after Tax	10,03,72,991	2,74,16,798
Earnings per share (Basic)	11.91	6.50
Earnings per Share (Diluted)	11.91	6.50

2. Operations

Your Directors are very happy to report that the Company has posted the spectacular results and performance during the year under review. The Company has reported total revenue of Rs. 138,81,82,720 during the current year as compared to Rs. 105,33,55,806 in the previous year and net profit of Rs.10,03,72,991 in the current year as compared to Rs.2,74,16,798 in the previous year translating into growth of 31.79% in revenues and 266.10% growth in net profit over the previous year.

S. Kameswari

Sameera Agro and Infra Limited

CIN: U45201TG2002PLC038623

(Formerly known as Sameera Infra Projects Private Limited)

Plot No. 54 & 55, A.G. Arcade, Balaji Co-operative Society, Transport Road, Secunderabad-500 009
Tel: +91 040 40123364, E-mail: info@sameeraagroandinfra.com, Website: www.sameeraagroandinfra.com

3. Business and future outlook

Your Directors take immense pleasure in reporting that, during the past four years 2019-20, 2020-21, 2021-22 and 2022-23, the business of the Company has grown at an average growth rate of 150% year on year basis. The business of the Company has been bifurcated into two divisions viz., Infrastructure & Construction and Agri-Business.

Till the year 2019-20, the Company was into only infrastructure and construction. From the year 2020-21 onwards, your Company diversified into the business of processing, drying, sale, purchase, marketing and distribution of agricultural commodities in the previous year and the same was done and substantial business during the year under review also, by taking the advantage of the experience, network gained and developed over a period of time and enormous business opportunities available in the market and with a view to maintain balanced and substantial growth of the Company. Since then, with the addition of new business, the Company has posted spectacular growth in revenues for the year 2020-21 at Rs.8008.94 lakhs registering growth of 276.59% over the previous year 2019-20. Thereafter, the Company has registered growth of 31.51% and 31.79% in revenues for the years 2021-22 and 2022-23 respectively.

The Company has established over a period of 3 years wide network of dealers and distributors for the development of agri-business and poised for a bigger growth in the years to come. Especially, your directors take a pride to report the Company has rewarded the shareholders by issue of Bonus Shares in the ratio of 1:1 during the year 2022-23. Your directors are confident that going forward with the same trend, the Company may come out with many more happy news and events rewarding its shareholders in the near future.

Your Directors are immensely happy to report that the Company envisages SME IPO for raising funds to the tune of Rs.6264 lakhs for funding (a) completion of balance ongoing 2 residential and 1 commercial projects at Dharmaram Village, Keesara Mandal, Medchal-Malkajgiri District at an outlay of Rs.661.85 lakhs, (b) to meet the cost of construction of Rs.4969.05 lakhs for proposed new commercial multiplex project at the above said location, (c) to meet additional working capital requirement of Rs.383.10 lakhs for agri-business and (d) balance funds to meet issue expenses and general corporate purposes.

With the SME IPO, the Company proposes to list its shares on 'Emerge' platform of National Stock Exchange of India Limited (NSE) and envisages liquidity for shares on the NSE for its shareholders and investors.

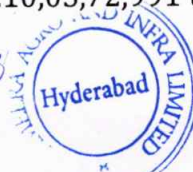
With the growth plans on hand and future growth strategies, the Company expects multiple growth in the years to come and promises to reward its shareholders with good returns on equity and investment and capital appreciation.

4. Transfer to reserves

The Company has transferred an amount Rs.10,03,72,991 to reserves during the year under review.



S. Kameswari



5. Share Capital

The Paid-up Equity Share Capital as on 31st March, 2023 was Rs.8,42,98,000.

During the year under review, the Company has issued 42,14,900 Bonus Shares as on 10th February, 2023 at par in the ratio of 1:1 by capitalising free reserves and surplus of Rs.4,21,49,000 (Rupees four crores twenty one lakhs forty nine thousand only) of the Company as on 31st March, 2022 and except that, the Company has not:

- a. bought back any of its securities
- b. issued any Sweat Equity Shares
- c. provided any Stock Option Scheme to the employees

6. Material Changes between the end of the financial year to which the financial statements relate and the date of the report, if any

The Shareholders of the Company at their Extraordinary General Meeting (EGM) held on January 28, 2023 approved to change the name of company from "Sameera Infra Projects Private Limited" to "Sameera Agro and Infra Private Limited" and had obtained Certificate of Incorporation dated April 18, 2023 issued by the Registrar of Companies, Hyderabad, Telangana.

Subsequently, the Company was converted into Public Limited Company and the name of the Company was changed from "Sameera Agro and Infra Private Limited" to "Sameera Agro and Infra Limited" a per the approval of the shareholders of the Company at their EGM held on April 19, 2023 and had obtained Certificate of Incorporation dated April 28, 2023 from the Registrar of Companies, Hyderabad, Telangana. The present CIN of the Company is U45201TG2002PLC038623.

The material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report have been reported under the head 'business and future outlook' herein before.

7. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

8. Subsidiaries, Joint Ventures and Associate Companies

As on March 31, 2023, the Company does not have any subsidiary, Joint venture or Associate Company.



S. Kamesh



9. Statutory Auditor & Audit Report

Pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Shareholders of the Company at their 21st (Twenty first) Annual General Meeting (AGM) held on September 30, 2022 had approved the appointment of M/s Vinod Singhal & Co. LLP, Chartered Accountants (Firm Registration Number: 005826C/C400276) as the "Statutory Auditors" of the Company, to hold office for a term of 5 (Five) years, i.e., from the conclusion of the 21st (Twenty first) AGM, till the conclusion of the 26th (Twenty sixth) AGM. Therefore, the ratification of appointment of statutory auditors of the Company for the future years is not required to be placed in the notice of the AGM.

10. Dividend

During the year under review, the Board of Directors of your Company has decided to plough back the profits and reserves into the working capital needs for the growth of the Company and hence does not recommend any Dividend for the Financial Year 2022-23.

11. Public Deposits

The Company has not invited or Accepted Deposits during the year from the Public covered under Section 73 of the Companies Act, 2013, and The Companies (Acceptance of Deposits) Rules, 2014.

12. Particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo

Your Company has no activities relating to Conservation of Energy and Technology Absorption as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) the Companies (Accounts) Rules, 2014. However, your Company uses Information Technology extensively in its operations and also continues its endeavor to improve Energy Conservation and Utilization, Safety and Environment.

Conservation of energy:

- i. Adequate measures have been taken for conservation of energy.
- ii. There is no additional investment and proposal for reduction of energy conservation.
- iii. As there is no additional investment, there is no impact on the business of the Company.

Technology absorption:

The Company has not absorbed any technology during the period under review. No Research and Development was carried out during the year under review.



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S. Kameswar

Foreign Exchange Earnings: Nil

Foreign Exchange Out Go: Nil

13. Details of Directors or Key Managerial Personnel including those who were appointed or have resigned during the year

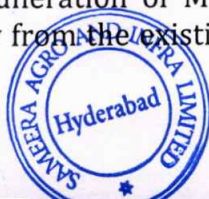
The Board of Directors of your Company comprised of the following Directors, as on March 31, 2023:

Sl. No.	Name of the Director	Designation of the Director
1	Mr. Satyamurthy Sivalenka	Managing Director and CEO
2	Mrs. Kameswari Sivalenka	Non-Executive Promoter Director
3	Mr. Srinivasa Rao Gandla	Non-Executive Independent Director
4	Mr. Devanand Challagulla	Non-Executive Independent Director
5	Mr.Ch. Seshasai	Non-Executive Independent Director

The following changes have taken place in the Directors of your Company during the Financial Year 2022-23 and till the date of this Report:

Sl. No.	Name of the Director	Particulars of Change
1	Mr. M. Anand Siva Kumar	Resigned from the Board of Directors of the Company with effect from September 21, 2022, due to his preoccupations.
2	Mr. S. Subrahmanyam	Resigned from the Board of Directors of the Company with effect from December 5, 2022, due to his preoccupations.
3	Mr. S.M. Gouse Basha	Resigned from the Board of Directors of the Company with effect from December 5, 2022, due to his preoccupations.
4	Mr.Ch. Seshasai	Mr. Ch. Seshasai was appointed as an "Additional Director" (Non-Executive & Independent Director) by the Board of Directors at their meeting held on 10 th February, 2023 and also approved to hold office for a term of 5 (Five) years commencing from the conclusion of the ensuing Annual General Meeting, subject to the approval of the Shareholders. The Shareholders' approval was obtained by an Ordinary Resolution at their Annual General Meeting held on 30 th June, 2023 for appointing him as a Non-Executive & Independent Director of the Company.
5	Mr. Srinivasa Rao Gandla	Mr. Srinivasa Rao Gandla was appointed as an "Additional Director" by the Board of Directors at their meeting held on 14 th December, 2022. The Shareholders' approval was obtained by an Ordinary Resolution at their Annual General Meeting held on 30 th June, 2023 for appointing him as a Non-Executive & Independent Director of the Company for a period of 5 years.
6	Mr. Devanand Challagulla	Mr. Devanand Challagulla was appointed as an "Additional Director" by the Board of Directors at their meeting held on 14 th December, 2022. The Shareholders' approval was obtained by an Ordinary Resolution at their Annual General Meeting held on 30 th June, 2023 for appointing him as a Non-Executive & Independent Director of the Company for a period of 5 years.

The Board of Directors of the Company at their meeting held on 20th April, 2022 approved to increase the remuneration of Mr. Satya Murthy Sivalenka, Managing Director & CEO of the Company from the existing Rs.40.00 lakhs (Rupees forty lakhs



S. Kameswari

only) per annum to Rs.72.00 lakhs (Rupees seventy two lakhs only) per annum with effect from 01st April, 2022.

The Board of Directors of the Company at their meeting held on 10th February, 2023 ratified the appointment and increase in remuneration of Mr. Satya Murthy Sivalenka, Managing Director & CEO of the Company and filed necessary e-forms with the Registrar of Companies, Hyderabad.

Subsequently, as per the recommendations of the Remuneration and Nomination Committee of the Board and the Board of Directors of the Company, the Members of the Company at their Extraordinary General Meeting held on 15th June, 2023 approved the reappointment of Mr. Satya Murthy Sivalenka as Managing Director & Chief Executive Officer of the Company for a period of 5 (Five) years with effect from 01st April, 2023 and also to revise his remuneration as Rs.48.00 lakhs (Rupees forty eight lakhs only) per annum by reducing the existing remuneration of Rs.72.00 lakhs (Rupees seventy two lakhs only) per annum by superseding all the resolutions passed in this regard and authorised the Board of Directors of the Company severally to comply all the necessary compliances and also to execute an Agreement with Mr. Satya Murthy Sivalenka as Managing Director & Chief Executive Officer of the Company upon the terms and conditions as placed before the Members of the Company.

The following persons were appointed as the Key Managerial Personnel (KMP) of your Company pursuant to the provisions of Section 203 of the Companies Act, 2013, during the Financial Year 2022-23:

1. The Board of Directors of the Company at their meeting held on 10th day of February, 2023 appointed Mr. M. Ramesh as Chief Financial Officer, a Key Managerial Personnel of the Company.
2. The Board of Directors of the Company at their meeting held on 22nd day of September, 2022 appointed Ms. Pratibha Kumrawat as Company Secretary, a Key Managerial Personnel and Compliance Officer of the Company.

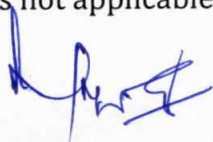
14. Meetings of Board of Directors

During the year 2022-23, the Board of Directors met 10 (Ten) times viz. on, 20.04.2022, 16.06.2022, 04.09.2022, 20.09.2022, 21.09.2022, 14.12.2022, 05.12.2022, 07.01.2023, 17.01.2023 and 10.02.2023

Proper notices were given and the proceedings were properly recorded and signed in the Minutes Book as required as per the provisions of Companies Act, 2013.

15. Particulars of employees

There is no Employee drawing remuneration aggregating to the limits prescribed pursuant to the provisions of Section 134(3)(q) of the Companies Act, 2013 read with Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company.



S. Kanoswen



16.Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors and the Practicing Company Secretary in their reports

There are no qualifications, reservations, adverse remarks and disclaimers of the Statutory Auditors in their Auditors' Reports on the Financial Statements for the Financial Year 2022-23. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

17.Particulars of loans, guarantees or investments

In the Financial Year 2021-22 the Company has not given any Loan, Guarantees or made any Investments exceeding sixty per cent of its Paid-up Share Capital, Free Reserves and Securities Premium Account or One Hundred Percent of its Free Reserves and Securities Premium Account, whichever is higher, as prescribed in Section 186 of the Companies Act, 2013.

18.Particulars of contracts or arrangements with related parties

Since all related party transactions entered into by your Company were in the ordinary course of business and were on an arm's length basis and during the year under review, the Company has not entered into any contracts with the related parties. The details of the existing arm's length contract are enclosed in Form AOC-2 as Annexure-I.

19.Internal Control System and their adequacy

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations. Internal Control Systems comprising of policies and procedures are designed to ensure liability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations, and that all assets and resources are acquired economically, used.

20.Secretarial Standards

The Company Complies with all applicable Secretarial Standards.

21.Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

22.Risk Management Policy

The Company has proper procedures in place for development and implementation of a Risk Management Policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.



S. J. Jameson

23. Material Changes and Commitments affecting the financial position of the Company

The material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the Financial Year of the Company, to which the Financial Statements relate and the Date of the Report have been reported under the head 'Business and future outlook' hereinbefore.

24. Significant and Material Orders passed by Regulators or Courts or Tribunals

During the Financial Year 2022-23 no significant and material orders has been passed by Regulators or Courts or Tribunals impacting the Going Concern Status and Company's Operations in future.

25. Directors' Responsibility Statement

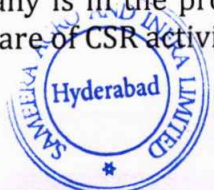
In terms of Provisions of Section 134 (5) of the Companies Act, 2013 (Act) read with relevant Rules made there under, your Directors confirm that:

- i. In the preparation of the Annual Accounts for the Financial Year ended on 31st March, 2023, the applicable Accounting Standards had been followed, along with proper explanation relating to material departures;
- ii. They have selected such Accounting Policies and applied them consistently and made Judgments and Estimates that are Reasonable and Prudent so as to give a True and Fair View of the State of Affairs of your Company at the end of the Financial Year and of the profit and loss of your Company for that period;
- iii. They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. They have prepared the Annual Accounts for the Financial Year ended on 31st March, 2023 on a Going Concern Basis; and
- v. They have devised proper Systems to ensure Compliance with the provisions of all applicable Laws and that such Systems were Adequate and Operating Effectively.

Further, your directors confirm that your Company has adequate Internal Systems and Controls in place to ensure compliance of Laws applicable to your Company.

26. Corporate Social Responsibility

The provisions of Corporate Social Responsibility as per section 135 of the Companies Act, 2013 becomes applicable to the Company from the year 2023-24, as the Company has posted net profit of Rs.10.03 crores for the preceding financial year 2022-23. The Company is in the process of constituting the relevant committee of the Board for taking care of CSR activities of the Company by formulating CSR Policy.



[Handwritten signature]

S. Kameswari

27. Cost Record

The provisions of Cost Audit as per section 148 of the Companies Act, 2013 doesn't applicable to the Company.

28. Secretarial Audit Report

The provisions of Secretarial Audit as per section 204 of the Companies Act, 2013 doesn't applicable to the Company.

29. Acknowledgement

Your Directors wish to place on record their appreciation, for the sincere contributions received from the Government, Bankers, Customers, Employees and all the Stakeholders, those who are associated with the Company.

**By Order of the Board of Directors
For Sameera Agro and Infra Limited**



Satya Murthy Sivalenka
Director
DIN: 00412609



Kameswari Sivalenka
Director
DIN: 00412669

Place: Hyderabad
Dated: 24.05.2023



FORM NO. AOC -2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: Nil
2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Sivalenka Satya Murthy Director and Shareholder of the Company
b)	Nature of contracts/arrangements/transaction	Property taken on rent by the Company
c)	Duration of the contracts/arrangements/transaction	As the property belongs to the Director, duration of the contract is not defined and the same can be used by the Company unless otherwise mutually decided
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Payment of rent is on the prevailing market rate up to a maximum of Rs.2.00 lakhs per annum and the amount for the financial year 2022-23 is Rs.90,000/-
e)	Date of approval by the Board	29.09.2017
f)	Amount paid as advances, if any	Nil

**By Order of the Board of Directors
For Sameera Infra Projects Private Limited**


Satya Murthy Sivalenka
Director
DIN: 00412609


Kameswari Sivalenka
Director
DIN: 00412669

Place: Hyderabad
Dated: 24.05.2023





Independent Auditor's Report

To the Members of
SAMEERA AGRO AND INFRA LIMITED
(Formerly: SAMEERA INFRA PROJECTS PRIVATE LIMITED)
Report on the Financial Statements

We have audited the accompanying financial statements of **M/s. SAMEERA AGRO AND INFRA LIMITED (Formerly: SAMEERA INFRA PROJECTS PRIVATE LIMITED)** ("the company") which comprise the Balance Sheet as at March 31, 2023, the statement of Profit and Loss for the year then ended and summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014. The responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for the safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation, and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities for the audit of the financial statements

Our responsibility is to express an Opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in audit report under the provisions of the Act and the Rules made thereunder.

We conducted the audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The Procedures selected depend on Auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting Policies used and the reasonableness of the accounting estimate made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its Profit and its Cash Flow for the year ended on that date.

Report on other legal and regulatory requirements

1.As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2.As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account.



(d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014, as amended from time to time.

(e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) Since the Company's turnover as per last audited financial statements is more than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017.

(g) The Company being a limited company, the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in respect of whether the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- I. The Company does not have any pending litigations which would impact its financial position.
- II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For VINOD SINGHAL & CO. LLP,
Chartered Accountants

FRN No: 005826C/C400276



CA BIRASALA BHEEMESH CHOWDARY
PARTNER

Membership No. 242072

UDIN: 23242072BGVWFC4593

Place: Hyderabad.

Date: 24/05/2023.

#7-1-282/C/A/1, 3rd Floor, Rajaiah Complex, Tulasi Nagar,

Beside Indian Oil Petrol Pump, Balkampet, Hyderabad – 500038

Tel.: +91-9492742593, Email: bheemeshchowdary@vsc.co.in, Website: www.vsc.co.in

(Registered under the Limited Liability Partnership Act, 2008 on Conversion from
Vinod Singhal & Co. w.e.f. 04.07.2019 with LLPIN : AAP-7985



Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of **SAMEERA AGRO AND INFRA LIMITED** for the year ended March 31, 2023.

1. In respect of the Company's fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
 - b. The fixed assets of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
2. The inventory has been physically verified by the management during the year, based on planned cyclical count procedures. In our opinion, the frequency of such verification is reasonable. We have performed roll backward procedures based on the management physical verification of inventory subsequent to the balance sheet date to reconcile with the book stock as at the reporting date. According to the information and explanations given to us and based on the alternative procedures performed as aforesaid, no material discrepancies were noticed on such verification.
3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.
4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
6. The Maintenance of cost records under section 148(1) of the Companies Act, 2013 is not applicable to company.



7. (a) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2023. for a period of more than six months from the date they became payable, except as per details below:

Name of the Statute	Nature of Dues	Period to which the amount relates	Amount due	Due date	Date of payment
CBDT	Income Tax	AY. 2022-23	Rs. 98,74,317/-	30/9/2022	Not paid
CBDT	Income Tax	AY 2021-22	Rs. 46,67,363/-	30/9/2021	Not paid
CBDT	TDS	A.Y.2020-21	Rs. 41,86,068/-	31/05/2020	Not paid
CBDT	TDS	A.Y.2021-22	Rs. 30,63,550/-	31/05/2021	Not paid
CBDT	TDS	AY. 2023-24	Rs. 13,88,183/-	31/05/2023	Not paid

(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.

8. In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. The company is a limited company and hence provision of section 197 read with schedule V of the companies Act are duly followed as per companies act 2013.



12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
16. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For VINOD SINGHAL & CO. LLP,
Chartered Accountants
FRN No: 005826C/C400276



CA BIRASALA BHEEMESH CHOWDARY
PARTNER

Membership No. 242072

UDIN: 23242072BGVWFC4593



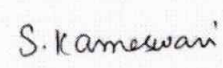
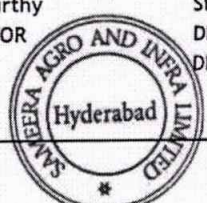
Place: Hyderabad.

Date: 24/05/2023.

SAMEERA AGRO AND INFRA LIMITED

Formerly : SAMEERA INFRA PROJECTS PRIVATE LIMITED

Balance Sheet as at March, 31, 2023

Particulars		Note No.	As at March 31, 2023	As at March 31, 2022
(in Rupees)				
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	4	8,42,98,000	4,21,49,000
	(b) Reserves and surplus	5	10,34,48,962	4,52,24,971
	(c) Money received against share warrants			
2	Share application money pending allotment	6	-	-
3	Non-current liabilities			
	(a) Long-term borrowings	7	2,47,67,000	2,47,67,000
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other Long term liabilities	8	75,45,263	75,45,263
	(d) Long-term provisions		-	-
4	Current liabilities			
	(a) Short-term borrowings	9	2,58,600	1,61,000
	(b) Trade payables	10	28,65,34,105	24,09,20,979
	(c) Other current liabilities	11	2,48,04,144	2,24,75,714
	(d) Short-term provisions	12	4,92,37,991	1,90,15,584
	TOTAL		58,08,94,066	40,22,59,512
II.	ASSETS			
1	Non-current assets			
	(a) Property Plant & Equipments	13		
	Tangible Assets		23,17,953	27,49,851
	Intangible Assets		11,259	29,259
	Capital Work - in - Progress		-	-
	Intangible Assets under development		-	-
	(b) Non-current investments	14	44,08,398	44,08,398
	(c) Deferred tax assets (net)	15	1,75,510	1,42,814
	(d) Long-term loans and advances	16	2,21,700	2,21,700
	(e) Other non-current assets		-	-
2	Current assets			
	(a) Current investments			
	(b) Inventories	17	4,58,20,469	4,45,84,047
	(c) Trade receivables	18	46,52,98,798	28,93,73,522
	(d) Cash and cash equivalents	19	2,16,452	75,457
	(e) Short-term loans and advances	20	1,87,23,950	1,87,23,950
	(f) Other current assets	21	4,36,99,576	4,19,50,514
	TOTAL		58,08,94,066	40,22,59,512
Notes Forming part of Financial Statements		1-33		
Schedules Referred to above and notes attached thereto form integral part of balance sheet				
For Vinod Singhal & Co. LLP Chartered Accountants  Birasala Bheemesh Chowdary Partner M. No. 242072 UDIN: 23242072BQVWFC4593 Place: Hyderabad Date: 24/05/2023		For and on Behalf of Board of Directors of Sameera Agro and Infra Limited CIN: U45201TG2002PLC038623  Sivalenka Satyamurthy MANAGING DIRECTOR DIN:00412609  Sivalenka Kameswari DIRECTOR DIN:00412669 		

SAMEERA AGRO AND INFRA LIMITED

Formerly : SAMEERA INFRA PROJECTS PRIVATE LIMITED

Profit and loss statement for the year ended March 31, 2023

Particulars	Note No	As at March 31, 2023	As at March 31, 2022
I. Revenue from operations	22	1,38,81,82,720	1,05,33,55,806
II. Other income	23	-	-
III. Total Revenue		1,38,81,82,720	1,05,33,55,806
IV. Expenses:			
Cost of materials consumed	24	1,23,33,63,579	1,01,74,63,731
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		(12,36,422)	-1,96,37,472
Employee benefits expense	25	92,46,228	63,39,988
Operation and Other Expenses	26	98,36,243	1,14,63,071
Finance Costs	27	24,358	16,138
Depreciation and amortization expense	13	4,49,898	4,34,712
V. Total expenses		1,25,16,83,884	1,01,60,80,168
VI. Profit before exceptional and extraordinary items and tax (III-IV)		13,64,98,836	3,72,75,638
VII. Exceptional items		-	-
VIII. Profit before extraordinary items and tax (V - VI)		13,64,98,836	3,72,75,638
IX. Extraordinary Items (Income)		-	-
X Profit before tax (VII- VIII)		13,64,98,836	3,72,75,638
Tax expense:			
(1) Current tax		3,61,58,541	98,74,317
XI (2) Deferred tax		-32,696	-15,477
XII Profit (Loss) for the period from continuing operations (VII-VIII)		10,03,72,991	2,74,16,798
XIII Profit/(loss) from discontinuing operations		-	-
XIV Tax expense of discontinuing operations		-	-
XV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XVI Profit (Loss) for the period (XI + XIV)		10,03,72,991	2,74,16,798
Earnings per equity share:			
(1) Basic		11.91	6.50
(2) Diluted		11.91	6.50

Notes Forming part of Financial Statements

1-33

Schedules Referred to above and notes attached thereto form integral part of balance sheet

For Vinod Singhal & Co. LLP
Chartered Accountants



Birasala Bheemesh Chowdary
Partner

M. No. 242072

UDIN: 23242072BGVWFC4593

Place: Hyderabad

Date: 24/05/2023

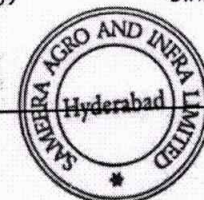
For and on Behalf of Board of Directors of
Sameera Agro and Infra Limited
CIN: U45201TG2002PLC038623

Sivalenka Satyamurthy

Sivalenka Satyamurthy
MANAGING DIRECTOR
DIN:00412609

S. Kameswari

Sivalenka Kameswari
DIRECTOR
DIN:00412669



SAMEERA AGRO AND INFRA LIMITED
Formerly : SAMEERA INFRA PROJECTS PRIVATE LIMITED
Cash Flow Statement for the year ended March 2023

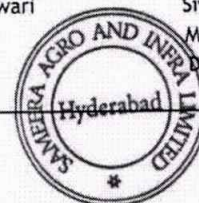
Particulars	2022-23		2021-22	
	₹	₹	₹	₹
Cash Flow from Operating Activities				
Net Profit before tax and extra ordinary items	13,64,98,836		3,72,75,638	
Add: Interest	-		-	
Add: Depreciation	4,49,898		4,34,712	
Add: Loss on sale of fixed asset	-		-	
Less: Other Writebacks	-		-	
Cash flow before working capital changes	13,69,48,734		3,77,10,350	
Increase/(Decrease) in Non-Current Liabilities				
Other Long Term Liabilities	-		2,47,67,000	
Long-term Provisions	-		-	
Increase/(Decrease) in Current Liabilities				
Short-term Borrowings	97,600			
Trade Payables	4,56,13,126		(1,27,66,272)	
Other Current Liabilities	23,28,430		(2,11,150)	
Short-term Provisions	3,02,22,407		(23,694)	
(Increase)/Decrease in Non-Current Assets				
Long-term Loans & Advances	-		-	
Other non-current Assets	-		-	
(Increase)/Decrease in Current Assets				
Inventories	(12,36,422)		(1,96,37,472)	
Trade Receivables	(17,59,25,276)		(2,89,39,715)	
Short-term Loans & Advances	-		30,00,000	
Non-current investments	-		2,32,20,050	
Other Current Assets	(17,49,062)		(1,88,00,392)	
Cash generated from operations	3,62,99,537		83,18,705	
Income taxes Paid	(3,61,58,541)		(98,74,317)	
Net Cash from Operating Activities		1,40,996		(15,55,612)
Cash flow from Investing Activities				
Sale of Investments			-	
Sale of Fixed assets			-	
Purchase of Fixed Assets			-	
Net Cash Flow from Investing Activities				
Cash Flow from Financing Activities				
Proceeds from Long Term Borrowings			-	
Proceeds from issuance of Capital			-	
Interest paid on Borrowings			-	
Net Cash Flow from Financing Activities				
Net Increase/(Decrease) in Cash		1,40,996		(15,55,612)
Add: Cash and cash equivalents at the beginning of the year		75,457		16,31,069
Cash and cash equivalents at the end of the year		2,16,453		75,457

For Vinod Singhal & Co. LLP
Chartered Accountants
FRN: 005826C
Hyderabad
Birasala Bheemesh Chowdary
Partner
M. No. 242072
UDIN: 23242072BGVWFC4593
Place: Hyderabad
Date: 24/05/2023

For and on Behalf of Board of Directors of
Sameera Agro and Infra Limited
CIN: U45201TG2002PLC038623

S. Kameswari
Sivalenka Kameswari
DIRECTOR
DIN: 00412669

Sivalenka Satyamurthy
MANAGING DIRECTOR
DIN: 00412609



SAMEERA AGRO AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

viii) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

ix) Provisions

The company recognizes a provision when there is a present obligation as a result of a past event and it is probable that it would involve an outflow of resources and a reliable estimate can be made of the amount of such obligation. Such provisions are not discounted to their present value and are determined based on the management's estimation of the obligation required to settle the obligation at the balance sheet date and adjusted to reflect management's current estimates. The company has discontinued the policy of carry forward of leave, hence the balances provision which was brought forward has been written back to the profit & loss statement

4 - SHARE CAPITAL

The Authorised, Issued, subscribed and fully paid up share capital comprises of equity shares having par value of ` 100 each as follows

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
13000000 Equity Shares of ` 10 each (Previous Year 5000000 equity shares of Rs.10/- each)	13,00,00,000	5,00,00,000
Issued, Subscribed & Paid up		
84,29,800 Equity Shares @ ` 10 each (Previous Year 42,14,900 Equity Shares @ ` 10 Each)	8,42,98,000	4,21,49,000
Total	8,42,98,000	4,21,49,000

a. Reconciliation of Shares Outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	-	Number	-
Opening Balance	42,14,900	4,21,49,000	42,14,900	4,21,49,000
Issued	42,14,900	4,21,49,000		
Bought Back	-	-	-	-
Closing Balance	84,29,800	8,42,98,000	42,14,900	4,21,49,000

B. Details of Share Holders holding more than 5% shares in the company

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
SS Murthy	7864000	93.29	3932000	93.29
S Kameswari	353800	4.20	176900	4.20
Total	8217800	97.49	4108900	97.49

C. Terms/rights attached to Equity Shares

The company has only one class of equity shares having a par value of `10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

SAMEERA AGRO AND INFRA LIMITED**NOTES FORMING PART OF FINANCIAL STATEMENTS****5 - RESERVES & SURPLUS**

<u>Particulars</u>	As at March 31, 2023	As at March 31, 2022
a. Surplus		
Opening balance	4,52,24,971	1,78,08,173
(+) Net Profit/(Net Loss) For the current year	10,03,72,991	2,74,16,798
(-) Bonus Issue	(4,21,49,000)	-
Total	10,34,48,962	4,52,24,971

6 - SHARE APPLICATION MONEY

<u>Particulars</u>	As at March 31, 2023	As at March 31, 2022
Satya Murthy Sivalenka	-	-
Kameswari Sivalenka	-	-
Ramalingam Sivalenka	-	-
Arrow Constructions Ltd	-	-
Total	-	-

7 - Long Term Borrowings

<u>Particulars</u>	As at March 31, 2023	As at March 31, 2022
(A) Secured Loans against Plots, Others	2,47,67,000	2,47,67,000
Total	2,47,67,000	2,47,67,000

SAMEERA AGRO AND INFRA LIMITED

8. OTHER LONG TERM LIABILITIES

<u>Particulars</u>	As at March 31, 2023	As at March 31, 2022
(a) trade advances	75,45,263	75,45,263
Total	75,45,263	75,45,263

9. SHORT TERM BORROWINGS

<u>Particulars</u>	As at March 31, 2023	As at March 31, 2022
(a) Unsecured, related parties	2,58,600	1,61,000
Total	2,58,600	1,61,000

10 - TRADE PAYABLES

<u>Particulars</u>	As at March 31, 2023	As at March 31, 2022
(a) Unsecured, related parties		
(b) Unsecured, others	28,65,34,105	24,09,20,979
Total	28,65,34,105	24,09,20,979

Trade Payables- 'b' is the amount outstanding more than 180days, but GST Input is claimed for the same.

11 - OTHER CURRENT LIABILITIES

<u>Particulars</u>	As at March 31, 2023	As at March 31, 2022
(a) Advance from Customers	1,43,83,808	1,43,83,808
(b) Advance from Customers-Related Parties	72,39,306	72,39,306
(b) Other Current Liabilities	23,28,430	
(d) Professional Charges	8,52,600	8,52,600
Total	2,48,04,144	2,24,75,714

Advance from Customers-Related Parties represent advance for purchase of plots received from Seacon Energy & Infrastructure Limited and Sarvhitaya, an associates of the reporting entity.

12 - SHORT TERM PROVISIONS

<u>Particulars</u>	As at March 31, 2023	As at March 31, 2022
(a) Audit fee Payable	4,15,625	2,65,625
(b) Director Remuneration Payable	31,70,000	7,70,000
(c) Electricity charges payable	-	-
(d) Provision for Income Tax	3,61,58,541	98,74,317
(e) Salaries Payable	-	-
(f) Expenses Payable	-	-
(g) Rent Payable	1,75,000	1,75,000
(h) TDS payable	86,37,801	72,49,618
Commission Payable	6,81,024	6,81,024
(i) GST payable	-	-
Total	4,92,37,991	1,90,15,584

SAMEERA AGRO AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

13 - PROPERTY PLANT & EQUIPMENTS

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block				
	As at April 1, 2022	Additions	Deletions/ Adjustments	Acquired through business combinations	Translation exchange difference	As at December 31, 2022	As at April 1, 2022	Depreciation charge for the year	Translation exchange difference	Deletions/ Adjustments	As at December 31, 2022	As at March 31, 2023	As at March 31, 2022
a. Tangible Assets													
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Furniture and Fixtures	31,76,507	-	-	-	-	31,76,507	11,59,132	2,52,172	-	-	14,11,304	17,65,203	20,17,375
Computer & IT equipment	6,36,516	-	-	-	-	6,36,516	5,91,041	45,475	-	-	6,36,516	-	45,475
Vehicles	10,92,004	-	-	-	-	10,92,004	4,05,003	1,34,251	-	-	5,39,254	5,52,750	6,87,001
Total	49,05,027	-	-	-	-	49,05,027	21,55,176	4,31,898	-	-	25,87,074	23,17,953	27,49,851
b. Intangible Assets													
Software	21,823	18,000	-	-	-	39,823	10,564	18,000	-	-	28,564	11,259	29,259
Total (a+b)	49,26,850	18,000	-	-	-	49,44,850	21,65,740	4,49,898	-	-	26,15,638	23,29,212	27,79,110

14 - NON CURRENT INVESTMENTS (at Cost)

a. Details of Other Investments

Name of the Body Corporate Investment in Equity Instruments	Subsidiary / Associate / JV/ Controlled	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (₹)	
		As at 31 March 2022	As at 31 March 2023			As at 31 March 2022	As at 31 March 2023
Globe Commercial Ltd	Associate	5,18,635	5,18,635	Quoted	Fully Paid	44,08,398	44,08,398
Total						44,08,398	44,08,398

SAMEERA AGRO AND INFRA LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

15 - DEFERRED TAX

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liabilities		
Opening Balance	1,42,814	1,27,337
Transfer from Reserves	-	-
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	32,696	15,477
Others		
Gross deferred tax liability	1,75,510	1,42,814
Deferred Tax Asset		
Opening Balance	-	-
Transfer from Reserves	-	-
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis		
Provision for diminution in the value of investments		
Provision for doubtful debts and advances		
Unabsorbed Depreciation		
Gross deferred tax asset	-	-
Net deferred tax Liability/ (asset)	1,75,510	1,42,814

16 - LONG TERM LOANS & ADVANCES

Particulars	As at March 31, 2023	As at March 31, 2022
a. Unsecured, Considered good		
Loans & Advances	-	-
Deposits	2,21,700	2,21,700
Total	2,21,700	2,21,700
b. Deposits represents apart from rental and telephone deposits, deposits given to newer projects undertaken during the		

17 - INVENTORIES (Valued at Lower of Cost or Net Realisable value)

Inventories	As at March 31, 2023	As at March 31, 2022
a. Finished goods (Developed Land Units)	2,49,46,575	2,49,46,575
b. WIP at Odisha	78,56,340	78,56,340
c. Stock in Progress/Finished Goods (Agri)	1,30,17,554	1,17,81,132
Total	4,58,20,469	4,45,84,047

18. TRADE RECEIVABLES

Particulars	As at March 31, 2023	As at March 31, 2022
Receivable	46,52,98,798	28,93,73,522
Total	46,52,98,798	28,93,73,522

19 - CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and Cash Equivalents		
(i) Balances with banks and cash in hand	2,16,452	75,457
Total	2,16,452	75,457

20 - SHORT TERM LOANS & ADVANCES

Particulars	As at March 31, 2023	As at March 31, 2022
a. Unsecured, Considered good		
Advances to suppliers	32,79,950	32,79,950
Hydragen Infrastructure Pvt Ltd	1,54,44,000	1,54,44,000
Total	1,87,23,950	1,87,23,950

21 - OTHER CURRENT ASSETS

Particulars	As at March 31, 2023	As at March 31, 2022
TDS Recivable	33,93,370	21,98,663
GST Recivable	4,06,664	65,771
Other Receivables	2,13,462	-
Advances for Works (payment incurred to SSS Project)	3,96,86,080	3,96,86,080
Total	4,36,99,576	4,19,50,514

SAMEERA AGRO AND INFRA LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

22 - REVENUE FROM OPERATIONS

Particulars	As at March 31, 2023	As at March 31, 2022
Income from Contract works	-	-
Sale of Plots	-	-
Sales (Agri Commodities)	1,38,81,82,720	1,05,33,55,806
Total	1,38,81,82,720	1,05,33,55,806

23 - OTHER INCOME

Particulars	As at March 31, 2023	As at March 31, 2022
Discount Received	-	-
Prior Period Provison	-	-
Liabilities written off	-	-
Total	-	-

24 - COST OF MATERIALS CONSUMED

Particulars	As at March 31, 2023	As at March 31, 2022
Cost of Plots sold	-	-
Purchase (agri products)	1,19,47,09,343	98,61,07,349
Site Development Expenses	-	-
Purchases - Site Work	-	-
Add: Frieght Inwards/ Direct Expenses/Mfg Expenses	3,86,54,236	3,13,56,382
Subcontract Expenses	-	-
Total	1,23,33,63,579	1,01,74,63,731

25 - EMPLOYEE BENEFIT EXPENSE

Particulars	As at March 31, 2023	As at March 31, 2022
Salaries and incentives	20,13,666	15,26,350
Director's Remuneration & Allowances	72,00,000	48,00,000
Staff welfare expenses	32,562	13,638
Total	92,46,228	63,39,988

SAMEERA AGRO AND INFRA LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

26 - OPERATION & OTHER EXPENSES

a.

Particulars	As at March 31, 2023	As at March 31, 2022
Electricity Charges	42,352	31,363
Printing & Stationery	1,36,254	1,21,256
Repairs & Maintenance	51,237	12,363
Rates & taxes	-	-
Rent-office	90,000	90,000
Recreation Charges	-	-
Registration Charges	-	-
Drilling and Blasting Expenses	-	-
Advertisement Expenses	45,000	45,000
Wages	31,63,924	28,36,258
Interest on TDS/Late Fee Under GST	-	-
Interest Car Loan	-	99,000
Escavation Expenses	-	-
Power and Fuel	2,42,568	1,21,683
Conveyance	1,21,752	86,234
Site Maintenance Expenses	-	-
Miscellaneous Expenses	1,46,934	86,356
Sortex Expenses	4,63,957	3,82,441
Discounts	3,15,262	2,83,462
Factory Rent	12,00,000	12,00,000
Godown Rent	9,00,000	9,00,000
Godown Maintenance	2,48,940	2,03,426
Hamali Charges	4,81,308	14,62,337
Travelling charges	5,28,440	4,28,635
Telephone & Communication	61,774	47,565
Transport and Dumping expenses	12,32,541	18,36,552
Vehicle Maintenance	2,14,000	1,86,540
Web Design Charges	-	-
Consultancy /Professional Charges	-	8,52,600
Total	96,86,243	1,13,13,071

b. Payment to Auditors

Particulars	As at March 31, 2023	As at March 31, 2022
Payments to the auditor as auditor	1,50,000	1,50,000
for reimbursement of expenses;	-	-
Total	1,50,000	1,50,000

Grand Total (a+b)	98,36,243	1,14,63,071
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27 - FINANCE COSTS

Particulars	As at March 31, 2023	As at March 31, 2022
Interest expense on Loan	-	-
Bank Charges	24,358	16,138
Total	24,358	16,138

28. The Company is in the process of identifying the Micro, Small and Medium Enterprises as defined under "The Micro, Small and Medium Enterprises Development Act, 2006". However, the Company is prompt in making payments to all Enterprises as per Purchase Order terms.

SAMEERA AGRO AND INFRA LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

29. Earnings per Share :

The basic and diluted EPS is Calculated as under

Particulars	As at March 31, 2023	As at March 31, 2022
a) Profit after Tax during the year (Rs.)	10,03,72,991	2,74,16,798
b) Earnings available to Equity Shareholders for Basic & Diluted EPS(Rs.)	10,03,72,991	2,74,16,798
c) Weighted average Number of Shares taken for computation of EPS		
- Basic	8429800	4214900
- Diluted	8429800	4214900
d) Earning per Share (b/c)		
- Basic	11.91	6.50
- Diluted	11.91	6.50

30. Balances relating to debtors, creditors, Loans & advances, Advance from Customers and Advance to suppliers are subject to reconciliation and confirmation

31 - RELATED PARTY TRANSACTIONS - Related parties and their relationship

Entities having Control on Management	Relationship	
	1. Satyamurthy Sivalenka	Managing Director & Shareholder of the Company
2. Sivalenka Kameswari	Director & Shareholder of the Company	
Transactions with Related Parties	2022-23	2021-22
Sales of Investments to Related Party	-	-
Rent Paid to Related Party	90,000	90,000
Consultancy charges	-	-
Remuneration to Director	72,00,000	48,00,000
Total	72,90,000	48,90,000

32. Figures for the previous year have been rearranged/ regrouped / recast wherever necessary to conform to the current year presentation/ classification.

33. Figures represented in the financial statements has been rounded off to the nearest rupee

For Vinod Singhal & Co. LLP
Chartered Accountants



Birasala Bheemesh Chowdary
Partner

M. No. 242072

UDIN: B3242072B6VWFC4593

Place: Hyderabad

Date: 24/05/2023

For and on Behalf of Board of Directors of
Sameera Agro and Infra Limited
CIN: U45201TG2002PLC038623

Sivalenka Satyamurthy
MANAGING DIRECTOR
DIN:00412609

S. Kameswari
DIRECTOR
DIN:00412669

