

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE SAMEERA AGRO AND INFRA LIMITED (FORMERLY KNOWN AS SAMEERA INFRA PROJECTS PRIVATE LIMITED) WILL BE HELD ON WEDNESDAY, THE 25TH DAY OF SEPTEMBER, 2024 AT 11.00 A.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS 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, 2024 consisting of the Balance Sheet, Statement of Profit and Loss, Cashflow Statement together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint retiring Director Mrs. Sivalenka Kameswari (DIN: 00412669), who retires by rotation and being eligible, offers herself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sec 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sivalenka Kameswari (DIN: 00412669), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Non-Executive & Non-Independent Director of the Company, liable to retire by rotation.”

3. Appointment of M/s Damacherla & Associates (Firm Registration No. 019045S), Chartered Accountants, Guntur, Andhra Pradesh as the Statutory Auditors of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s Damacherla & Associates (Firm Registration No. 019045S), Chartered Accountants, Guntur, Andhra Pradesh be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the 23rd Annual General Meeting (AGM) until the conclusion of the 28th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.”

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient in connection therewith or incidental thereto, for the purpose of giving effect to this Resolution.”

SPECIAL BUSINESS

4. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the Rules made thereunder or any statutory modification(s), amendment or re- enactment thereof and subject to such approvals, permissions, and sanctions, if any, as may be necessary from any concerned authorities, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.13,00,00,000/- (Rupees thirteen crores only) divided into 1,30,00,000 (One crore thirty lakhs) Equity Shares of Rs.10/- (Rupees ten only) each to Rs.75,00,00,000/- (Rupees seventy five crores only) divided into 7,50,00,000 (Seven crores fifty lakhs) Equity Shares of Rs.10/- (Rupees ten only) each”.

“RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re- enactment thereof for the time being in force) and rules framed thereunder; the consent of the Members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs.75,00,00,000/- (Rupees seventy-five crores only) divided into 7,50,00,000 (Seven crores fifty lakhs) Equity Shares of Rs.10/- (Rupees ten only) each”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid Resolution, including, but not limited to filing of necessary statutory documents with the concerned Registrar of Companies and other statutory authorities, as applicable.”

5. Issue of Bonus Shares

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by 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) and pursuant to the recommendation of the Board, the consent of the Members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs.47,63,92,000/- (Rupees forty seven crores sixty three lakhs ninety two thousand only) from and out of the Free Reserves account for the purpose of issue of bonus equity shares of Rs.10/- (Rupee ten only) each, credited as fully paid to the eligible Members of the Company holding equity shares of Rs.10/- (Rupee ten only) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 4 (Four) new fully paid-up equity share of Rs.10/- (Rupee ten only) each for every 1 (One) existing fully paid-up equity shares of Rs.10/- (Rupee ten only) each held by them (i.e., in the ratio of 4:1) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the Statutory Auditor’s Certificate for the purpose of issuing bonus shares to the shareholders of the Company dated 26th August, 2024 be and is hereby taken on record by the members.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares upon allotment shall have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company. The Bonus equity shares shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in case of fractional entitlements arising out of the issue of bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

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RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non- Resident Indians (NRIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**By order of the Board of Directors
For Sameera Agro and Infra Limited
(Formerly known as Sameera Infra Projects
Private Limited)**

**Sd/-
Satya Murthy Sivalenka
Managing Director & CEO
DIN: 00412609**

Date: 26.08.2024
Place: Hyderabad

NOTES:

1. Pursuant to Ministry's General Circular No.09/2023 dated September 25, 2023, General circular No.20/2020 dated 05.05.2020, General Circular No.14/2020 dated 08.04.2020, General Circular No.03/2022 dated 05.05.2022 and General Circular No.11/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is being permitted for convening the Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('Act'), the Listing Regulations and MCA Circulars, the 23rd Annual General Meeting ('AGM') of the Company is being held through VC/OAVM on Wednesday, the 25th day of September, 2024 at 11.00 A.M. IST. The deemed venue for the AGM will be the Registered Office of the Company at Plot No. 54 & 55, A.G. Arcade, Balaji Co-Operative Society, Transport Road, Secunderabad-500009.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 in respect of the business set out in the notice convening AGM of the Company and the relevant details of the proposed resolutions at this AGM as required under SEBI Listing Regulations and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Institutional shareholders/corporate shareholders (i.e., other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said shareholders can upload their Board Resolution/Power of Attorney/Authority Letter etc., by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login or can be send to Scrutinizer's email id: svacharyandco@yahoo.com. The said resolution/letter should be in the name format of "Sameera Agro and Infra Limited AGM".
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
7. In line with the Ministry's General Circular No.09/2023 dated September 25, 2023, General Circulars No. 20/2020 dated May 5, 2020 issued by the MCA and the SEBI Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose e-mail

addresses are registered with the Company/Depositories/RTA. The Notice of AGM is available on the Company's website viz., www.sameeraagroandinfra.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com.

8. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. Members desiring any information with regards to matters to be placed at the AGM may send their request in writing to the Company at info@sameeraagroandinfra.com.
9. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
10. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/ 655 dated November 3, 2021, as per instructions mentioned in the form.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.
13. To support the '**Green Initiative**' Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in

physical form.

14. M/s. KFin Technologies Limited, the Company’s Registrar and Transfer Agent, will be providing facility for participation in the AGM through VC/OAVM Facility, for voting through remote E-voting and E-voting during the AGM.

15. Procedure of e-Voting and attending e-AGM:

- i. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re- enactment thereof for the time being in force and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of SEBI Circulars in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by M/s KFin Technologies Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. In pursuant to SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process.
- iii. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The Members may cast their votes remotely on the dates mentioned herein below (‘remote e- voting’).

Event Number and Timelines for Remote e-Voting

E-voting Event Number (EVEN)	Commencement of remote e-voting	End of remote e-voting
8398	20 th September, 2024, Friday, (9.00 A.M.)	24 th September, 2024, Tuesday, (5.00 P.M.)

Cut-off date The date, one day prior to the commencement of book closure, for determining the Members who are entitled to vote on the resolutions set forth in this Notice	Wednesday, 18 th September, 2024
Book closure dates Period during which the Register of Members and Share Transfer Books of the Company shall remain closed	Wednesday, 18 th September, 2024 to Wednesday, 25 th September, 2024 (both days inclusive).

Remote e-voting period Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location	
Start Date and Time	9.00 A.M. (IST) on Friday, 20 th September, 2024,
End Date and Time	5.00 P.M. (IST) on Tuesday, 24 th September, 2024





Event	2023-24
Board Meeting	Monday, 26 th August, 2024
AGM Date	Wednesday, 25 th September, 2024
Inspection Period	Wednesday, 18 th September, 2024 to Tuesday, 24 th September, 2024
Cut-off date/Record Date (AGM voting/Dividend)	Wednesday, 18 th September, 2024
Book closure dates	Wednesday, 18 th September, 2024 to Wednesday, 25 th September, 2024 (both days inclusive).
Remote e-voting period	Friday, 20 th September, 2024, (9.00 A.M.) (IST) to Tuesday, 24 th September, 2024 (IST)
Speaker Registration (last date)	Tuesday, 17 th September, 2024

- v. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e- voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
- vi. The Board of Directors of the Company in its meeting held on Monday, August 26, 2024 has appointed M/s S.V. Achary & Co., Company Secretaries (M. No: 5981, CP No: 4768), Hyderabad as Scrutinizer for conducting the process of remote e-voting in a fair and transparent manner.
- vii. Any person holding Shares in physical form and non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cutoff date, may obtain login ID and password by sending request at evoting@kfintech.com. However, if he/she is already registered with Kfintech for remote e- voting then he/she can use his/her existing user id and password for casting the vote.
- viii. In case of Individual Shareholders holding securities in Demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode."
- ix. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in Demat mode.
 - Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in Demat mode
 - Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate in e-AGM and vote at the AGM.

16. DETAILS ON STEP 1 ARE MENTIONED BELOW:

I. Login method for remote e-Voting for Individual shareholders holding securities in Demat mode:

Type of Shareholders	Login Method
Individual Shareholders holding shares in Demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” iv. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ul style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com ii. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 above. <p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ul style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. iii. A new screen will open. You will have to enter your User Id (i.e., Your sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e., KFinTech. v. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period. <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding shares in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi/Easiest: <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Click on Login icon & New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., Kfintech e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> i. Option to register is available at CDSL website. Visit URL: www.cdslindia.com ii. Click on Login icon & New System Myeasi and the click on registration option. iii. Proceed with completing the required fields. iv. Follow the steps given in point 1 above. 3. Alternatively, by directly accessing the e-Voting website of CDSL: <ol style="list-style-type: none"> i. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin ii. Provide your Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e., Kfintech where the e- Voting is in progress.
<p>Individual Shareholder login through their Demat accounts/ Website of Depository Participant</p>	<ol style="list-style-type: none"> i. You can also login using the login credentials of your Demat account through your DP registered with NSDL /CDSL for e- Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against Company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

Note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Securities held with NSDL	Securities held with CDSL
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

DETAILS ON **STEP 2** ARE MENTIONED BELOW:

II. Login method for remote e-Voting for shareholders holding shares in physical mode and non-individual shareholders holding shares in Demat mode:

- A. Members whose email IDs are registered with the Company/Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://eMeetings.kfintech.com/>.
 - ii. Enter the login credentials (i.e., User ID and Password) In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8398, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email Id etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Sameera Agro and Infra Limited- AGM' and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/Demat accounts shall choose the voting process separately for each folio/Demat accounts.
 - ix. Voting must be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xi. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.,) are required to send scanned certified true copy (PDF Format) of its Board Resolution/Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) to the Scrutinizer's email id: svacharyandco@yahoo.com. The said resolution/letter should be in the naming format "Sameera Agro and Infra Limited-AGM".
 - xii. Members can cast their vote online from Friday, 20th September, 2024, (9.00 A.M.) (IST) to Tuesday, 24th September, 2024 (IST) Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- B. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently to whom the Notice of AGM and e-voting instructions cannot be serviced will have to follow the following process:
- i. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM and the e-voting instructions.
 - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

DETAILS ON STEP 3 ARE MENTIONED BELOW:

III. Instructions for the Members to attend the e-AGM of the Company through VC/OAVM:

- i. Members will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s. KFin Technologies Limited.
- ii. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the e-mail received from Kfintech. After logging in, click on the "videoconference" tab select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting.
- iii. Members who do not have User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the remote e-Voting instructions.
- iv. Facility of joining the AGM through VC/OAVM shall be available for members on first come first served basis.
- v. Facility for joining e-AGM though VC/OAVM will be opened 15 minutes before the scheduled time of the meeting and will be kept open throughout the proceedings of the meeting.

- vi. Institutional members are encouraged to attend and vote at the AGM through VC/OAVM.
- vii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- viii.(viii)Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

IV. Instructions for Members for e-Voting during the e-AGM session:

- i. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
- ii. E-voting during the AGM is integrated with the VC/OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- iii. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes, then voting done through remote e- voting shall prevail and vote at the AGM shall be treated as invalid.
- iv. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- v. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Wednesday, 18th September, 2024**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

OTHER INSTRUCTIONS

- i. **AGM Questions prior to e-AGM:** Members who wish to post their questions prior to the meeting may login to <https://emeetings.kfintech.com/> and click on “Post your Questions.” The Members may post their queries/views/questions by mentioning their name, Demat account number/folio number, email id, mobile number. Please note that queries/questions of only those members will be answered who are holding shares of the Company as on the cut-off date. The window for posting the questions shall be opened from **Saturday, 21st September, 2024 (9.00 a.m. to 5.00 p.m.)**.
 - ii. **Speaker Registration during e-AGM session:** Members who wish to register as speakers, may login to <https://emeetings.kfintech.com/> through the user id and password provided in the email received from KFintech and click on “Speaker Registration.” The Speaker Registration will be opened from **Saturday, 21st September, 2024 (9.00 a.m. to 5.00 p.m.)**. The Company reserves the right to restrict the speaker registration during the e-AGM session, depending upon availability of the time as appropriated for smooth conduct of the meeting and hence, encourages the members to send their questions/queries, etc. in advance as provided in note no. (i) above.
17. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User Id and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL	MYEPWD <SPACE>XXXXIN12345612345678
Example for CDSL	MYEPWD <SPACE>XXXX1402345612345678
Example for Physical	MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
18. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website). Members may also contact Kfintech at toll free number 1-800-309-4001 or write to them at einward.ris@kfintech.com for any further clarifications.
19. Resolutions shall be deemed to have been passed on the date of e-AGM subject to receipt of requisite number of votes in favour of Resolutions.
20. The Scrutinizer shall, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a Consolidated Scrutinizer’s Report, and submit the same to the Chairman, within 2 days of the conclusion of the meeting. The results of e-voting along with the scrutinizers’ report shall be placed on the website of the Company www.sameeraagroandinfra.com and shall be intimated to the Stock Exchange immediately after declaration of results by the Chairman or by a person authorised by him.

**By order of the Board of Directors
For Sameera Agro and Infra Limited (Formerly
known as Sameera Infra Projects Private
Limited)**

**Sd/-
Satya Murthy Sivalenka
Managing Director & CEO
DIN: 00412609**

Date: 26.08.2024
Place: Hyderabad

ANNEXURE TO NOTICE

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

Item No. 1: Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

Rs.13,00,00,000/- (Rupees thirteen crores only) divided into 1,30,00,000 (One crore thirty lakhs) Equity Shares of Rs.10/- (Rupees ten only) each to Rs.75,00,00,000/- (Rupees seventy five crores only) divided into 7,50,00,000 (Seven crores fifty lakhs) Equity Shares of Rs.10/- (Rupees ten only) each”.

The present Authorised Share Capital of the Company is Rs.13,00,00,000/- (Rupees thirteen crores only) divided into 1,30,00,000 (One crore thirty lakhs) Equity Shares of Rs.10/- (Rupees ten only) each.

Keeping in view of the proposed acquisition/takeover of a business of M/s Globe Continental Distilleries Private Limited (CIN: U46308TS2024PTC181730), situated at Plot No.54 & 55, AG Arcade, Balaji Co- operative, Manovikasnagar, Tirumalagiri, Hyderabad-500009, Telangana for a consideration as per valuation report of a Registered Valuer for consideration other than cash and issue of equity shares of the Company on swap basis as decided by the Board of Directors of the Company and the Management of M/s Globe Continental Distilleries Private Limited and subject to the approval of the Members of the Company, it is proposed to increase authorised share capital of the Company to a level so as to accommodate issue of equity shares of the Company to the stakeholders of M/s Globe Continental Distilleries Private Limited.

In this connection, the Board at its Meeting held on 26th August, 2024, had accorded its approval for increasing the Authorised Share Capital from Rs.13,00,00,000/- (Rupees thirteen crores only) to Rs. 75,00,00,000/- (Rupees seventy five crores only) by creation of 6,20,00,000 (Six crore twenty lakhs) additional Equity Shares of Rs.10/- (Rupees ten only) each, subject to the approval of the Members of the Company and the above said 6,20,00,000 additional Equity Shares of Rs.10/- (Rupees ten only) each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The Board recommends the Resolution set out in Item No. 1 for approval of the Members as a Special Resolution.

Consequent to the proposed increase in authorised share capital of the Company, Clause V of the Memorandum of Association of the Company would also require alteration so as to reflect the changed Authorised Share Capital.

Accordingly, the Board of Directors of the Company at their Meeting held on 26th August, 2024, approved the alteration of Memorandum of Association (MOA).

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The Board recommends the Resolutions set out in Item No.1 of the accompanying Notice for approval of the Members as a Special Resolution.

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

Item No.2: Issue of Bonus Shares

The Board of Directors at their meeting held on 26th August, 2024, considered, approved and recommended an issue of bonus shares in the proportion of 4:1 four new equity shares of the Company of Rs.10/- (Rupees ten only) each for every one existing equity share of the Company of Rs.10/- (Rupees ten only) each held by the Members on the date of allotment by capitalising a sum not exceeding Rs.47,63,92,000/- (Rupees forty seven crores sixty three lakhs ninety two thousand only) from and out of the Free Reserves account. The bonus shares upon their issue, and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the Members of the Company is required for issuance of Bonus Shares as per the recommendations of the Board of Directors of the Company, by way of passing an Ordinary Resolution.

The Board recommends the Resolutions set out in Item No.2 of the accompanying Notice for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholdings in the Company.

**By order of the Board of Directors
For Sameera Agro and Infra Limited
(Formerly known as Sameera Infra Projects
Private Limited)**

**Sd/-
Satya Murthy Sivalenka
Managing Director & CEO
DIN: 00412609**

Date: 26.08.2024
Place: Hyderabad