

Date: 17th July, 2023

From

Gandla Srinivasa Rao
H.No.5-7-18/3, G Floor
Sangeeth Nagar, Kukatpally
Hyderabad-500072

To

The Board of Directors
Sameera Agro and Infra Limited
Plot No. 54 & 55, A.G. Arcade
Balaji Co-operative Society, Transport Road
Secunderabad-500 009, Telangana, India

First Overseas Capital Limited
1-2 Bhupen Chambers,
Dalal Street, Fort,
Mumbai 400001, India

(First Overseas Capital Limited being appointed in relation to the Issue hereinafter referred to as the "Lead Manager" or the "LM")

Dear Sirs / Madam,

Subject: Proposed Initial Public Offer of Sameera Agro and Infra Limited ("Company")

I, **Gandla Srinivasa Rao** hereby certify that the following information and give my consent to my name being included as a Non-Executive Independent Director of the Company in the Draft Prospectus/Prospectus along with all other relevant documents/annexures to be filed by the Company with the National Stock Exchange (NSE) or any other Regulatory Authorities, in connection with the proposed Issue and in any other documents, including any presentations and releases, in connection with the Issue.

- A. This is to certify that I, Gandla Srinivasa Rao Non-Executive Independent Director of the Company.

I am not a shareholder of the Company and there no stock options held by me, as on the date of the Draft Prospectus/Prospectus.

Further, the number of stock options held by me, as on the date of the Draft Prospectus/Prospectus is: NIL

- B. The details of my current address, occupation, qualification, age, nationality, director identification number and Passport is as follows:

Address	: H.No.5-7-18/3, G Floor, Sangeeth Nagar, Kukatpally, Hyderabad-500072
Occupation	: Business
Qualification	: B.Tech.,
Age	: 57 years
Nationality	: Indian
DIN	: 09823244
PAN	: AHOPG7328N

- C. This is to certify that, there are no
- i. outstanding actions initiated by the Regulatory Authorities such as the Securities and Exchange Board of India (the “SEBI”), the Reserve Bank of India, or such similar authorities or the National Stock Exchange of India Limited or BSE Limited (collectively, the “Stock Exchanges”),
 - ii. outstanding civil litigation involving me (which includes cases filed by and against me
 - iii. outstanding tax proceedings (including show cause notices) involving me
 - iv. outstanding criminal litigation filed by and against me and
 - v. any other litigation involving me which may be considered material by the Company.
- D. Further, I certify that, no penalties have been imposed and no disciplinary actions or investigations have been initiated or taken by the SEBI or the Reserve Bank of India or the Stock Exchanges or any other regulatory or supervisory authority in India or abroad against me or any of the other entities that I am associated with or was associated as director, promoter, or otherwise.
- E. I have not been debarred from accessing the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI.
- F. I have not been convicted of any fraudulent offence and none of the companies, firms, partnerships or other entities with which I have been associated have experienced any bankruptcies, receiverships, winding up proceedings or liquidations for the previous five years. Moreover, I have not been prosecuted by any statutory, regulatory or supervisory authority (including designated professional bodies), nor have I been disqualified by a court, tribunal or any other statutory or regulatory authority from acting as a member of the administrative, management or supervisory body of a company or from acting in the management or conduct of the affairs of any company or other entity for the previous three years. I have not been declared as a wilful defaulter or fraudulent borrower.
- G. I confirm that I do not have any financial or other material interest in the Issue.
- H. I confirm that I do not have any arrangements or understanding with Company’s major shareholders, customers, suppliers or others related to the Issue.
- I. I confirm that I do not have any service contracts entered into with the Company for providing benefits upon termination of employment.
- J. There are no defaults in respect of the payment of interest and/or principal to lenders against following persons forming part of Company’s Directors/Promoters/Promoter Group:
- K. Neither am I, nor have I been identified as a fugitive economic offender under applicable laws.
- L. I am not associated with the securities market in any manner.


I shall immediately inform the LM and Company and the Legal Advisor to the Issue, of any adverse developments/changes, in respect of the matters covered in this certificate till the date of commencement of trading of the Equity Shares to be issued under the Issue. In absence of any such written communication from me, the above information should be taken as updated information until the said Equity Shares commence trading on the Stock Exchanges. The undersigned further acknowledges and agrees that the legal advisor to the Issue, may rely on this certificate and each of the certifications made herein in rendering their legal opinions in connection with the transactions contemplated herein.

This certificate is issued in connection with the Issue and the contents of this certificate, in full or in part, can be disclosed in the offer documents and other documents or materials in relation to the Issue.

Capitalised terms used but not defined herein have the meanings assigned to them in the Draft Prospectus/Prospectus

I also consent to the submission of this consent letter as may be necessary, to any regulatory authority and/or for the records to be maintained by the Lead Manager in relation to the proposed SME-IPO.

Yours faithfully,


Gandla Srinivasa Rao
Non-Executive Independent Director
DIN: 09823244