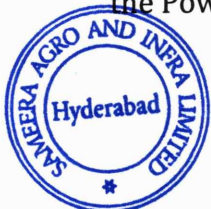


TRUE EXTRACTS FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF SAMEERA AGRO AND INFRA LIMITED HELD ON WEDNESDAY, THE 24TH DAY OF MAY, 2023 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.54 & 55, A.G. ARCADE, BALAJI CO-OPERATIVE HOUSING SOCIETY, DIAMOND POINT, GUNROCK, SECUNDERABAD-500009.

Raising of Capital through Initial Public Offering

“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, 2009 (‘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Regulations’), the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the ‘Companies Act, 1956’), the Securities Contracts (Regulation) Act, 1956, as amended (‘SCRA’), and the Rules framed thereunder (including any amendment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) and subject to the approval of the Members of



the Company, the Consent of the Board 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."



A handwritten signature in blue ink, appearing to be "K. K. S.", written over the stamp.

"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 certified copies of this Resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

//Certified True Copy//
For Sameera Agro and Infra Limited


Satya Murthy Sivalenka
Managing Director & CEO
DIN: 00412609



Date: 24.05.2023
Place: Secunderabad