

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: U45201TG2002PLC038623

Regd. Office: Plot No.54 & 55, A.G. Arcade, Balaji Co-operative Housing Society, Diamond Point, Gunrock
Secunderabad-500009, Telangana

Web: www.sameeraagroandinfra.com, Email Id: info@sameeraagroandinfra.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF THE SAMEERA AGRO AND INFRA LIMITED (FORMERLY KNOWN AS SAMEERA INFRA PROJECTS PRIVATE LIMITED) WILL BE HELD ON MONDAY, THE 20TH DAY OF MAY, 2024 AT 11.00 A.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Item No. 1: Ratification of takeover of 74% stake/interest and investments made by the Company in M/s Amar Wineries, a proprietorship firm.

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 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 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 framed thereunder, as the investments made by the Company through takeover of 74% stake/interest in M/s Amar Wineries, a Proprietorship Firm with a manufacturing unit for manufacture of IML at Humnabad, Bidar District, Karnataka ("Enterprise") together with business and all its assets and liabilities including the concerned licenses, permits, consents, approvals and tangible & intangible assets, are in excess of the limits prescribed under the provisions of the Section 186 of the Companies Act, 2013 as per the audited financial statements of the Company as on September 30, 2023, the consent of the Members of the Company be and is hereby accorded to the Board of Directors ratifying the above said acquisition of 74% stake/interest, which, the Board of Directors of the Company in their absolute discretion, the said investment through acquisition is beneficial in the interest of the Company."

RESOLVED FURTHER THAT the Board or any Committee thereof (with further powers to delegate) is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto."

Item No. 2: Power to give loans or invest funds of the Company in excess of the limits specified under Section 186 of the Companies Act, 2013.

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 the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to a maximum aggregate amount of Rs.200 crores (Rupees two hundred crores only), outstanding at any point of time, over and above the permissible limits



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under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.

Item No. 3: Sale/transfer of 74% stake/interest in M/s Amar Wineries to Globe Continental Distilleries Private Limited.

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 180(1)(a), Section 188(1)(b) and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution, to sell/transfer/disposal of 74% stake/interest in M/s Amar Wineries, a Proprietorship Firm with a manufacturing unit for manufacture of IML at Humnabad, Bidar District, Karnataka ("Enterprise") together with business and all its assets and liabilities including the concerned licenses, permits, consents, approvals and tangible & intangible assets to M/s Globe Continental Distilleries Private Limited (GCDPL) for a consideration other than cash for an amount of Rs.36,08,74,320/- (Rupees thirty six crores eight lakhs seventy four thousand three hundred twenty only) out of an enterprise valuation of M/s Amar Wineries, Rs.48,76,68,000/- (Rupees Forty Eight Crores Seventy Six Lakhs Sixty Eight thousands only) as per the valuation report dated 13.04.2024 of Independent Registered valuer Mr. Kalyanam Bhaskar, GOI-IBBI, Registered Valuer, IBBI/RV/06/2020/12959, ICAI/RVO/06/RV-P00361/2019-20, PAN: ADOPK5944L, at #201, Rangaprasad Enclave, Vinayak Nagar, Gachibowli, Hyderabad – 500032 and also as mutually agreed by the parties GCDPL and SAMEERA Agro and Infra Limited (SAMEERA) and against the above said consideration of Rs.36,08,74,320/-, the GCDPL will issue and allot 3,60,87,432 (Three crores sixty lakhs eighty seven thousand four hundred thirty two) equity shares of Rs.10/- (Rupees ten only) each at an issue price of Rs.10/- (Rupees ten only) each (at par) to the SAMEERA."

"FURTHER RESOLVED THAT the Board be and is hereby authorised to finalise, sign and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions,



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difficulties or doubts that may arise in regard to sale and transfer of the stake/interest as they may in their absolute discretion deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Board, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, to sign and execute necessary agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, to give effect to the above resolution."

Item No. 4: Approval for sale of stake in Enterprise by the Company as a Related party transaction under Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), in terms of Regulation 23 of Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, enabling provisions of the Memorandum and Articles of Association of the Company, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the Members of the Company be and hereby accord their approval for the Stake/Interest/Business Transfer Agreement (SBTA) and consent to the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or Director(s) or Official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) for Sale/transfer/disposal of the Company's 74% stake/interest in M/s Amar Wineries, a Proprietorship Firm with a manufacturing unit for manufacture of IML at Humnabad, Bidar District, Karnataka, India ("Enterprise") together with business and all its assets and liabilities including the concerned licenses, permits, consents, approvals and tangible & intangible assets to M/s. Globe Continental Distilleries Private Limited being a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a lump sum consideration other than cash for an amount of Rs.36,08,74,320/- (Rupees thirty six crores eight lakhs seventy four thousand three hundred twenty only) out of an enterprise valuation of M/s Amar Wineries, Rs.48,76,68,000/- (Rupees Forty Eight Crores Seventy Six Lakhs Sixty Eight thousands only) as per the valuation report dated 13.04.2024 of Independent Registered valuer Mr. Kalyanam Bhaskar, GOI-IBBI, Registered Valuer, IBBI/RV/06/2020/12959, ICAI/RVO/06/RV-P00361/2019-20, PAN: ADOPK5944L, at #201, Rangaprasad Enclave, Vinayak Nagar, Gachibowli, Hyderabad – 500032 and also as mutually agreed by the parties GCDPL and SAMEERA Agro and Infra Limited (SAMEERA) and against the above said consideration of Rs.36,08,74,320/-, the GCDPL will issue and allot 3,60,87,432 (Three crores sixty lakhs eighty seven thousand four hundred thirty two) equity shares of RS.10/- (Rupees ten only) each at an issue price of Rs.10/- (Rupees ten only)each (at par)



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to the SAMEERA" and on such terms and conditions as may be deemed fit by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof) be and are hereby authorized to execute all such deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, including delegation of all or any of the powers herein conferred by this resolution, to any Director(s), or to any Committee of Directors or any other Officer(s)/Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution."

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


Satya Murthy Sivalenka
Wholtime Director
DIN: 00412609



Date: 17.04.2024

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 Extraordinary General Meeting ('EGM') 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 Extraordinary General Meeting ('EGM') of the Company is being held through VC/OAVM on Monday, the 20th day of May, 2024 at 11.00 A.M. IST. The deemed venue for the EGM 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 EGM of the Company and the relevant details of



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the proposed resolutions at this EGM 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 EGM 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 EGM 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 EGM and hence the Proxy Form, Attendance Slip and route map of EGM 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 EGM 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 EGM".
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 EGM.
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 EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. The Notice of EGM 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 EGM and the Explanatory Statement shall be made available for inspection. Members desiring any information with regards to matters to be placed at the EGM 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:



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- 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 EGM through VC/OAVM Facility, for voting through remote E-voting and E-voting during the EGM.
15. **Procedure of e-Voting and attending e-EGM:**
- 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.
 - 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



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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
7976	16 th May, 2024, Thursday, (9.00 A.M.)	19 th May, 2024, Sunday, (5.00 P.M.)

- (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 Wednesday, April 17, 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-EGM 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-EGM) of the Company on KFin system to participate in e-EGM and vote at the EGM.

16. DETAILS ON STEP 1 ARE MENTIONED BELOW

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







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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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding shares in Demat mode with CDSL	<p>1. Existing user who have opted for Easi/Easiest:</p> <ul 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.



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	<p>v) Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest:</p> <p>i) Option to register is available at CDSL website. Visit URL: www.cdslindia.com</p> <p>ii) Click on Login icon & New System Myeasi and the click on registration option.</p> <p>iii) Proceed with completing the required fields.</p> <p>iv) Follow the steps given in point 1 above.</p> <p>3. Alternatively by directly accessing the e-Voting website of CDSL:</p> <p>i) Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin.</p> <p>ii) Provide your Demat Account Number and PAN.</p> <p>iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>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>i) You can also login using the login credentials of your Demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>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.</p> <p>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.</p>

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:



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- (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) 7976, 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- EGM" 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- EGM".
 - (xii) Members can cast their vote online from Thursday, May 16, 2024 (9.00 A.M.) till Sunday, May 19, 2024 (5.00 P.M.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.



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(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently to whom the Notice of EGM 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 EGM 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-EGM of the Company through VC/OAVM:

- (i) Members will be provided with a facility to attend the e-EGM 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 EGM through VC/OAVM shall be available for members on first come first served basis.
- (v) Facility for joining e-EGM through 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 EGM 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) 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-EGM 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-EGM.



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- (ii) E-voting during the EGM 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 EGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and vote at the EGM 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 **Saturday, 11th May 2024**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

OTHER INSTRUCTIONS

- (i) **EGM Questions prior to e-EGM:** 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, 18th May 2024 (9.00 a.m. to 5.00 p.m.)**.
- (ii) **Speaker Registration during e-EGM 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, 18th May 2024 (9.00 a.m. to 5.00 p.m.)**. The Company reserves the right to restrict the speaker registration during the e-EGM 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 EGM 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.



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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-EGM 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)


Satya Murthy Sivalenka
Wholtime Director
DIN: 00412609



Date: 17.04.2024
Place: Hyderabad

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Item Nos. 1 & 2

In order to have a multiple growth of the Company, the Board of Directors have decided to diversify business activity of the Company apart from existing agro and infra business, into the distilleries for manufacture of IMFL and accordingly, the Company has taken over 74% stake/interest in M/s Amar Wineries, a Proprietorship Firm with a manufacturing unit for manufacture of IML at Humnabad, Bidar District, Karnataka, India ("Enterprise") together with business and all its assets and liabilities including the concerned licenses, permits, consents, approvals and tangible & intangible assets.

Since, the above said takeover by the Company in a bid to diversify the business activity, which is expected to bring in volumes of business and multiple growth and the said takeover is a strategic acquisition and business growth activity, it is imperative to obtain the approval of the Members. Further, the investments made by the Company for the said takeover are in excess of the limits prescribed under the provisions of Section 186 of the Companies Act, 2013, the approval of the Members is required by way of Special Resolution.

Further, going forward in the process of growth of the Company, it may be necessitated for further investments through takeovers/acquisitions and more limits of investments are required for the said purposes and hence, the Company proposes to increase the limits of investments/loans/guarantees up to Rs.200 Crores and the same is also required to be approved by the Members of the Company by way of Special Resolution.

Your directors therefore, recommend the resolutions mentioned in Item No.1 & 2 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions.

Item Nos. 3 & 4

The takeover of 74% stake/interest in M/s Amar Wineries, a Proprietorship Firm with a manufacturing unit for manufacture of IML at Humnabad, Bidar District, Karnataka, India ("Enterprise") together with business and all its assets and liabilities including the concerned licenses, permits, consents, approvals and tangible & intangible assets, is part of the inorganic growth strategy of the Company. Since the Enterprise M/s Amar Wineries, being a Proprietorship concern, it has been decided by the Board of Directors together with Proprietor of M/s Amar Wineries with 26% holding, to form a Private Limited Company and transfer the entire business of M/s Amar Wineries to the said Private Limited Company.

Further, since the Company's existing objects does not permit the Company to carry on the business of distilleries and thus it has been decided by the Board of Directors to incorporate a Company and transfer the business to the newly incorporated Company.

Accordingly, a new private limited company by name 'Globe Continental Distilleries Private Limited (GCDPL)' has been incorporated for the above said purpose and issue and allotment of shares by GCDPL to the Sameera Agro and Infra Limited (SAMEERA) as well as to the Proprietor of M/s Amar Wineries in the ratio of 74% and 26% respectively.



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Since, the sale of 74% stake/interest in the Enterprise along with the business, all assets and liabilities both tangible and intangible becomes sale of substantially the whole undertaking and attracts the provisions of Section 180(1)(a) of the Companies Act, 2013, which requires the approval of the Members in General Meeting by way of Special Resolution.

Further, the sale and transfer of 74% stake/interest in the Enterprise along with the business, all assets and liabilities both tangible and intangible to GCDPL by SAMEERA for consideration other than cash i.e., by way of allotment of 3,60,87,432 (Three crores sixty lakhs eighty seven thousand four hundred thirty two) equity shares of Rs.10/- (Rupees ten only) each at an issue price of Rs.10/- (Rupees ten only) each (at par) to the SAMEERA. Post issue and allotment of the equity shares as above, GCDPL will become majority owned subsidiary of SAMEERA, as SAMEERA will hold 74% of paid-up equity share capital of GCDPL.

In addition to the above, the Directors of SAMEERA, (1) Mr. Satya Murthy Sivalenka and (2) Mrs. Kameswari Sivalenka are also the Promoter Directors of GCDPL, which results into commonality of Directors in both the Companies and establishes the above situation as Related Party Transaction, which attracts the provisions of Section 188 of the Companies Act, 2013, whereby, the said transaction requires the approval of the Members of the Company by way of Special Resolution.

The disclosures under Rule 15(3) (ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended as enumerated herewith:

(a) Name of the related party	Globe Continental Distilleries Private Limited
(b) Name of the Director or Key Managerial Personnel who is related, if any	(1) Mr. Satya Murthy Sivalenka (2) Mrs. Kameswari Sivalenka
(c) Nature of relationship	Commonality of Directors
(d) Nature, material terms, monetary value and particulars of the contract or arrangements;	<ol style="list-style-type: none">1. Sale and transfer of Enterprise business by SAMEERA to GCDPL i.e., 74% stake/interest in M/s Amar Wineries, a Proprietorship Firm with a manufacturing unit for manufacture of IML at Humnabad, Bidar District, Karnataka ("Enterprise") together with business and all its assets and liabilities including the concerned licenses, permits, consents, approvals and tangible & intangible assets.2. Consideration for the sale and transfer of Enterprise business by SAMEERA to GCDPL is Rs. Rs.36,08,74,320/-, which will be paid by the GCDPL by way of allotment of 3,60,87,432 equity shares of Rs.10/- each at an issue price of Rs.10/- each (at par) to the SAMEERA.
(e) Any other information relevant or important for the members to take a decision on the proposed resolution	All-important or relevant information have been provided in the foregoing paragraphs of the explanatory statement.



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The transfer of the Enterprise business shall be effective from the Closing date as defined under the SBTA or such other date as may be decided by the Board in this regard, subject to receipt of necessary approvals wherever applicable.

The Board is of the opinion that the aforesaid proposals are in the best interest of the Company and accordingly the Board recommends the Special Resolutions as set out in Item Nos.3 & 4 of this Notice for approval of the Members.

This Explanatory statement may also be regarded as a disclosure as required under Listing Regulations.

Except Mr. Satya Murthy Sivalenka and Mrs. Kameswari Sivalenka, being Common Directors on the Board of both the Companies, None of the Directors and Key Managerial Personnel are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

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


Satya Murthy Sivalenka
Wholetime Director
DIN: 00412609



Date: 17.04.2024

Place: Hyderabad