

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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 SATURDAY, THE 29TH DAY OF MARCH, 2025 AT 11.00 A.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Item No.1: Appointment of Statutory Auditors of the Company to fill casual vacancy.

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the Company at their meeting held on 27th February, 2025, M/s M M R S & Co., Chartered Accountants (FRN:013830S), Hyderabad, Telangana be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Damacherla & Associates (Firm Registration No. 019045S), Chartered Accountants, Guntur, Andhra Pradesh.”

“RESOLVED FURTHER THAT M/s M M R S & Co., Chartered Accountants (FRN:013830S), Hyderabad, Telangana be and are hereby appointed as Statutory Auditors of the Company and they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting of the Company and that, they shall be eligible for re-appointment in the next Annual General Meeting of the Company to be held in the year 2025, and that they shall conduct the statutory audit for the financial year ended 31st March, 2025, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

“RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

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

**Satya Murthy Sivalenka
Managing Director & CEO
DIN: 00412609**

Date: 27.02.2025
Place: Hyderabad

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

NOTES:

1. Pursuant to General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022, No. 09/2023 dated 25th September, 2023 and No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (herein after referred to as "MCA Circulars") and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and EGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. 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 Saturday, the 29th day of March, 2025 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 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.

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

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:
 - 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

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

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:

- (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
8706	26 th March, 2025, Wednesday, (9.00 A.M.)	28 th March, 2025 Friday, (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 Thursday, February 27, 2025 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.

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

- (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:

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.comii) 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.comii) Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsiii) 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.





SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

	<p>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.</p> <p>v) On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> <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> <p> </p>
Individual Shareholders holding shares in Demat mode with CDSL	<p>1. Existing user who have opted for Easi/Easiest:</p> <p>i) Visit URL: www.cdslindia.com</p> <p>ii) Click on Login icon & New System Myeasi</p> <p>iii) Login with your registered user id and password.</p> <p>iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e., Kfintech e-Voting portal.</p> <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</p>

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

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) 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.

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

- (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 Wednesday, March 26, 2025 (9.00 A.M.) till Friday, March 28, 2025 (5.00 P.M.). 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 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.

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

- (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.
- (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 **Friday, 21st March, 2025**, 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 Thursday, **27th March, 2025 (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 **Wednesday, 26th March, 2025 (9.00 a.m.) till Thursday, 27th March, 2025 (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.

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

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.

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
Managing Director & CEO
DIN: 00412609**

Date: 27.02.2025
Place: Hyderabad

SAMEERA AGRO AND INFRA LIMITED

(formerly known as Sameera Infra Projects Private Limited)

CIN: L45201TG2002PLC038623

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATIONS OF SEBI (LODR) REGULATIONS, 2015

Item No. 1

M/s Damacherla & Associates, Chartered Accountants (FRN:019045S), Hyderabad, Telangana have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances vide their letter dated 5th February, 2025, resulting into a casual vacancy in the office of Statutory Auditors of the Company. As per section 139(8) of the Companies Act, 2013, casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Accordingly, the Board of Directors of the Company recommends that, M/s M M R S & Co., Chartered Accountants (FRN:013830S), Hyderabad, Telangana be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Damacherla & Associates, Chartered Accountants (FRN:019045S), Hyderabad, Telangana.

M/s M M R S & Co., Chartered Accountants (FRN:013830S), Hyderabad, Telangana, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Members of the Company, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is placed before the meeting for the consideration and approval of the Members of the Company.

Your Directors recommend to approve the above resolution as placed in the Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said 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
Managing Director & CEO
DIN: 00412609**

Date: 27.02.2025
Place: Hyderabad