SAMEERA
AGRO AND INFRA LTD
Sameera Agro and Infra Ltd.

Dt: 27.02.2025

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C-1,
G Block Bandra-Kurla Complex Bandra (East)
Mumbai 400 051

Sub: Outcome of the Board Meeting held on 27th February, 2025.
Ref : Scrip Code: SAIFL Scrip Name: Sameera Agro and Infra Limited.

Dear Sir/Madam

With reference to the subject cited above, we wish to inform you that, the Board of Directors of the Company at their meeting held on today, Thursday the 27th day of February, 2025, have dealt with the following business:

1. The resignation submitted by Ms. Pratibha Kumrawat, Company Secretary and Compliance Officer of the Company vide her letter dated 31st January, 2025 as placed before the Board of Directors was considered and accepted with a note of appreciation of her services rendered during her tenure and contribution made to the Company and authorised any Director of the Company to take care of the e-filings of the necessary returns in this regard.

2. The Board of Directors have deliberated on the matter of appointment of Ms. Shivani Jain (Membership No. ACS75664) as Company Secretary and Compliance Officer of the Company and the said appointment was approved w.e.f. 1st day of February, 2025 and authorised any Director of the Company to take care of the e-filings of the necessary returns in this regard. - Annexure – 1.

3. M/s Damacherla & Associates, Chartered Accountants (FRN:019045S), Hyderabad, the existing Statutory Auditors of the Company have submitted their resignation as such vide their letter dated 5th February, 2025 and as placed before the Board at this meeting has been considered and accepted and further any Director of the Company authorised to ensure the filing of necessary returns with the Registrar of Companies, Hyderabad in this regard.

4. M/s M M R S & Co., Chartered Accountants (FRN:013830S), Hyderabad, have given their consent for the appointment as Statutory Auditors of the Company vide their letter dated 7th February, 2025 and the same is placed before the Board for their appointment as Statutory Auditors of the Company in the casual vacancy caused due to the resignation of existing Statutory Auditors of the Company and the above said firm has been appointed by the Board as Statutory Auditors of the Company for the financial year 2024-25. The Board also recommends the appointment of the

above said Firm as Statutory Auditors of the Company to hold the office for the next 5 years, for the approval the Members in the ensuing Extraordinary General Meeting. Annexure - 2

5. The Board of Directors have approved the constitution of the Risk Management Committee of the Board consisting of (1) Mr. V.S.E.N.D. Sesha Sai CH, as Chairman (2) Mr. Devanand Challagulla as Member and (3) Mr. Srinivasa Rao Gandla as Member and (4) Mrs. Kameswari Sivalenka as Member.

6. The Board of Directors have approved the constitution of the Corporate Social Responsibility Committee of the Board consisting of (1) Mr. V.S.E.N.D. Sesha Sai CH, as Chairman (2) Mr. Devanand Challagulla as Member and (3) Mr. Srinivasa Rao Gandla as Member and (4) Mrs. Kameswari Sivalenka as Member.

7. The note on delay in compliances under Regulation 31 of SEBI (LODR) Regulations, 2015 was placed before the Board at this meeting for consideration by the Board of Directors and their comments thereon. The said note inter alia provided that, the Company has paid the penalty levied by the NSE vide their mail dated 17.02.2025 and the Company has requested the concerned officers at the NSE to take the note of the payment of penalty. The same was taken on record by the Board of Directors while advising the concerned departments of the Company to ensure that, the same shall not be repeated in future.

8. The Company has acquired 74% stake/interest in M/s Amar Wineries in the past and the said stake was sold to M/s Globe Continental Distilleries Private Limited for consideration other than cash and in turn M/s Globe Continental Distilleries Private Limited has allotted equity shares in its capital structure thus constituting it as 74% subsidiary of the Company. As M/s Globe Continental Distilleries Private Limited is owned by the Company to the tune of 74% holding, the Board of Directors of the Company authorises its subsidiary to ensure and complete the registration of all the properties of M/s Amar Wineries, Humnabad, Bidar District, Karnataka in its favour.

9. The note on fund requirements/investments in M/s Globe Continental Distilleries Private Limited – 74% subsidiary of the Company, placed before the Board of Directors at this meeting has been deliberated in detail by the Board and the following have been identified as need of the hour and medium to long term growth needs of the subsidiary company:

   a. Short-term working capital requirements of the subsidiary estimated at Rs.20 Crores.
   b. Enhancement of present manufacturing capacity of 6 lakh litres to 30 lakh litres per month by addition of 24 lakh litres through establishment of adequate facilities etc., at an estimated outlay of around Rs.20 Crores.
   c. To meet long term capital requirements of the subsidiary estimated at around Rs.15 Crores.
   d. Total fund requirements of the subsidiary have been drawn around Rs.55 Crores as per the current growth plan.

e. Estimated sources of partly equity, partly convertible preference shares or other securities and partly borrowings from Banks/Financial Institutions/NBFCs.

Further, the Board of Directors authorised Mr. Satya Murthy Sivalenka, Director of M/s Globe Continental Distilleries Private Limited to workout nitty-gritties and possibilities of the above said resources in detail and submit the report thereon in the next Board Meeting, so as to ensure raising of funds required by the subsidiary as stated herein before.

10. During the financial year 2023-24, the Company has acquired 74% stake/interest in M/s Amar Wineries, a Proprietorship Firm with a manufacturing unit for manufacture of Indian Made Liquor (IML) at Humnabad, Bidar District, Karnataka along with distillery and bottling licences, all assets and liabilities. The acquisition was approved and ratified by the Board of Directors of the Company at their meeting held on 17.04.2024.

    Further, the Company has sold/transferred the above said stake/interest of 74% to M/s Globe Continental Distilleries Private Limited (GCDPL) vide approval of Members of the Company by way of Special Resolution passed at their Extraordinary General Meeting held on 20.05.2024 for consideration other than cash of Rs.36,08,74,350 for which, GCDPL has allotted 3,60,87,432 equity shares of Rs.10/- each at par to the Company on 14.06.2024. The GCDPL has thus become a subsidiary of the Company with 74% holding.

    GCDPL has thus got the manufacturing facility for manufacture of IML at Humnabad, Bidar District, Karnataka along with distillery and bottling licences. GCDPL has commenced commercial production on 14.02.2025.

11. M/s G C & Co., Chartered Accountants (FRN:023491S), Bengaluru have been appointed as Internal Auditors of the Company w.e.f. 27th February, 2025 for a period of 3 years. Annexure - 3

12. The detailed note on Bonus Issue by the Company placed before the Board Meeting held today and the Board of Directors have deliberated in detail on the following and ordered them to be taken on record:

    a. Post SME IPO issue paid-up share capital of the Company stands at Rs.11,90,98,000.
    b. Bonus issue ratio as approved by the Board of Directors and shareholders at their respective meetings on 26.08.2024 and 25.09.2024 respectively stands at 4:1 (i.e., four bonus equity shares for one existing equity share held).
    c. Application for in-principle approval for the issuance and allotment of 4,76,39,200 bonus shares has been submitted to the NSE on 12.09.2024.
    d. The paid-up equity share capital of the Company (along with bonus issue of 4,76,39,200 equity shares of Rs.10/- each aggregating to Rs.47,63,92,000) post bonus-issue will be Rs.59,54,90,000, which will exceed SME threshold limit of Rs.25,00,00,000.

e. Since, the post-bonus issue paid-up capital exceeds SME threshold limit of Rs.25.00 Crores, NSE has advised the Company to migrate to Main Board of the NSE subject to fulfilment of eligibility criteria for migration. One of the eligibility criteria for migration is – the Company should have at least minimum listing period of 3 years from the date of listing on SME Emerge Platform of the NSE.
f. Since, the above said criteria of 3 years is not being fulfilled by the Company, the Company has requested the NSE vide its letter dated 15.10.2024 to allow the listing of bonus shares and to continue under the SME category only.
g. Subsequently, the NSE vide its letter dated 29.11.2024 advised the Company to go for migration to the main board subject to fulfilment of the eligibility criteria.
h. The Company has again submitted its representation and requisition to the NSE in view of the SEBI's reviewed SME Framework recently in December, 2024 (which empowers the stock exchanges to allow the listing of further issues of the companies without migration taking an undertaking from the companies to comply the compliance of the provisions of LODR Regulations as applicable on the companies listed on the main board of the Stock Exchanges) vide its letter 11.02.2025 to list the bonus issue shares and allow the Company to continue under the SME Emerge Platform.

13. The Board of Directors approved the draft Notice of the Extraordinary General Meeting of the Company scheduled to be held on Saturday, the 29th day of March, 2025 at 11.00 a.m. to consider and approve the business stated therein.

Meeting started at 11.00 A.M and concluded at 3.40 P.M.

This is for the information and records please.

Thanking you.

Yours faithfully,
For **SAMEERA AGRO AND INFRA LIMITED**

SAMEERA AGRO AND INFRA LIMITED
Hyderabad

SATYA MURTHY SIVALENKA
MANAGING DIRECTOR AND CEO
DIN 00412609

Annexure – 1

Brief details about Ms. Shivani Jain, new appointee are as follows:

Name	Reason for Change viz. resignation, removal, death or otherwise;	Date of Appointment / Cessation (as applicable) & term of Appointment	Brief profile	Disclosure of relationships between Directors
Ms. Shivani Jain PAN NO: COSPJ3053G M.No: ACS 75664 CS: ACS	Resignation of previous Company Secretary	01.02.2025	Ms. Shivani Jain is qualified Company Secretary and an Associate member of the Institute of Company Secretaries of India. She has got experience in handling works relating Companies Act, 2013, various compliances under SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015 and other Secretarial Matters,	NOT APPLICABLE

Annexure – 2

Brief details about Statutory Auditors as follows:

Name	Reason for Change viz. resignation, removal, death or otherwise;	Date of Appointment / Cessation (as applicable) & term of Appointment	Brief profile	Disclosure of relationships between Directors
M/s. MMRS & CO. FRN: 013830S Represented by T Naresh, Pan: BABPT0101P M.NO: 252120 ACA	Resignation of previous Statutory Auditor	07.02.2025	M/s. MMRS & CO, (FRN No: 013830S) represented by Mr. Tummlapalli Naresh, Chartered Accountant, Partner M.No: 252120 is qualified Chartered Accountant Associate member of the ICAI. He has got experience in handling works relating Financials, Accounting and Taxation.	NOT APPLICABLE

Annexure – 3

Brief details about Internal Auditors as follows:

Name	Date of Appointment / Cessation (as applicable) & term of Appointment	Brief profile	Disclosure of relationships between Directors
M/s. GC & CO FRN: 023491S Represented by Gadugu Siddeswaraiah Pan: AXFPC7121E M.NO: 257375 ACA	07.02.2025	M/s. GC& CO, (FRN No: 023491S) represented by Mr. Gadugu Charan, Chartered Accountant Proprietor M.No: 257375 is qualified Chartered Accountant Associate member of the ICAI. He has got experience in handling works relating Financials, Accounting and Taxation.	NOT APPLICABLE