

GURBANI



GROUP

SAMPRE NUTRITIONS LIMITED

(CIN: L15499TG1991PLC013515)

BOARD OF DIRECTORS:

SRI B K GURBANI	:	Chairman and Managing Director
SMT MEERA BRAHMA GURBANI	:	Director
SRI BANALA JAYAPRAKASH REDDY	:	Director
SRI GEORGE KURIAN	:	Director

AUDITORS	:	M/s. KJD Srinivas & Co., Chartered Accountants Plot No. 67, Paigah Colony, S P Road, Secunderabad – 500 003
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BANKERS	:	HDFC Bank Limited Tamilnad Mercantile Bank Limited Axis Bank Limited
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FINANCIAL INSTITUTIONS	:	Abhinav Capital Services Limited
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REGISTERED OFFICE & WORKS	:	Plot No. 133, Industrial Estate, Medchal – 501 401 Telangana, India Phone: 08418 - 222427/28 Fax: 08418 - 222429 E-Mail: gurbani@gurbanigroup.com Website: www.gurbanigroup.com
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REGISTRARS & TRANSFER AGENTS	:	M/s. Big Share Services Private Limited 306, 3 rd Floor, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Road, Somajiguda Hyderabad – 500 082.
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NOTICE

NOTICE is hereby given that the **Twenty Third Annual General Meeting** of the Members of the Company will be held at 11:00 Hrs on **SATURDAY, 27TH SEPTEMBER, 2014** at Lions Club Conference Hall, LIC Building, 2nd Floor, Paradise Circle, Secunderabad – 500 003 to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March 2014 and the Profit and Loss account for the year ended on that date and the Report of Directors' and the Auditors thereon.
2. To appoint a Director in place of Smt. Meera Brahma Gurbani who retires by rotation being eligible offer herself for re-appointment.
3. To appoint Auditors to hold the office from the conclusion of this AGM until the conclusion of 28th Annual General Meeting to be held in the year 2019 and to fix their remuneration for the financial year ended 31st March, 2015.

SPECIAL BUSINESS:

4. **TO APPOINT MR. BRAHMA KISHANCHAND GURBANI AS MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any, consent of the Company be and is hereby accorded for appointment of Mr. Brahma Kishanchand Gurbani (DIN: 00318180) as Managing Director of the Company, for a period of 5 (Five) years with effective from 01st September, 2014 at a remuneration of ₹ 15,00,000 (Rupees Fifteen Lakhs only) per annum with such yearly increment on time scale basis as may be decided by the board, provided that such remuneration does not exceed the limits specified under Section 197 read with Schedule V of the Act.”

“FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Brahma Kishanchand Gurbani, Managing Director, including the components of the above mentioned remuneration payable to him subject to provisions of the Act.”

5. **TO APPOINT MR. BANALA JAYAPRAKASH REDDY AS INDEPENDENT DIRECTOR ON THE BOARD:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under read with Schedule IV to the Act, Mr. Banala Jayaprakash Reddy (DIN: 00407438) a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section

149(6) of the Act and who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office from 27th September, 2014 to 26th September, 2019”

6. TO APPOINT MR. GEORGE KURIAN AS INDEPENDENT DIRECTOR ON THE BOARD:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under read with Schedule IV to the Act, Mr. George Kurian (DIN: 02461479) a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office from 27th September, 2014 to 26th September, 2015”

7. TO APPOINT MRS. UMRA SINGH SIROHI AS INDEPENDENT DIRECTOR ON THE BOARD:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, read with Schedule IV to the Act, Mrs. Umra Singh Sirohi (DIN :02622284), in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Directorship and being eligible to be appointed as Independent Director pursuant to the provisions of section 149 (6) of the Act and Clause 49 of the Listing Agreement, be and is hereby appointed as an Independent Director of the Company to hold office from 27th September, 2014 to 26th September, 2019, not liable to retire by rotation.”

8. TO AUTHORISE THE BOARD TO MORTGAGE AND/OR CREATE CHARGE:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, under the Companies Act, 2013 and the rules made there under, consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge on all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertaking or undertakings for securing the loans to be availed by the Company.”

For and on behalf of the Board
For SAMPRE NUTRITIONS LIMITED

Place: Medchal
Date: 28.08.2014

B K GURBANI
Chairman and Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than 10% ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business in Item No. 4 to 8 is annexed hereto.
3. The Register of Members and Share transfer books of the Company will remain closed from **Saturday, 20th September, 2014 to Saturday, 27th September, 2014** (both days inclusive)
4. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name.
5. Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchange in respect of Directors seeking appointment/re-appointment at the AGM are furnished and forms a part of Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
6. **To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.**
7. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
8. **Voting through electronic means:**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Karvy Computershare Pvt. Ltd, ('Karvy').

The instructions for e-voting are as under:

Use the following URL for e-voting: Karvy website: <http://evoting.karvy.com>

- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 30th August, 2014 may cast their vote electronically.
- iii. Enter the login credentials i.e. User ID and password mentioned in the attendance slip attached with the Annual Report. Please follow the instructions given in the e-voting portal.
- iv. After entering the details appropriately, click on LOGIN.

- v. You will reach the 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. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT, i.e. Sampre Nutritions Limited.
- viii. On the voting page, enter the number of shares as **on the date of voting** under FOR/ AGAINST or You may also choose the option ABSTAIN.
- ix. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- x. 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 confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID: vasanth@vkbajajassociates.com with a copy marked to evoting@karvy.com and gurbani@gurbanigroup.com. They may also upload the same in the evoting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO".
- xiii. The Portal will be open for voting from 9 A.M. on Sunday, 21st September, 2014 to 6 P.M. on Tuesday, 23rd September, 2014.
- xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).
- II. The Company has appointed Mr. Vasanth Kumar Bajaj, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
- III. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IV. The results shall be declared on or after the AGM of the Company. The results alongwith the Scrutinizer's Report shall be placed on the Company's website www.gurbanigroup.com and on the website of Karvy.
- 9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

10. A copy of this notice has been placed on the website of the Company and the website of Karvy.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 4:

The Board of Directors at their meeting held on 08th August, 2014 appointed Mr. Brahma Kishanchand Gurbani as a Managing Director of the Company with effect from 1st September, 2014 for a period of five years with effect from the said date.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Brahma Kishanchand Gurbani as the Managing Director and the remuneration payable at Salary of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) subject to review by the board on time scale basis. The aggregate of the salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under sections 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of office, the payment of remuneration shall be governed by the limits prescribed under section II of part II of Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force.

Statement pursuant to Schedule-V of the Companies Act, 2013 (Schedule XIII of the Companies Act, 1956):

I.GENERAL INFORMATION:

Nature of Industry:

Sampre Nutritions Limited is engaged in the manufacture of complete range of confectionery, eclairs, candies, toffees, powder and centre filled products.

Date of Commencement of Commercial Production:

The Company was incorporated in the year 1991 and is already in commercial production for long.

Financial Performance of the Company:

PARTICULARS	2013-14
Income	
Revenue from operations	1532.19
Other Income	9.26
Total Income	1541.45
Expenditure	1497.20
Net profit before tax	44.25
Provision for taxation	23.15
Net Profit/(Loss) after tax	21.10

Foreign investments or Collabarotions: NIL

II. INFORMATION ABOUT APPOINTEE:

Background details: Mr. Brahma Kishanchand Gurbani holds a degree in Bachelor of Commerce.

Recognition and Rewards:

He is Managing Director of the Company since 1992 and has experience more than 20 years in Management & Adminstation of Confectionery Industry and well versed in Computer Management

Control. He is President of ICMA & member of various trade bodies & associations. The testimony to his leadership is in fact that the company received the prestigious international Quality Award at International Quality Summit 2012, newyork, USA, besides of lots of other prestigious awards from Prime Minister and President's office.

Job Profile: He is responsible for overall supervision of the functioning of the company including Products, Procurement, Marketing, handling day to day affairs of the Company, regularly reporting to the Board on the activities of the Company.

Remuneration Proposed:

The proposed remuneration of ₹ 15,00,000/- (Rupees Fifteen Lakhs Only), comprise of monthly basic salary and all other perquisites and is fully justifiable and profile with respects to comparable to that prevailing in the industry, keeping in view the profile and the position of Managing industry, size of the Company.

Pecuniary relationship: Mr. Brahma Kishanchand Gurbani is one of the Promoter and Mrs. Meera Gurbani is wife of Mr. Brahma Kishanchand Gurbani.

II. OTHER INFORMATION:

Reasons for loss or inadequate profits:

The chocolate confectionery segment is dominated by a large number of MNCs and organized confectionery manufacturers. Company is mainly engaged in Contract manufacturing of confectionery products and margins are less in contract manufacturing compared to selling of products on its own, but marketing own product in the market dominated by MNCs requires to spend on marketing and withstand fierce competition from them.

Steps taken or proposed to be taken for improvement:

The Company is taking all efforts to improve efficiency in manufacturing and save cost where ever possible and also increasing production capacity to increase revenue.

Further company continues to focus on product innovation, upholding of its high quality standards, increase in its capability to market its own products

Expected Increase in productivity and profits in measurable terms:

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales own product and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

III. DISCLOSURES:

The details of remunerations and other information is given in the Corporate Governance part of the Directors' Report.

None of the Directors are interested or concerned in the proposed resolution except Mr. Brahma Kishanchand Gurbani and Mrs. Meera Gurbani.

Item No. 5 to 7:

Mr. Banala Jayaprakash Reddy and Mr. George Kurian are Independent Director of the company and were appointed at various times.

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Director' as defined in Section 149 of the Act, which has been notified w.e.f 1st April 2014, for term of 5 years and are not liable to retire by rotation. Further they can be re-appointed for another term of 5 Years on passing of special resolution by the members. The term will be counted from date of Commencement of Companies Act, 2013.

Company is receipt of notice U/s 160 of the Companies Act, 2013 proposing candidature of Mrs. Umra Singh Sirohi or appointment as director of the company.

The Company has received declarations from Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi confirming that they meet criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the listing Agreement. Brief profile of Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi is annexed to this Report.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act and Clause 49 of the Listing Agreement. Further as per the declarations received by the Company, they are not disqualified under Section 164 of the Companies Act, 2013. Hence the Board of Directors of your Company is also of the opinion that Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi are independent of the management of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of the above said Directors as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of said Directors as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act and Clause 49 of the listing agreement for the approval by the shareholders of the Company.

Pursuant to provisions of Section 149(10) of the Act, appointment of independent Directors for term as set forward in the notice requires approval of member by passing of ordinary resolution, hence these Resolutions at Item Nos. 05, 06, 07 of the Notice commended for approval of members.

Except Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi who are interested in their respective resolutions, None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No.8:

Your Directors has from time to time mortgaged and/or charged its all or any of the movable or immovable properties both present and future or the substantially whole of the undertaking for securing the loans availed by the Company from time to time.

As per the provisions of Section 180(1)(a) Companies Act, 2013, the above powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution. Hence this resolution is commended for your approval.

None of the Directors is interested in this resolution.

For and on behalf of the Board
For SAMPRE NUTRITIONS LIMITED

Place: Medchal
Date: 28.08.2014

B K GURBANI
Chairman and Managing Director

**Additional information on Directors recommended for
appointment / re-appointment as required under Clause 49 of the Listing Agreement.**

Name of Director	:	SRI BRAHMA KISHANCHAND GURBANI
Date of Birth	:	05.12.1953
Date of First Appointment	:	07.10.1992
Experience in Specific Functional Area		First generation entrepreneur who started with two manually operated Lolly Pop machines over 20 years ago with a team of just 10 persons in a tiny tenement rose to become an international recognizable confectionery major from India, whose vision has driven the company to greater heights. Mr. Gurbani is a Past President of ICMA & member of various trade bodies & associations. The testimony to his leadership is in fact that the company received the prestigious international Quality Award at International Quality Submit Newyork, USA, besides of lots of other prestigious awards from Prime Minister and President's office.
No. of Shares held in the company	:	9,16,016
Qualification	:	B.Com
Name of Director	:	SMT. MEERA BRAHMA GURBANI
Date of Birth	:	24.09.1953
Date of First Appointment	:	27.09.1997
Experience in Specific Functional Area		She is actively involved in social activities, especially in the field of upliftment of poor children through "ROUSHANI" organization at Secunderabad. As a Director of the Company, she is advising in HR Activities and welfare of workers.
No. of Shares held in the company	:	5,30,762
Qualification	:	Intermediate
Name of Director	:	SRI BANALA JAYAPRAKASH REDDY
Date of Birth	:	22.12.1955
Date of First Appointment	:	01.06.2006
Experience in Specific Functional Area		He has traveled intensively and acquired thorough experience of confectionery industry and very well worse with equipments supplied and engineering development that contributes for achieving more output and working with very efficient yields. Present he is workings consultant for confectionery units with specialization on plant management.
No. of Shares held in the company	:	Nil
Qualification	:	B.Com

Name of Director	:	SRI GEORGE KURIAN
Date of Birth	:	18.04.1960
Date of First Appointment	:	29.09.2007
Experience in Specific Functional Area	:	He has 27 years of rich varied experience in pharmaceuticals/confectionery industries majority of which has been with reputed Multinational Companies viz. M/s. Astra IDL, Parke-Davis Limited & Prizer and well known Indian companies like M/s. Gland Pharma Limited and M/s. Dabur Pharmaceuticals Limited. He has headed training department of control manufacturing division for "Halls" brand.
No. of Shares held in the company	:	Nil
Qualification	:	Post Graduate in Microbiology with proficiency course in Genetic Engineering
Name of Director	:	Mrs. UMRA SINGH SIROHI
Date of Birth	:	07-01-1963
Date of First Appointment	:	NA
Experience in Specific Functional Area	:	Has vast experience in Business Management in the manufacturing & retail sales segments. She is a Member of Andhra Chamber of Commerce and ALEAP, which is a woman's Entrepreneur's organization and active participant in the role of upliftment of woman.
No. of Shares held in the company	:	Nil
Qualification	:	M.A. English Literature