

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
SMT UMRA SINGH SIROHI	:	Director
SRI GEORGE KURIAN	:	Director (Upto 19.03.2015)

SRI VAMSHI SRINIVAS VEMPATI	:	Chief Financial Officer
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AUDITORS	:	M/s. RRK & Associates Chartered Accountants H.No. 6-3-1117, Flat No. 511 5th Floor, Maruthi Sadan, Begumpet, Hyderabad - 500 016.
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BANKERS	:	Cosmos Co-operative Bank Ltd. Secunderabad.
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REGISTERED OFFICE & WORKS	:	Plot No. 133, Industrial Estate, Medchal – 501 401 R.R. District, Telangana, India Phone: 08418 - 222427/28 Fax: 08418 - 222429 E-Mail: gurbani@gurbanigroup.in Website: www.sampreltd.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 Fourth Annual General Meeting** of the Members of the Company will be held on **Tuesday, 29th September, 2015** at 11.00 A. M. at Lions Club Conference Hall, LIC Building, 3rd Floor, Paradise Circle, Secunderabad – 500 003 to transact the following items of business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2015 along with the reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mrs. Meera Gurbani who retires by rotation and being eligible, offers herself for re-appointment.

3. Ratification of Appointment of Auditors:

To ratify the appointment of Auditors of the Company, who were appointed at the Twenty Third Annual General Meeting to hold office for a period of five years till the conclusion of the Annual General Meeting of the company to be held in the Financial year 2019 and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. To Adopt New Articles of Association of The Company.

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 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the Articles of Association of Company be and is altered by replacing existing regulation No. 1 to 186 with the new regulations 1 to 105 and adopted as Articles of Association of the Company.”

Place: Medchal
Date: 08.08.2015

By Order of the Board
For **SAMPRE NUTRITIONS LIMITED**

Sd/-
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 is annexed hereto.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2015 to 29th September, 2015 (both days inclusive)
6. 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.
7. 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.
8. In terms of sections 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for receiving 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.
10. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants

with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

12. 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 24th 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:

- i. 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 19th September, 2015 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 compulsorily 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 ABSTAIN option as provided therein.
- 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. 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 26th September, 2015 to 5 P.M. on 28th September, 2015.
- 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 results of e-voting will be announced by the Company on Karvy Evoting website and also informed to the stock exchanges.
13. 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.

EXPLANATORY STATEMENT

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

Item No. 4

Existing regulations of the Articles of Association are proposed to be replaced by the new set of regulations 1 to 105 and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available in the website of the company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

Pursuant to provisions of Section 14 of the Companies Act, 2013 any Alteration in Articles of Association required approval of member by passing special resolution. The Directors recommend the aforesaid resolution for the approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

By Order of the Board
For **SAMPRE NUTRITIONS LIMITED**

Place: Medchal
Date: 08.08.2015

Sd/-
B K GURBANI
Chairman and Managing Director

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the Twenty Fourth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2015.

1. REVIEW OF PERFORMANCE:

Particulars	March 31 st , 2015	March 31 st , 2014
Income (Including Other Income)	10,24,83,613	15,41,45,010
Expenses (Including exceptional items)	10,03,77,352	14,97,20,007
Profit/(Loss) before Interest, Depreciation & Tax (PBITDA)	1,38,03,479	1,62,63,602
Finance Charges	46,95,027	28,58,728
Depreciation & amortization	1,16,97,218	1,18,38,599
Net Profit/(Loss) Before Tax	21,06,261	44,25,003
Provision for tax including Deferred Tax	8,14,477	10,34,405
Net Profit/(Loss) after tax	12,91,784	33,90,599
Add / (Less): Share of Profit / (Loss) on Associate Companies	-	-
Add / (Less): Minority Interest - Share of Profit / (Loss)	-	-
Net Profit / (Loss)	12,91,784	33,90,599
EPS		
Basic	0.27	0.70
Diluted	0.27	0.70

2. Operational Review:

During the year under review the company continued the manufacturing of "Eclairs" for M/s. Mondelez India Foods Pvt Limited (formerly known as Cadbury India Ltd).

During the financial year 2014-15, your Company recorded turnover of Rs. 1025 Lakhs and earned a Net Profit after tax of Rs. 12.92 Lakhs compared to Turnover of Rs. 1541 Lakhs and Net Profit after tax of Rs. 33.91 Lakhs during the previous financial year.

Apart from above, the Company has also entered into manufacturing and supply agreement with M/s. Dharampal Satyapal Ltd, Gurgaon.

3. DIVIDEND:

Due to insufficiency of profits your directors do not recommend any dividends for the financial year 2014-15.

4. DEPOSITS:

Your company has not accepted any deposits falling under Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014, during the year.

5. SUBSIDIARY/ASSOCIATE COMPANIES:

Your Company did not have any subsidiary or Associate Company for the financial year ended on March 31, 2015.

6. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS:

Declarations have been given by all the Independent Directors of the Company that they comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and Section 149(6) the Companies Act, 2013.

7. PARTICULARS OF EMPLOYEES:

There are no employees whose particulars are required to be furnished pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as the remuneration of none of the employees has exceeded the limits specified therein.

Some of the disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Form MGT-9 forming part of the Annual Report.

Having regard to the provisions of sections 136(1) read with its relevant provisions of the companies act 2013, the annual report excluding part of the above said information is being sent to the member of the company. The said information is available for inspection at the Registered Office of the company during working hours and any member interested in obtaining such information may write to the company and the same will be furnished without any fee and free of cost.

8. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Directors of your Company hereby confirm that:

- a) In the preparation of Annual Accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with the proper explanation relating to material departures if any.
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2015 and of the profit and loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS:

a. Board Meetings

The Board of Directors of the Company met Seven times during the year 2014-15. The details of various Board Meetings are provided in the Corporate Governance Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013.

b. Changes in Directors & Key Managerial Personnel.

During the year Mr. George Kurian resigned from the directorship of the company w.e.f 19.03.2015, the Board puts on record its appreciation for services rendered by him as

director of the Company. Further Mr. Vamshi Srinivas Vempati was appointed as Chief Financial Officer (CFO) of the Company w.e.f. 27.03.2015.

c. Re-Appointment.

Mrs. Meera Gurbani, Director of the company retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment.

The following Independent Directors who were appointed in the 23rd Annual General Meeting held on 27th September 2014 for a period of Five (5) years, will continue to be on the Board till the conclusion of Annual General Meeting to be held in the calendar year 2019.

1. Banala Jayaprakash Reddy
2. Umra Singh Sirohi

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Act, that they meet the criteria of independence as laid down in Section 149(6) of the Act.

d. Board Committees.

The Company has the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee.
3. Stakeholders' Relationship Committee.

Sub-committees:

Share transfer Committee

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

e. Remuneration policy

The policy framed by the Nomination and Remuneration committee under the provisions of Section 178(4) of the Act, is as below:

The remuneration policy of the Company has been so structured in order to match the market trends of the confectionary industry. The Board in consultation with the Nomination and Remuneration Committee decides the remuneration policy for directors. The company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. Remuneration / Commission payable to Directors is determined by the contributions made by the respective directors for the growth of the company.

f. Board Evaluation

As required under the provisions of Section 134(3)(p) and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, and the manner in which such performance evaluation was carried out is as under.

The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination and Remuneration Committee shall carry out evaluation of director's performance.

The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he is a member/ general meetings, participation constructively and actively in the meetings of the Board /committees of the Board etc.

g. Vigil Mechanism

The Company has established a whistle-blower policy and also established a mechanism for Directors and employees to report their concerns. The details of the same is explained in the Corporate Governance Report.

h. Related Party Transactions.

Company has not entered into any transactions with related parties during the financial year. Hence requirement of disclosure under section 134(3) (h) r/w Rule 8 of the Companies (Accounts) Rules, 2014 not applicable.

10. AUDITORS:

At the 23rd Annual General Meeting held on 27th September, 2014, M/s. RRK & Associates., Chartered Accountants were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2019. In terms of the first proviso of Section 139 of the Companies Act, 2013 and the Rules framed there under, the appointment of the Auditors shall be placed for the ratification at every AGM and members to authorize the Board of Directors to fix their remuneration. Accordingly, the appointment of M/s. RRK & Associates, as Statutory Auditors of the Company is placed for ratification by the shareholders.

11. SECRETARIAL AUDITOR:

In accordance with the provisions of Section 204 of the Companies Act, 2013 and as a measure of good corporate governance practice, the Board of Directors of the Company appointed M/s. V K Bajaj & Associates, Company Secretaries, to conduct Secretarial Audit of the Company for the Financial Year 2014-15. The Secretarial Audit Report for Financial year 2014-15 is herewith appended as **Annexure 1** to the Board's report With reference to remarks of secretarial auditors regarding appointment of Company Secretary as Key Managerial Person, your Board of Directors would like to bring to your kind notice that Company is putting all efforts to recruit a Company Secretary at the earliest.

With regards to advances to sister concerns Board would like to inform you that those advances are given in the ordinary course of business.

12. AUDIT COMMITTEE RECOMMENDATION:

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

13. EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return in Form MGT 9 is annexed herewith as **Annexure 2**.

14. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186:

Company has neither made any investments nor given any guarantee during the financial year except outstanding advances to the Associate Companies.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in the **Annexure 3** to this Report.

16. PERFORMANCE OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

In accordance with Section 134(3)(p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014, your Directors have reviewed and evaluated the performance of the Board of Directors and their committees, along with performance of individual Director in the light of Company's performance. The performance of the Directors individually and collectively and performance of committees are found satisfactory.

With the spirit of wealth creation for the shareholders of the Company, your Directors are committed to give their best efforts towards the development of the Company.

Corporate Governance report, Management Discussion & Analysis Report :

As per clause 49 of the listing agreements entered into with the stock exchanges, management Discussion and Analysis report and Corporate Governance report along with auditor's certificate thereon are attached and form part of this report, as **Annexure 4 & 5**.

RISK MANAGEMENT:

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The company has in place an Anti Sexual Harassment policy in line with the requirement of the Sexual Harassment women at work place (Prevention Prohibition and Redressal) Act, 2013. The internal complaints committee ("ICC") has been setup to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

During the year there were no complaints referred to the ICC.

ACKNOWLEDGEMENTS:

Your Directors have pleasure in recording their appreciation for the assistance extended to the Company by various officials of the Central and State Governments and Commercial Banks.

Your Directors would also like to place on record their sincere appreciation and gratitude to the Shareholders, Investors, Suppliers, Bankers for their support and co-operation. Your Directors express their heartfelt gratitude to the employees for their exceptional commitment and loyalty to the Company.

By Order of the Board
For **SAMPRE NUTRITIONS LIMITED**

Place: Medchal
Date: 08.08.2015

Sd/-
B K GURBANI
Chairman and Managing Director