



SAMPRE NUTRITIONS LTD

***TWENTY FIFTH ANNUAL REPORT
2015-2016***



The Product Pass Pass **PULSE** developed by
M/s Sampre Nutritions Limited for Dharampal Satyapal Limited

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 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	:	The 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. Email: bsshyd@bigshareonline.com Phone: 040-23374967
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NOTICE

Notice is hereby given that the **Twenty Fifth Annual General Meeting** of the Members of the Company will be held on **THURSDAY, 29TH SEPTEMBER, 2016** at 10.00 A.M. at Lions Club Conference Hall, LIC Building, 1st 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, 2016 along with the Reports of the Board of 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.

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

Place : Medchal
Date : 12.08.2016

Sd/-
B K GURBANI
Chairman and Managing Director
DIN: 00318180

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.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

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. 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.
3. 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.
4. The Register of Members and Share Transfer Books of the Company will be remain closed from 24th September, 2016 to 29th September, 2016 (both days inclusive)
5. 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.
6. Additional information pursuant to Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 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 as per Companies Act, 2013 and rules thereunder.
7. 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.
8. 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.

9. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
10. 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.
11. All documents referred to in the accompanying Notice 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.

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, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting platform provided by Central Depository Services (India) Ltd., (CDSL).

The facility of voting through ballot paper will also be made available at the AGM and member attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Member who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for remote e-voting are as under:

- a. Use the following URL for e-voting: CDSL website: <https://www.evotingindia.com>.
- b. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 21st September, 2016 may cast their vote electronically.
- c. Click on Shareholders.
- d. The shareholders can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- e. Now Enter your User ID
 - For CDSL : 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. Follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Bank Account or Date of Birth (DOB)	<p>Enter the Bank Account or Date of Birth (DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field as mentioned in instructions (d).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for **Sampre Nutritions Limited** on which you choose to vote.
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. The Portal will be open for voting from 9 A.M. on 26th September, 2016 to 5 P.M. on 28th September, 2016.
- u. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 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 remote e-voting will be announced by the Company on CDSL Evoting website and also informed to the stock exchanges.

**Additional information on Directors recommended for appointment
/ re-appointment as require under Regulation 36 of SEBI
(Listing obligations and Disclosure Requirements) Regulations, 2015.**

Name of Director	SMT. MEERA BRAHMA GURBANI
DIN No.	00318319
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

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

Place : Medchal
Date : 12.08.2016

Sd/-
B K GURBANI
Chairman & Managing Director
DIN: 00318180

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the Twenty Fifth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2016.

1. REVIEW OF PERFORMANCE:

(Amount in Lakhs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
Income (Including Other Income)	4508.92	1024.84
Expenses (Including exceptional items)	4414.19	1003.77
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	216.60	138.03
Finance Charges	64.03	46.95
Depreciation & amortization	115.48	116.97
Net Profit/(Loss) Before Tax	101.12	21.06
Provision for tax including Deferred Tax	15.25	8.14
Net Profit/(Loss) after tax	85.87	12.92
Add / (Less): Share of Profit / (Loss) on Associate Companies	-	-
Add / (Less): Minority Interest - Share of Profit / (Loss)	-	-
Net Profit / (Loss)	85.87	12.92
EPS		
Basic	1.78	0.27
Diluted	1.78	0.27

2. OPERATIONAL REVIEW:

During the year under review the company continued the manufacturing of "Eclairs" for M/s. Mondelez Foods India Pvt. Ltd. Over the year, the quantities produced saw a remarkable increase.

During the year 2015-16, your Company has recorded a tremendous growth of 446% in revenue due to good orders in hand for which the Company has doubled its production capacity and has taken additional unit on lease to cater to increase in demand for the products, resulting in 15 times increase in its profits as compared to the previous year.

At the instance, during the year 2015-16, our total turnover increased to Rs. 4508.92 Lakhs from Rs. 1024.84 Lakhs in the previous year and total Profit increased to Rs. 85.87 Lakhs from Rs. 12.92 Lakhs in the previous year.

3. DIVIDEND:

During the year, your directors do not recommend any dividends for the financial year 2015-16 as profits are planed to be ploughed back into the business of the Company.

4. DEPOSITS:

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 31st March, 2016.

In accordance with the provisions of Section 136 of the Companies Act 2013, the audited financial Statements and related information of the Company are available on our website. The said information is also available for inspection at the Registered Office of the company during business hours and separate of copy of such statements will be provided at the request of the members.

6. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 exceed 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.

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, 2016, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, there from;
- 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, 2016 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 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.