

BOARD OF DIRECTORS

SRI BRAHMA GURBANI	:	Managing Director
SRI VISHAL RATAN GURBANI	:	Vice - President & Whole time Director
SRI BANALA JAYAPRAKASH REDDY	:	Independent Director
SMT UMRA SINGH SIROHI	:	Independent Director
SRI VIMAL SURESH	:	Independent Director
SMT MEERA BRAHMA GURBANI	:	Non-Executive Director (upto 29.09.2018)

SRI VAMSHI SRINIVAS VEMPATI	:	Chief Financial Officer
SMT MONALISA PATNI	:	Company Secretary

<u>AUDITORS</u>	:	M/s. RRK & Associates Chartered Accountants #A04, IFF The Annexe, Near Hitech City Rly Station 13th Phase, KPHB, Hyd-500 085
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<u>BANKERS</u>	:	The South India Bank Ltd, Secunderabad
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<u>REGISTERED OFFICE</u>	:	Plot No. 133, Industrial Estate, Medchal – 501 401, Telangana, India Phone: 08418 - 222427/28 E-Mail: gurbani@gurbanigroup.in Website: www.sampreltd.com
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<u>REGISTRAR & SHARE TRANSFER AGENTS</u>	:	M/s. Big Share Services Pvt. Ltd. 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Road Somajiguda, Hyderabad – 82. Ph : 040-40144582 Email: bsshyd1@bigshareonline.com
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<u>LISTED AT</u>	:	The BSE Limited
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BOARD COMMITTEES:

Audit Committee:	:	Mrs. Umra Singh Sirohi (Chairperson) Mr. Vishal Ratan Gurbani Mr. Vimal Suresh Mr. Banala Jayaprakash Reddy (upto 14.02.2019) Mrs. Meera Gurbani (upto 29.09.2018)
Nomination and Remuneration Committee	:	Mrs. Umra Singh Sirohi (Chairperson) Mr. Banala Jayaprakash Reddy Mr. Vimal Suresh Mrs. Meera Gurbani (upto 29.09.2018)
Stakeholders Relationship Committee	:	Mrs. Umra Singh Sirohi (Chairperson) Mr. Vishal Ratan Gurbani Mr. Banala Jayaprakash Reddy (upto 14.02.2019) Mrs. Meera Gurbani (upto 29.09.2018)

NOTICE

Notice is hereby given that the **Twenty Eighth Annual General Meeting** of the Members of the Company will be held on **SATURDAY, 28TH SEPTEMBER, 2019 at 10.30 AM** at Lions Club Conference Hall, LIC Building, 03rd Floor, Paradise Circle, Secunderabad – 500 003 to transact the following items of business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended **31st March, 2019** along with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Brahma Gurbani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors to hold the office from the conclusion of this AGM, for a period of five(5) years, until the conclusion of Thirty Third Annual General Meeting to be held in the Year 2024 and to fix their remuneration for the financial year 2019-20.

SPECIAL BUSINESS:

4. **TO RE-APPOINT MR. BRAHMA 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 and 203 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 Gurbani (DIN: 00318180) as Managing Director of the Company, for a period of 5 (Five) years with effective from 01st September, 2019 at a remuneration of not exceeding 24,00,000 (Rupees Twenty Four Lakhs only) per annum, as recommended by the Nomination and Remuneration Committee of the Company, with such yearly increment on time scale basis as may be decided by the board from time to time, provided that total remuneration payable 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 Gurbani, Managing Director including the components of the above mentioned remuneration payable to her subject to provisions of the Act.”

5. **TO RE-APPOINT MR. BANALA JAYAPRAKASH REDDY AS INDEPENDENT DIRECTOR 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 149, 152 and other applicable provisions of the Companies Act, 2013 & Rules made there under read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the company, Mr. Banala Jayaprakash Reddy (DIN:

00407438), who was appointed as a Non-Executive Independent Director of the Company to hold the office upto 26th September 2019 and who being eligible for re-appointment as an Independent Director, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby re-appointed as Independent Director to hold office for a second term of five consecutive years commencing from 27th September, 2019 to 26th September, 2024.”

6. **TO RE-APPOINTMENT MRS. UMRA SINGH SIROHI AS INDEPENDENT DIRECTOR 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 149, 152 and other applicable provisions of the Companies Act, 2013 & Rules made there under read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the company, Mrs. Umra Singh Sirohi (DIN: 02622284), who was appointed as a Non-Executive Independent Director of the Company to hold the office upto 26th September 2019 and who being eligible for re-appointment as an Independent Director, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby re-appointed as Independent Director to hold office for a second term of five consecutive years commencing from 27th September, 2019 to 26th September, 2024.”

7. **TO APPOINT MR. VIMAL SURESH AS AN INDEPENDENT DIRECTOR ON THE BOARD:**

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

“RESOLVED THAT pursuant to provisions of the Section 152 and other applicable provisions of the Companies Act, 2013, and Articles of Association, Mr. Vimal Suresh (DIN: 08361739) who was co-opted as an Additional Director of the Company under Section 161 of the Companies Act, 2013 by the Board at their meeting held on 14th February, 2019 and who holds office as such upto the date of this Annual General Meeting be and is hereby appointed as Director of the Company, not liable to retire by rotation.”

“FURTHER RESOLVED THAT appointment of Mr. Vimal Suresh (DIN: 08361739), as Independent Director of the company, pursuant to provisions of section 149 (6) of the Act read with Schedule IV to the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, for period of 5 years (i.e) from 14th February, 2019 to 13th February, 2024, be and is hereby ratified.”

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

Place : Medchal
Date : 14.08.2019

Sd/-
BRAHMA GURBANI
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.

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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business in Item No. 4 to 7 is annexed hereto.

Additional information pursuant to Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking re-appointment at the AGM and directors liable to retire by rotation and seeking re-election is contained in the Statement annexed to Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment as per Companies Act, 2013 and rules thereunder.

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 be remain closed from **Wednesday, 25th September, 2019 to Saturday, 28th September, 2019** (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. 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. The members are requested to address all their communications to M/s. Big Share Services Pvt Ltd, Hyderabad, the common agency to handle electronic connectivity and the shares in physical mode or at the Corporate Office of the Company for prompt redressal.
10. Members who are still holding shares in physical form are advised to dematerialize their shareholding to avail of the benefits of dematerialization which include easy liquidity since trading is permitted only in dematerialized form, electronic transfer, savings in stamp duty, prevention of forgery, etc.
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 (9:00 A.M. to 5:00 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. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
13. **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 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting platform provided by Central Depository Services (India) Limited (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 e-voting are annexed to the Notice.

The instructions for 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 **20th September, 2019** 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 **Wednesday, 25th September, 2019 to 5 P.M. on Friday, 27th September, 2019.**
- 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 Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- IV. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 28th, 2019.

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

ITEM NO. 4:

The Members of the Company at the AGM held on 27th September, 2014 had approved the appointment of Mr. Brahma Gurbani as Managing Director, for a period of Five years with effect from 1st September, 2014. Accordingly, Mr. Brahma Gurbani will complete his present term on 31st August, 2019.

The Board of Directors at their meeting held on 29th May, 2019 re-appointed Mr. Brahma Gurbani as a Managing Director of the Company with effect from 1st September, 2019 for a period of five years with effect from the said date subject to approval of shareholders.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Brahma Gurbani as the Managing Director and the remuneration payable at Salary of Rs. 24,00,000/- (Rupees Twenty Four 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 sugar boiled 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:

(Rs In Lakhs)

PARTICULARS	2018-19
Income	
Revenue from operations	2868.04
Other Income	3.50
Total Income	2871.54
Expenditure	2847.41
Net profit before tax	24.13
Provision for taxation	1.02
Net Profit/(Loss) after tax	23.12

Foreign investments or Collaborations : NIL

II. INFORMATION ABOUT APPOINTEE :

Background details: Mr. Brahma 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 & Administration of Confectionery Industry and well versed in Management Control. He was 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 24,00,000/- (Rupees Twenty Four 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 Gurbani is one of the Promoter and Mr. Vishal Ratan Gurbani is nephew of Mr. Brahma Gurbani.

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 Gurbani and Mr. Vishal Ratan Gurbani.

ITEM NO. 5:

Mr. Banala Jayaprakash Reddy (DIN: 00407438), is currently an Independent Director of the Company and the Member of the Audit Committee and Nomination and Remuneration Committee.

Mr. Banala Jayaprakash Reddy was appointed as an Independent Director of the Company for a term of five consecutive years from September 27, 2014 to hold office upto September 26, 2019. He is eligible for re-appointment for a second term on the Board of the Company as an Independent Director, not liable to retire by rotation, effective from 27th September, 2019, subject to the approval of the Members by a Special Resolution. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Mr. Banala Jayaprakash Reddy as an Independent Director of the Company for another term.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, given his background,

experience and contribution, the Board is of the opinion that Mr. Banala Jayaprakash Reddy continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his service as an Independent Director.

The Company has received a declaration from Mr. Banala Jayaprakash Reddy confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board, he fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

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

ITEM NO. 6:

Ms. Umra Singh Sirohi (DIN: 02622284), is currently an Independent Director of the Company and the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

Ms. Umra Singh Sirohi was appointed as an Independent Director of the Company for a term of five consecutive years from September 27, 2014 to hold office upto September 26, 2019. She is eligible for re-appointment for a second term on the Board of the Company as an Independent Director, not liable to retire by rotation, effective from 27th September, 2019, subject to the approval of the Members by a Special Resolution. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Ms. Umra Singh Sirohi as an Independent Director of the Company for another term.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, given her background, experience and contribution, the Board is of the opinion that Ms. Umra Singh Sirohi continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail her service as an Independent Director.

The Company has received a declaration from Ms. Umra Singh Sirohi confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Further, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. In the opinion of the Board, she fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management.

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