

SAMPRE NUTRITIONS LIMITED

(CIN: L15499TG1991PLC013515)



29th ANNUAL REPORT 2019-20



SAMPRE NUTRITIONS LIMITED

(CIN: L15499TG1991PLC013515)

CORPORATE INFORMATION

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

SRI VAMSHI SRINIVAS VEMPATI	: Chief Financial Officer
SMT MONALISA PATNI	: Company Secretary (up to 08.11.2019)

AUDITORS	: M/s. RRK & Associates Chartered Accountants # A04, IFF The Annexe, Near Hitech City Rly Station 13th Phase, KPHB, Hyderabad – 500 085
----------	--

BANKERS	: The South India Bank Ltd Secunderabad
---------	---

REGISTERED OFFICE	: Plot No. 133, Industrial Estate, Medchal – 501 401 Telangana, India Phone: 08418 - 222427/28 Fax: 08418 - 222429 E-Mail: gurbani@gurbanigroup.in Website: www.sampreltd.com
-------------------	---

REGISTRAR & SHARE TRANSFER AGENTS	: M/s. Big Share Services Pvt. Ltd. 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Road Somajiguda, Hyderabad – 500 082. Phone: 040-40144582 Email:bsshyd1@bigshareonline.com
-----------------------------------	--

LISTED AT	: The BSE Limited
-----------	-------------------

BOARD COMMITTEES:

Audit Committee	: Mrs. Umra Singh Sirohi (Chairperson) Mr. Vishal Ratan Gurbani Mr. Vimal Suresh
-----------------	--

Nomination and Remuneration Committee	: Mrs. Umra Singh Sirohi (Chairperson) Mr. Banala Jayaprakash Reddy Mr. Vimal Suresh
---------------------------------------	--

Stakeholders Relationship Committee	: Mrs. Umra Singh Sirohi (Chairperson) Mr. Vishal Ratan Gurbani Mr. Vimal Suresh
-------------------------------------	--

NOTICE

Notice is hereby given that the **29th Annual General Meeting** of the Members of the **Sampre Nutritions Limited** will be held on **FRIDAY, 25TH SEPTEMBER, 2020** at 02.30 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business items:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended **31st March, 2020** along with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Vishal Ratan Gurbani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To fix Auditors remuneration for the financial year 2020-21.

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

Place: Medchal
Date: 31.08.2020

Sd/-
BRAHMA GURBANI
Managing Director

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Thus, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Members can join the AGM through VC/OAVM mode fifteen (15) minutes before the scheduled time of the commencement of the AGM till fifteen (15) minutes from conclusion of meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least one thousand (1000) Members on first come first served basis. This will not include large Shareholders (Shareholders holding two percent (2%) or more Shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Corporate members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorising their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail at Investorinfo@gurbanigroup.in
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the notice and Annual Report 2019-20 will also be available on the Company's website www.sampreltd.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
7. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2020 are being sent only through electronic mode to those members who have registered their e-mail addresses with the company or with the Depositories.

Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required members may send an e-mail to Investorinfo@gurbanigroup.in or write to the RTA for registering their e-mail addresses.

8. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of NSDL. The Board has appointed Mr. Vasanth Kumar Bajaj, Practicing Company Secretary, as the Scrutinizer for this purpose.
9. **Remote e-voting will commence at 9.00 a.m. on Tuesday 22nd September, 2020 and will end at 5.00 p.m. on Thursday, 24th September, 2020**, when remote e-voting will be blocked by NSDL. Members who have not cast their vote through remote e-voting, may cast their vote through e-voting facility provided during the AGM, which will be disabled after 15 mins from the conclusion of Annual General Meeting.
10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **18th September, 2020** (cut-off date). Only those members whose names are recorded in the Register of members of the company or in the register of beneficial owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. A person who is not a member on the cut-off date should accordingly treat this notice as for information purposes only.
11. The register of members and Share Transfer Books of the company will be remain closed from **Tuesday, 22nd September, 2020 to Friday, 25th September, 2020 (both days inclusive)**
12. As per Regulation 40 of the listing regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
13. **Re-appointment of Director:**

At the ensuing AGM, Mr. Vishal Ratan Gurbani, Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment.

Additional information pursuant to Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Vishal Ratan Gurbani
DIN No.	07738685
Date of Birth	16.11.1989
Date of First Appointment	21.08.2017
Experience in Specific Functional Area	<p>Mr. Vishal Ratan Gurbani is a post graduate in management and has about 10 years of rich experience in administration, finance and manufacturing. He has been working with company since 2010 under various capacities. He is a member of Audit Committee of the Board of Directors of the Company and stakeholders committee. He is a dedicated, organized and methodical individual has good interpersonal skills, and an excellent team worker.</p> <p>He is responsible for day to day to operations including activities of purchase/banking and other commercial activities of the company, apart from handling administration, HR & finance and regularly reporting to the Board on the activities.</p>
No. of Shares held in the company	--

14. Relevant documents referred in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at **Investorinfo@gurbanigroup.in**.
15. The members are requested to address all their communications to M/s. Big Share Services Private Limited the common agency to handle electronic connectivity and the shares in physical mode for prompt redressal.
16. Since the AGM will be held through VC / OAVM, the Route Map and Attendance Sheet are not required to be annexed to this Notice.

17. Instructions for attending the AGM and e-voting are as follows:

I. Instructions for attending the AGM through VC / OAVM:

- (a) Members who wish to attend this AGM through VC / OAVM are requested to login to the e-voting system of NSDL at **<https://www.evoting.nsdl.com/>** under '**Shareholder / Member - Login**' by using their remote e-voting user ID and password. Thereafter, click on the link appearing under '**Join General Meeting**' against the Electronic Voting Event Number ('EVEN') of Sampre Nutritions Limited.

Members who do not have their user ID and password for remote e-voting or have forgotten their user ID and / or password may retrieve the same by following the instructions given **under (II)** below.

- (b) The facility for the members to join this AGM through VC / OAVM will be available from 15 minutes before the time scheduled for the meeting and may close not earlier than 30 minutes after the commencement of the meeting.
- (c) Members are requested to login to the NSDL e-voting system using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.
- (d) Members who would like to express their views or ask questions during the meeting will be required to register themselves as speaker by sending e-mail to the CFO at **vamshi@gurbanigroup.in** from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.30 a.m. **on Tuesday, 22nd September, 2020** will be able to speak at the meeting.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following similar process as stated above.

II. Instructions for remote e-voting:

Step 1: Login to NSDL e-voting website

- (a) Launch internet browser by typing the URL: **<https://www.evoting.nsdl.com/>** and click on **'Shareholder/Member - Login'**.
- (b) Insert your user ID & password on the login window and also insert the verification code as shown on the screen.

a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password:

- i. **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.** Members may also use OTP based login.
- ii. If you are using NSDL e-voting system for the first time, you would need to use your **'initial password'** for login, which has been communicated to you by the Company.
- iii. If you are unable to retrieve the 'initial password', or have forgotten your password:

Click on '**Forgot User Details / Password?**', if holding shares in dematerialised form, or

Click on '**Physical User Reset Password?**', if holding shares in certificate form.

You may also send an e-mail requesting for password at **evoting@nsdl.co.in**, mentioning your name, PAN, registered address and your DP ID and Client ID / folio number.

- (c) Agree to the terms and conditions by clicking the box.
- (d) Click on '**Login**'. Home page of remote e-voting opens.

Step 2: Cast your vote on NSDL e-voting website

- (a) Click on '**e-voting: Active Evoting Cycles / VC or OAVM**' and select the EVEN of Sampre Nutritions Limited.
- (b) Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- (c) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and the message '**Vote cast successfully**' will be displayed.

Other Instructions

- (a) Corporate and Institutional members (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the scrutinizer through e-mail at cs@vkbajajassociates.com with a copy marked to NSDL's e-mail ID **evoting@nsdl.co.in**.
- (b) Those who become Members of the Company after sending the notice but on or before **18th September, 2020 (cut-off date)** may write to NSDL at **evoting@nsdl.co.in** or to the Company at Investorinfo@gurbanigroup.in requesting for user ID and password. On receipt of user ID and password, the steps stated above under 'Step 2: Cast your vote on NSDL e-voting website' should be followed for casting of vote.
- (c) In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website **www.evoting.nsdl.com** or contact:
 - (i) Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at telephone nos. **1800-222-990 (toll free)** or **022-2499 4360** or at e-mail ID AmitV@nsdl.co.in ;
 - (ii) Mr. Vamshi , CFO, at telephone nos. 08418-222428 or at e-mail ID vamshi@gurbanigroup.in.

III. Instructions for e-voting during the AGM

- (a) The procedure for e-voting during the AGM is the same as mentioned above for remote e-voting.

- (b) The aforesaid facility will be available only to those members who participate in the AGM and who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, will not be entitled to cast their votes once again.

IV. Instructions for the Members whose e-mail IDs are not registered with the Company or with the Depositories

Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to participate in the AGM or cast their votes through remote e-voting or e-voting during the meeting, may obtain their user ID and password by registering their e-mail addresses may send an e-mail to or write to the RTA for registering their e-mail addresses.

Such Members may also write to NSDL at **evoting@nsdl.co.in** and obtain their user ID and password by sending scanned copies of (i) signed request letter mentioning their name and DP ID and Client ID / folio number, (ii) share certificate (front and back) / self-attested client master or consolidated demat account statement, (iii) self-attested PAN Card, and (iv) any self-attested proof of their address (e.g. Driving License, Aadhaar Card etc.).

General Information

- (a) There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.
- (b) In case the Members require any technical assistance with respect to attending the meeting or voting during the meeting, they may contact the helpline numbers mentioned above under Clause (c) of 'Other Instructions' for remote e-voting.
- (c) **The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website **www.sampreltd.com** under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to the BSE Limited where the Company's shares are listed.

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the Twenty Ninth Annual Report together with the Audited financial statements for the year ended **31st March, 2020**.

1. REVIEW OF PERFORMANCE:

(Amount in Lakhs)

Particulars	Current Year 31.03.2020	Previous Year 31.03. 2019
Income (Including Other Income)	2503.41	2871.54
Expenses (Including exceptional items)	2095.23	2495.18
Profit/(Loss) before Interest, Depreciation & Tax (PBITDA)	408.18	376.36
Finance Charges	213.32	212.67
Depreciation & amortization	149.26	139.56
Net Profit/(Loss) Before Tax	45.60	24.13
Provision for tax including Deferred Tax	12.03	1.02
Net Profit/(Loss) after tax	33.57	23.11
Add / (Less): Share of Profit / (Loss) on Associate Companies	--	--
Add / (Less): Minority Interest - Share of Profit / (Loss)	--	--
Net Profit / (Loss)	33.57	23.11
Basic	0.70	0.48
Diluted	0.70	0.48

2. OPERATIONAL REVIEW:

During the year under review the company has achieved turnover of Rs. 25.03 Crores as compared to Turnover of Rs. 28.72 Crores during the last financial year. Decline in turnover is mainly due to teething troubles, in the first half of the financial year caused due to new line installed by the company in the process capacity expansion and it may be noted that inspite of the teething troubles in production with new production line company, could almost maintain the turnover of last year. Your directors of the hopeful of increase in turnover in coming years considering enhanced capacity. Net profit of the company before tax is Rs. 45.60 Lakhs compared to last year profit before tax of Rs. 24.13 Lakhs. Members may note that inspite of reduction in turnover, operating margins of the company improved due to upgradation of facilities and due to the various cost reduction measures adopted by the Company.

Your company has been working as contract manufacturers for multi-national companies and leading FMCG Companies for more than 2 decades and has been continuously striving to maintain world class manufacturing standards and recognized by customers for high quality standards. During the financial year company continued the contract manufacturing