



SAMPRE NUTRITIONS LIMITED

**THIRTY FIRST ANNUAL REPORT
2021-2022**



Proud of more than

25

YEARS OF ASSOCIATION

with

M/s. Mondelez India Foods Private Limited

(Formerly Cadbury India Ltd)

Cadbury with 

1995 ONWARDS



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

STATUTORY COMMITTEES

AUDIT COMMITTEE

Name	Designation
Mrs. Umra Singh Sirohi	- Chairperson
Mr. Vishal Ratan Gurbani	- Member
Mr. Vimal Suresh	- Member

NOMINATION AND REMUNERATION COMMITTEE

Name	Designation
Mrs. Umra Singh Sirohi	- Chairperson
Mr. Banala Jayaprakash Reddy	- Member
Mr. Vimal Suresh	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Name	Designation
Mrs. Umra Singh Sirohi (Chairperson)	- Chairperson
Mr. Vishal Ratan Gurbani	- Member
Mr. Vimal Suresh	- Member

CHIEF FINANCIAL OFFICER

Sri Vamshi Srinivas Vempati

COMPANY SECRETARY

Sri Deepak Bissa

BANKERS

The South Indian Bank Ltd
Secunderabad

STATUTORY AUDITORS

M/s. RRK & Associates

Chartered Accountants

A04, IFF The Annexe,

Near Hitech City Rly Station

13th Phase, KPHB, Hyderabad – 500 085

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

UNITS:

- Unit No. 1** (Owned Plant) - Plot No. 133 Industrial Estate, Medchal - 501 401,
Telangana India
- Unit No. 2** (Leased Plant) - Plot No.127 & 128, Medchal IDA – 501 401,
Hyderabad, Telangana India

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

LISTED AT : The BSE Limited

NOTICE

NOTICE is hereby given that the **31st Annual General Meeting** of the Members of the **SAMPRE NUTRITIONS LIMITED** will be held on **THURSDAY, 29TH SEPTEMBER, 2022 at 11.30 AM** through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, to transact the following business items:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended **31st March, 2022** 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 2022-23.

SPECIAL BUSINESS:

4. **TO RATIFY RE-APPOINTMENT OF MR. VISHAL RATAN GURBANI AS WHOLE-TIME DIRECTOR OF THE COMPANY AND FIXING OF REMUNERATION:**

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, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V and all other applicable provisions of the Companies Act, 2013, if any, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Vishal Ratan Gurbani (DIN: 07738685) as Whole time Director and designated as Vice President of the Company, for a period of 5 (Five) years with effect from 22.08.2022 at a remuneration not exceeding ₹ 12,00,000 (Rupees Twelve Lakhs only) per annum, as recommended by Nomination and Remuneration committee, with such yearly increment on time scale basis as may be decided by the board from time to time, provided that such remuneration does not exceed the limits specified under Section 197 read with Schedule V of the Act.”

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

By Order of the Board
For SAMPRE NUTRITIONS LIMITED

Place: Medchal
Date: 02.09.2022

Sd/-
BRAHMA GURBANI
Managing Director

NOTES:

1. In view of the ongoing COVID pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 03/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 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 etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
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 vamshi@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 2021-22 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 2021-22 will also be available on the Company's website www.sampreltd.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. 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 vamshi@gurbanigroup.in or write to the RTA for registering their e-mail addresses.
7. The register of members and Share Transfer Books of the company will be remain closed from **Monday, 26th September, 2022 to Thursday, 29th September, 2022** (both days inclusive).
8. 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.

9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business in Item No. 4 is annexed hereto.
10. 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 vamshi@gurbanigroup.in.
11. 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.
12. Since the AGM will be held through VC / OAVM, the Route Map and Attendance Sheet are not required to be annexed to this Notice.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited (NSDL)** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

THE INSTRUCTIONS FOR E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Monday, 26th September, 2022 at 09:00 A.M.** and **ends on Wednesday, 28th September, 2022 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, 22nd September, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **22nd September 2022**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies to Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to

Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.