



SAMPRE NUTRITIONS LIMITED

**32ND
ANNUAL REPORT
2022-23**

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 |
| Mr. Vishal Ratan Gurbani | - Member |
| Mr. Vimal Suresh | - Member |

CHIEF FINANCIAL OFFICER

Mr. Vamshi Srinivas Vempati

COMPANY SECRETARY

Mr. Deepak Bissa (upto 28.02.2023)

Mrs. Krishnama Nupur (w.e.f 02.05.2023)

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

Unit No. 2 (Leased Plant) - Plot No.127 & 128, Medchal IDA – 501 401

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 **32nd Annual General Meeting** of the Members of the **SAMPRE NUTRITIONS LIMITED** will be held on **FRIDAY, 29TH SEPTEMBER, 2023 at 11.00 AM** at Lions Club Conference Hall, LIC Building, 03rd Floor, Paradise Circle, Secunderabad – 500 003 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, 2023** 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 fix Auditors remuneration for the financial year 2023-24.

SPECIAL BUSINESS :

4. TO APPROVE CONTINUATION OF APPOINTMENT OF 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 a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 196, 196(3), read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any, and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended from time to time, consent of the Members of the Company be and is hereby accorded for continuation of appointment of Mr. Brahma Gurbani (DIN: 00318180) as Managing Director of the Company on attaining 70 years on 05th December, 2023 for remaining period of his term of 5 years i.e. until 31st August, 2024 on the same terms of appointment as approved by the shareholders at their Annual General Meeting held on 28th September, 2019.”

“RESOLVED FURTHER THAT the approval of the Members to continue appointment of Mr. Brahma Gurbani in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a Managing Director, irrespective of the fact that Mr. Brahma Gurbani will attain the age of 70 (Seventy) years on 05th December, 2023.”

5. TO APPROVE INCREASE IN REMUNERATION OF MR. BRAHMA GURBANI, 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 Section 197 and any other applicable provisions of the Companies Act, 2013 and rules framed there under including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule V to the Companies Act, 2013 consent of the members be and is hereby accorded for increase in remuneration of Mr. Brahma Gurbani, Managing Director of the company from ₹ 24,00,000/- (Rupees Twenty Four Lakhs Only) per annum to ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum w.e.f 01.05.2023 as recommended by Nomination and Remuneration committee of the company, with liberty to the Board of Directors (hereinafter referred to as “the Board”

which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit, provided that total remuneration payable does not exceed the limits specified under Section 197 read with Schedule V of the Act.”

6. TO APPROVE INCREASE IN REMUNERATION OF MR. VISHAL RATAN GURBANI, WHOLE TIME 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 Section 197 and any other applicable provisions of the Companies Act, 2013 and rules framed there under including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule V to the Companies Act, 2013, consent of the members be and is hereby accorded for increase in remuneration of Mr. Vishal Ratan Gurbani, Whole-time Director of the company from ₹ 12,00,000/- (Rupees Twelve Lakhs Only) per annum to ₹ 18,00,000/- (Rupees Eighteen Lakhs only) per annum w.e.f 01.05.2023 as recommended by Nomination and Remuneration committee of the company, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit, provided that total remuneration payable does not exceed the limits specified under Section 197 read with Schedule V of the Act.”

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

Place: Medchal
Date: 29.08.2023

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. 4,5 and 6 is annexed hereto.
3. Additional information pursuant to Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 in respect of 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 re-appointment as per Companies Act, 2013 and rules thereunder.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will be remain closed from **Tuesday, 26th September, 2023 to Friday, 29th September, 2023** (both days inclusive).
7. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
8. Notice of AGM and the annual report, including Financial statements, Board Report, Attendance Slip, Proxy Form, along-with other relevant documents and registers are open for inspection by the members at the Registered Office of the Company during working hours between 9.30 a.m. and 1.00 p.m. on all working days up to the date of the AGM.
9. 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.
10. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 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. 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.

11. 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.
12. 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.
13. 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.
14. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **vamshi@gurbanigroup.in**. The same will be replied by the company suitably.
15. The Company has dedicated E-mail address **investorinfo@gurbanigroup.in** along with copy of mail to **vamshi@gurbanigroup.in** for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.
16. 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.
17. 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 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 will be provided by NSDL.

The facility of voting through ballot paper will also be made available at the AGM and members 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. Members who have already 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 MEMBERS FOR E-VOTING ARE AS UNDER:-

The remote e-voting period begins on **Tuesday, 26th September, 2023 at 09:00 A.M. and ends on Thursday, 28th September, 2023 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., **Friday, 22nd September, 2023** 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 2023**.

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 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 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 |

| | |
|--|---|
| | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login of Easi/Easiest the user will be also able to see the E-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration/ EasiRegistration or www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| 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</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.: 022 - 4886 7000 and 022 - 2499 7000 |
| 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 1800 22 55 33 |

B) Login Method for e-Voting 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.