



**SAMPRE NUTRITIONS LIMITED**

**CIN: L15499TG1991PLC013515**

Registered Office: Plot No. 133, Industrial Estate, Medchal – 501 401

Email id: [gurbani@gurbanigroup.in](mailto:gurbani@gurbanigroup.in) website: [www.sampretd.com](http://www.sampretd.com)

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**NOTICE**

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF SAMPRE NUTRITIONS LIMITED WILL BE HELD ON FRIDAY, DECEMBER, 08, 2023 THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) AT 11.00 A.M. FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SHALL BE DEEMED AS THE VENUE AND THE PROCEEDINGS OF THE EGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**Item No. 1**

**To Issue of upto 10,00,000 (Ten Lakhs Only) Warrants each convertible into, or exchangeable for, one equity share of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the Promoter/ Promoter Group of the Company and certain identified non-promoter persons / entity:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**“SEBI (ICDR) Regulations, 2018”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may

in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, up to 10,00,000 (Ten Lakhs Only) Convertible Warrants of Face Value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 50.50/- (Rupees Fifty and paise Fifty Only) each aggregating to Rs. 6,05,00,000/- (Rupees Six Crores Five Lakhs Only) (“**Total Issue Size**”) on a preferential basis to persons / entity listed below (“Warrant Holder(s)” / “Proposed Allottee(s)”) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of 25% (twenty five per cent) of the Warrant Issue Price as upfront payment (“Warrant

Subscription Price”) entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of remaining 75% (Seventy five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficial Owner
<b>A</b>	<b>Promoters/Promoter Group</b>		
1	Brahma Gurbani	7,90,000	Brahma Gurbani
<b>B</b>	<b>KMP/Non-Promoter</b>		
1	Vishal Ratan Gurbani	50,000	Vishal Ratan Gurbani
2	Prem Kumar Lalwani	1,60,000	Prem Kumar Lalwani
	<b>Total</b>	<b>1,00,000</b>	

“**RESOLVED FURTHER THAT** the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be 8<sup>th</sup> November, 2023 being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is Rs. 60.18/- (Rupees Sixty and Eighteen Paise only).

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
2. The Warrant Holders shall be entitled to exercise his option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or

at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders.

3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
4. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
5. In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.
6. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder.
7. The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
8. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized

form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;

9. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
10. The Warrants and Equity Shares allotted pursuant to the exercise of the Warrants shall be locked in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.”

**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

**“RESOLVED FURTHER THAT** in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.”

**“RESOLVED FURTHER THAT** the Convertible Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned convertible warrants and to vary, modify or alter

the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Convertible Warrants of the Company as it may in its absolute discretion deem fit and proper.”

“**RESOLVED FURTHER THAT** Mr. Brahma Gurbani, Managing Director of the Company and Mrs. Krishnama Nupur, Company Secretary of the Company be and are hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchange, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

**By the order of the Board of Directors  
For Sampre Nutritions Limited**

**Date: 14.11.2023**

**Place: Medchal**

**Sd/-  
Krishnama Nupur  
Company Secretary**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) setting out material facts relating to Special Business under item no. 1 of the notice to be transacted at the EGM is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement.
2. In view of the continuing social distancing norm to be followed, and pursuant to General Circulars issued by the Ministry of Corporate Affairs (“MCA”) vide Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively (collectively referred to as “MCA Circulars”)



and Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021 and circulars issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an Extraordinary General Meeting ("EGM"/ "Meeting") of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The detailed procedure for participating in the Meeting through VC/OAVM Facility is mentioned in this notice. The deemed venue for the EGM shall be the Registered Office of the Company.

3. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
4. In terms of the MCA Circulars and SEBI Circular SEBI/ HO/CFD/CMD2/CIR/P/2022/

62 dated May 13, 2022 since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Act, and rules made thereunder representatives of the members such as the President of India or the Governor of a State or body corporate are entitled to appoint their authorised representatives to attend the EGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the EGM of the Company.

5. The quorum for the Extraordinary General Meeting, as provided in Section 103 of the Act, is thirty members (including a duly authorized representative of a body corporate) and the members present in the meeting through VC/ OAVM shall be counted for the purpose of quorum.
6. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting and e-voting during EGM, to the Scrutinizer by email through its registered email address to [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com) with a copy marked to [vamshi@gurbanigroup.in](mailto:vamshi@gurbanigroup.in) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board

Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

7. In accordance with the MCA Circulars and SEBI Circular, the Notice of the EGM of the Company is being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”) or with their respective Depository Participant/s (DPs). Members may note that the Notice of the EGM along with the explanatory statement and other related documents is also available on the Company’s website [www.sampreltd.com](http://www.sampreltd.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.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 may send an e-mail to [vamshi@gurbanigroup.in](mailto:vamshi@gurbanigroup.in) or write to the RTA for registering their e-mail addresses The Notice of EGM will be sent to those Members / Beneficial Owners electronically, whose name will appear in the Register of Members / List of Beneficiaries received from the depositories as on Friday, December, 01, 2023.

We urge the shareholders for registration and/ or updation of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

8. 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](mailto:vamshi@gurbanigroup.in)

9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM. 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. NSDL will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM. The instructions and other information relating to e-voting are given in the notice.

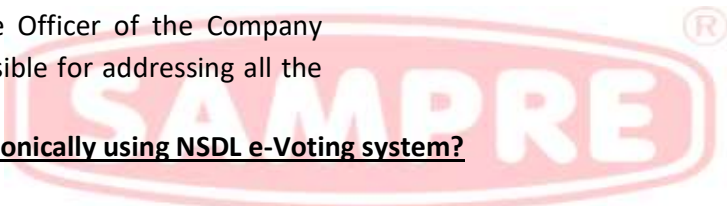
10. As per the provisions of Section 72 of the Act the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agent in case the shares are held in physical form.

11. The Board has appointed M/s V K Bajaj & Associates, Practicing Company Secretaries (FCS: 6868), as the scrutinizer to scrutinize the remote e-voting process and also e-voting during the Meeting in a fair and transparent manner. The scrutinizer shall after the conclusion of e-voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
12. The result declared along with the Scrutinizer's Report shall be placed on the Company's website immediately after declaration. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
13. Ms. Krishnama Nupur, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the

grievances in relation to this EGM including e-voting.

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

The remote e-voting period begins on **Tuesday, December 05, 2023 at 9.00 A.M. and ends on Thursday, December, 07, 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, December, 01, 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 December 01, 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

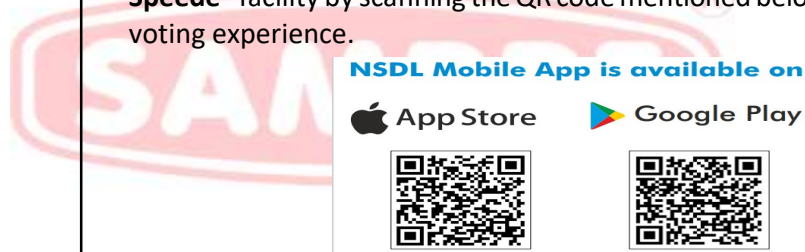
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " 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.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.



**Individual Shareholders holding securities in demat mode with CDSL**

1. 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](http://www.cdslindia.com) and click on New System Myeasi.
2. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://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.



<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<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 &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

8. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
9. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
10. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [vamshi@gurbanigroup.in](mailto:vamshi@gurbanigroup.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (Self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [vamshi@gurbanigroup.in](mailto:vamshi@gurbanigroup.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. 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.
6. 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 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 10.00 a.m. on **December, 06, 2023** will be able to speak at the meeting.
7. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of EGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [vamshi@gurbanigroup.in/](mailto:vamshi@gurbanigroup.in)  
[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**The Results of voting will be declared within two working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, 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](http://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.

**By the order of the Board of Directors  
For Sampre Nutritions Limited**

Date: 14.11.2023

Place: Medchal

Sd/-  
**Krishnama Nupur**  
Company Secretary

## **EXPLANATORY STATEMENT**

[Pursuant to Section 102 of the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

### **Item No. 1**

The Company needs to raise additional funds to strengthen its balance sheet, have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of the Directors of the Company at its meeting held on 14<sup>th</sup> November, 2023 has given their consent subject to approval of Members by way of Special Resolution to issue 10,00,000 Convertible Warrants to Promoters and Certain other identified persons/entity ("**Warrant Holder(s)**" / "**Proposed Allottee(s)**") on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("**Act**"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

**The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.**

#### **1. Objects of the preferential issue:**

The Company needs to raise additional funds to strengthen its balance sheet, have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital. The Company shall utilize the proceeds from the preferential issue of Warrants to fund the capital requirement for the purpose of capital expenditures, repayment of debts, working capital requirements and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

#### **2. Maximum number of specified securities to be issued and price of the securities:**

The resolution set out in the accompanying notice authorizes the Board to issue 10,00,000 Convertible Warrants of Rs. 10/- each at a issue price of Rs. 60.50/- each (including premium of Rs. 50.50/- each) on preferential basis for cash consideration.

#### **3. Basis on which the price of the Preferential Issue has been arrived at:**

The Equity Shares of the Company are listed on BSE Limited ("**BSE**") (referred to as "**Stock Exchange**"). The Equity Shares of the Company are frequently traded within the meaning of

explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares to be issued pursuant to conversion of warrants was arrived at.

**4. Relevant date with reference to which the price has been arrived at:**

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price Equity Shares to be issued on conversion of warrants with reference to the proposed allotment is 08<sup>th</sup> November, 2023.

**5. The class or classes of persons to whom the allotment is proposed to be made:**

The proposed preferential allotment of Convertible Warrants are made to Promoters and Certain other identified persons/entity belonging to Non-Promoters category.

**6. Intention of promoters, directors or key managerial personnel of the issuer to subscribe to the offer:**

The Promoters, and Key Managerial Personnel of the Company intends to subscribe to the Warrants by way of Preferential Issue up to 8,40,000 (Eight Lakhs Forty Thousand only)

**7. The change in control if any in the company that would occur consequent to the preferential offer;**

Upon the issuance and allotment of the warrants and equity shares in exchange of the Warrants, will not result in any change in the management and control of the Company.

**8. Time frame within which the preferential allotment shall be completed:**

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Convertible Warrants within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

**9. Shareholding pattern before and after Preferential Issue would be as follows:**

S No.	Category	Pre Preferential Issue*		Pre Preferential Issue (Assuming conversion of 26,00,000 outstanding Warrants into Equity Shares)		Post Preferential Issue (Assuming conversion of 10,00,000 Warrants into Equity Shares)	
		No of shares held	% of share holding	No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters Holding						
1	<u>Indian</u>						
	Individual	2,543,963	37.03%	2,543,963	26.86%	3,333,963	31.84%



	Bodies corporate	-	-	-	-	-	-
	Sub-total	2,543,963	37.03%	2,543,963	26.86%	3,333,963	31.84%
2	<b>Foreign Promoters</b>	-	-	-	-	-	-
	Sub-total (A)	2,543,963	37.03%	2,543,963	26.86%	3,333,963	31.84%
B	<b>Non-promoters' holding</b>						
	<b>Institutional investors</b>	50,000	0.73%	50,000	0.53%	50,000	0.48%
	<b>Non-institution</b>						
	Private corporate bodies & LLP	214,372	3.12%	214,372	2.26%	214,372	2.05%
	Indian public & HUF	3,650,884	53.14%	6,250,884	66.01%	6,460,884	61.71%
	(Others (including NRIs)	410,781	5.98%	410,781	4.34%	410,781	3.92%
	Sub-total (B)	4,326,037	62.97%	6,926,037	73.14%	7,136,037	68.16%
C	<b>Non-Promoter &amp; Non-Public</b>	-	-	-	-	-	-
	<b>GRAND TOTAL</b>	<b>6,870,000</b>	<b>100.00%</b>	<b>9,470,000</b>	<b>100.00%</b>	<b>10,470,000</b>	<b>100.00%</b>

\* As on September 30, 2023

#### 10. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

#### 11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Proposed Allottees	Ultimate Beneficial Owner	Pre-Preferential Issue*		Pre-Preferential Issue (Assuming conversion of 26,00,000 C W)		No. of C W proposed to be allotted	Post Preferential Issue (Assuming conversion of 10,00,000 CW into Equity Shares)	
		No of shares held	% of share holding	No of shares held	% of share holding		No of shares held	% of share holding
<b>Promoter</b>								
Brahma Gurbani	Brahma Gurbani	887416	12.92%	887416	9.37%	790000	1677416	16.02%
<b>KMP/Non-Promoter</b>								
Vishal Ratan Gurbani	Vishal Ratan Gurbani	7500	0.11%	7500	0.08%	50,000	57500	0.55%

Prem Kumar Lalwani	Prem Kumar Lalwani	0	0	0	0	160000	160000	1.53%
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**Assumptions:**

- i. All outstanding Warrants and warrants being offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
- ii. The warrants are held by the aforesaid allottees at the time of exercise of the option and
- iii. The options are exercised by them in full.

**12. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:**

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Brahma Gurbani	Promoter	Promoter
2.	Vishal Ratan Gurbani	KMP	KMP
3.	Prem Kumar Lalwani	Not Applicable	Non-Promoter

**13. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:**

During the period from 01<sup>st</sup> April 2023 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

**14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:** Not Applicable, as the proposed allotment is made for cash consideration.

**15. Undertakings:**

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**16. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018**

Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are willful defaulters or fraudulent borrower.

## 17. Pricing:

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares to be issued pursuant to conversion of warrants shall not be less than higher of the following:

(a) Rs. 56.00/- each- The Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

(b) Rs. 60.18/- each- The Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Accordingly, the minimum issue price of Equity Shares pursuant to conversion of Convertible Warrants on Preferential basis shall be at a price of Rs. 60.18/- each (Face Value Rs.10/- each + Premium Rs. 60.18/- each).

Based on the above, the Board of the Directors of the Company has decided the issue of Convertible Warrants on Preferential basis shall be at an Issue Price of Rs. 60.50/- each (including a premium of Rs. 60.50/- each).

**18. Name and the address of Valuer who performed valuation-** Not Applicable.

## 19. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Vasanth Kumar Bajaj, (Membership No. F6868), Practicing Company Secretary certifying that the preferential issue of warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website. This certificate is also placed on the <https://www.sampreltd.com/investors.html> .

## 20. Lock-in period

The aforesaid allotment of Equity Shares and Convertible Warrants allotted on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

## 21. Material Terms of Issue of Convertible Warrants –

- a. Issue and allotment of 10,00,000 Convertible Warrants at a price of Rs. 60.50/- per share (Face Value of Rs. 10/- per share and Premium Rs. 50.50/- per share) on preferential allotment basis for cash consideration.
- b. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. Upon exercise of the option by the

allottees to convert the warrants with 18 months from the date of allotment of warrants, the Company will allot Equity Shares pursuant to exercise of the warrants within 15 days from the date of such exercise by the allottees. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Rs. 10/- each to the Warrant holders.

- c. 25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Rs. 10/- each at a price of Rs. 60.50/- each which is determined in accordance with the SEBI (ICDR) Regulations, 2018 at any time within 18 months from the date of allotment. In case the option is not exercised within a period of 18 months from the date of allotment, the unexercised Warrants shall lapse and the aforesaid 25% amount paid on the date of allotment shall be forfeited.

## **22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:**

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation and;
- viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.

## **23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:** Issue of 10,00,000 Convertible Warrants of Face Value of Rs. 10/- (Rupee Ten) each at an issue price of Rs. 60.50/- each including premium of Rs. 50.50/- each on preferential basis for Cash consideration

Date of passing Board Resolution for aforesaid Preferential Issue is 14<sup>th</sup> November, 2023.

**24. Amount which the company intends to raise by way of such securities:**

The Company intends to raise Rs. 6,05,00,000/- (Rupees Six Crores Five Lakhs Only) by way of Preferential Issue of 10,00,000 Convertible Warrants.

**25. Principle terms of assets charged as securities:** Not Applicable

**26. Interest of the Promoters/ Directors:**

Mr. B K Gurbani, Managing Director and Mrs. Meera Gurbani being part of the promoter/ promoter group are concerned or interested in the resolution to the extent of their shareholding interest in the Company.

Mr. Vishal Ratan Gurbani, KMPs of the Company and their relatives are concerned or interested in the resolution.

The other Directors / Key Managerial Personnel(s) of the Company or their relatives are not concerned or interested, financially or otherwise, in the above referred resolutions, except to the extent of their shareholding interest, if any, in the Company

Accordingly, the Board of Directors of your Company recommend the Resolution set out in this Notice for the approval of the Members by way of passing a Special Resolution.



**By the order of the Board of Directors  
For Sampre Nutritions Limited**

Date: 14.11.2023  
Place: Medchal

**Sd/-  
Krishnama Nupur  
Company Secretary**