



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	- 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

	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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	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

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.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- How to cast your vote electronically 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.
 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

1. 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 **cs@vkbajajassociates.com** with a copy marked to **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 .
2. 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 to reset the password.
3. 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** or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to **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 RTA.
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**. 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** for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website **www.sampreltd.com** under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to the BSE Limited where the Company's shares are listed.

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

Place: Medchal
Date: 29.08.2023

Sd/-
BRAHMA GURBANI
Managing Director

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

Item No. 4:

Mr. Brahma Gurbani was re-appointed as a Managing Director of the Company with effect from 1st September, 2019 for a period of five years with effect from the said date approved by shareholders in AGM duly held on 28th September, 2019 at remuneration of Rs. 24,00,000 (Rupees Twenty-Four Lakhs only) per annum and he shall hold office till 31st August, 2024.

Mr. Brahma Gurbani as a Managing Director of the Company will attain the age of 70 years on 5th December 2023. It is proposed to obtain approval of the shareholders as per the provisions of Section 196(3) of Companies Act, 2013 for continuation of his employment as Managing Director of the Company.

Mr. Brahma Gurbani is a Promoter Director of the Company and has been serving as a Director of the Company since 1992. He has been actively involved in the operations of the Company. He has rich and varied experience of over 3 decades. It would be in the interest of the Company to continue the employment of Mr. Brahma Gurbani as Managing Director of the Company. He has guided the Company through decades of diversification and growth.

Members' consent as special resolution is required continuation of appointment of Mr. Brahma Gurbani as Managing Director for remaining term of this tenure in order to comply with the requirement of Section 196(2) & 196(3) of the Act, and the terms, conditions and stipulations for the his appointment.

Except Mr. B K Gurbani and Mr. Vishal Ratan Gurbani, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Resolution at item No. 4, for approval by the shareholders.

Item No. 5:

Mr. Brahma Gurbani was re-appointed as a Managing Director of the Company with effect from 1st September, 2019 for a period of five years with effect from the said date approved by shareholders in AGM duly held on 28th September, 2019 at remuneration of Rs. 2,00,000 (Rupees Two Lakhs only) per month.

Further as recommended by Nomination and Remuneration Committee and keeping in view industry growth Board of Directors at their meeting held on 30th May, 2023 proposed for increase in remuneration of Mr. Brahma Gurbani Managing Director of the Company @ Rs 60,00,000/- (Rupees Sixty Lakhs only) per Annum with effect from 01st May, 2023.

The approval of the members is being sought for the increase in remuneration of Mr. Brahma Gurbani Managing Director of the company from Rs 24,00,000/- (Rupees Twenty-Four Lakhs Only) per annum to Rs 60,00,000/- (Rupees Sixty Lakhs only) per annum w.e.f 01.05.2023, as recommended by Nomination and Remuneration Committee. The aggregate of the salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under sections 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of office, the payment of remuneration shall be governed by the limits prescribed under section II of part II of Schedule V to the Companies Act, 2013, including any

statutory modification or re-enactment thereof, for the time being in force.

Statement pursuant to Schedule-V of the Companies Act, 2013 is given below.

Except Mr. B K Gurbani and Mr. Vishal Ratan Gurbani, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Resolution at item No. 5, for approval by the shareholders

Item No. 6:

Mr. Vishal Ratan Gurbani was re-appointed as a Whole-time Director and Vice- President of the Company for another term of 5 Years with effect from 22nd August, 2022 approved by shareholders in AGM duly held on 29th September, 2022 for remuneration of Rs. 12,00,000 (Rupees Twelve Lakhs only) per annum.

Further as recommended by Nomination and Remuneration Committee and keeping in view industry growth Board of Directors at their meeting held on 30th May, 2023 proposed to increase remuneration of Mr. Vishal Ratan Gurbani Whole-time Director of the Company to Rs 18,00,000/- (Rupees Eighteen Lakhs only) with effect from 01.05.2023, subject to approval of members in ensuing general meeting

The approval of the members is being sought to the terms, conditions and stipulations for the increase in remuneration of Mr. Vishal Ratan Gurbani Whole-time Director of the company from Rs 12,00,000/- (Rupees Twelve Lakhs Only) per annum to Rs 18,00,000/- (Rupees Eighteen Lakhs only) per annum w.e.f 01.05.2023, 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. The aggregate of the salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under sections 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Except Mr. B K Gurbani and Mr. Vishal Ratan Gurbani, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Resolution at item No. 6, for approval by the shareholders

Statement pursuant to Schedule-V of the Companies Act, 2013 for Item 5 & Item 6:

<u>I. General Information</u>	
Nature of industry	Sampre Nutritions Limited has been working as contract manufacturers for multi-national companies and leading FMCG Companies for more than 3 decades and after expansion of production capacities, the company has become exclusive partner of Mondelez India for manufacture of eclairs for Domestic and Export Market.
Date or expected date of commencement of commercial production	The Company was incorporated in the year 1991 and is already in commercial production for long.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
Financial performance based on given indicators	The details of financial performance of the Company for the years 2022-23 and 2021-22 are provided in the Annual Report 2023 which accompanies this Notice.
Foreign investments or collaborations, if any	Nil.

II. Information about the appointee – 1 - Mr. Brahma Gurbani

Background details	Mr. Brahma Gurbani holds a degree in Bachelor of Commerce.
Past remuneration	Rs. 24.00 Lakhs Per Annum
Recognition or awards	He is Managing Director of the Company since 1992 and has experience more than 30 years in Management & Administration of Confectionery Industry and well versed in Management Control. He was President of ICMA & member of various trade bodies & associations. The testimony to his leadership is in fact that the company received the prestigious international Quality Award at International Quality Summit 2012, Newyork, USA, besides of lots of other prestigious awards from Prime Minister and President's office.
Job profile and his responsibility	He is responsible for overall supervision of the functioning of the company including Products, Procurement, Marketing, handling day to day affairs of the Company, regularly reporting to the Board on the activities of the Company.
Remuneration proposed	The proposed remuneration of ₹ 60,00,000/- (Rupees Sixty Lakhs Only), comprise of monthly basic salary and all other perquisites and is fully justifiable and profile with respects to comparable to that prevailing in the industry, keeping in view the profile and the position of Managing industry, size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Pecuniary relationship: Mr. Brahma Gurbani is one of the Promoter and Mr. Vishal Gurbani is son of Brother of Mr. B K Gurbani, Managing Director of the Company

II. Information about the appointee - 2

Background details	Post Graduate in Business Management having about 10 Years of experience in Administration, finance and Manufacturing.
Past remuneration	Rs. 10.69 Lakhs Per Annum
Recognition or awards	He joined Gurbani Group during the year 2010 as Manager - Administration. Under his Guidance, M/s. Sampre Nutritions Ltd has successfully developed new products for in- house and for other Multi-National Companies such as M/s. Dharampal Satyapal Ltd, M/s. Alkem Labs Ltd and M/s. Patanjali Ayurved Ltd etc.
Job profile and his responsibility	He is responsible for supervision and functioning including activities of Purchase/ Banking and Other Commercial Activities of the Company, handling day to day affairs, regularly reporting to the Board on the activities.
Remuneration proposed	The proposed remuneration of Rs. 24.00 Lakhs per Annum. It is fully justifiable with respects to comparable to that prevailing in the industry, keeping in view the profile and the position of confectionery industry and size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Vishal Gurbani is son of Brother of Mr. B K Gurbani, Managing Director of the Company

III. Other Information	
Reasons of loss or inadequate profits	The chocolate confectionery segment is dominated by a large number of MNCs and organized confectionery manufacturers. Company is mainly engaged in Contract manufacturing of confectionery products and margins are less in contract manufacturing compared to selling of products on its own, but marketing own product in the market dominated by MNCs requires to spend on marketing and withstand fierce competition from them.
Steps taken or proposed to be taken for improvement	The Company is taking all efforts to improve efficiency in manufacturing and save cost wherever possible and also increasing production capacity to increase revenue. Further company continues to focus on product innovations, upholding of its high-quality standards, increase in its capability to market its own products.
Expected increase in productivity and profits in measurable terms	The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales own product and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

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

Name of Director	BRAHMA GURBANI
DIN No.	00318180
Date of Birth	05.12.1953
Date of First Appointment	07.10.1992
Experience in Specific Functional Area	First generation entrepreneur who started with two manually operated Lolly Pop machines over 30 years ago with a team of just 10 persons in a tiny tenement rose to become an international recognizable confectionary major from India, whose vision has driven the company to greater heights. Mr. Gurbani was president of ICMA & is member of various trade bodies and associations. The testimony to his leadership is in fact that the company received the prestigious international Quality Award at International Quality Summit 2012, New York, USA, besides of lots of other prestigious awards from Prime Minister and President's office. He is responsible for day to day to operations including activities of purchase/banking and other commercial activities of the company, apart from handling administration, HR & finance and regularly reporting to the Board on the activities.
No. of Shares held in the company	8,87,416 Equity Shares of Rs. 10/- each

Name of Director	VISHAL RATAN GURBANI
DIN No.	07738685
Date of Birth	16.11.1989
Date of First Appointment	21.08.2017
Experience in Specific Functional Area	Post Graduate in Business Management having about 10 Years of experience in Administration, finance and Manufacturing. He joined Gurbani Group during the year 2010 as Manager - Administration. Under his Guidance, M/s. Sampre Nutritions Ltd has successfully developed new products for in-house and for other Multi-National Companies such as M/s. Dharampal Satyapal Ltd, M/s. Alkem Labs Ltd and M/s. Patanjali Ayurved Ltd etc.
No. of Shares held in the company	5,800 Equity Shares of Rs. 10/- each

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the **32nd Annual Report** together with the Audited financial statements for the year ended **31st March, 2023**.

1. REVIEW OF PERFORMANCE:

(Amount in Lakhs)

Particulars	Current Year 31.03.2023	Previous Year 31.03.2022
Income (Including Other Income)	3717.90	2340.31
Expenses (Including exceptional items)	3305.18	1963.03
Profit/(Loss) before Interest, Depreciation & Tax (PBITDA)	412.72	377.28
Finance Charges	188.84	176.62
Depreciation & amortization	182.15	163.43
Net Profit/(Loss) Before Tax	41.73	37.22
Provision for tax including Deferred Tax	7.03	6.44
Net Profit/(Loss) after tax	34.70	30.79
Add / (Less): Share of Profit / (Loss) on Associate Companies	--	--
Add / (Less): Minority Interest - Share of Profit / (Loss)	--	--
Net Profit / (Loss)	34.70	30.79
Basic	0.61	0.64
Diluted	0.37	0.64

2. OPERATIONAL REVIEW:

During the year under review the company has achieved turnover of Rs. 3717.90 Lakhs as compared to previous year's turnover of Rs. 2340.31 Lakhs. Net profit of the company after tax is Rs. 34.70 Lakhs as compared to previous year profit after tax of Rs. 30.79 Lakhs.

As the existing manufacturing capacities are been fully utilized and to cater to demand from North India market, demand from export market, and prospective orders pursuant to agreement with Reliance Retail and Mondeleze India Foods Private Limited, company is gauging various options to enhance production capacities of the company.

Company has also raised funds by way of issue of equity and Convertible Warrants with the object of meeting the long-term funding requirements of the Company for capital expenditure, working capital, general corporate purposes, etc. in order to support the future growth plan of the Company. Also, Company has obtained approval of members for raising of funds and issuance of securities through QIP and/or FCCB and/or any other permissible modes not exceeding USD 100 Million only.

3. INCREASE IN AUTHORISED SHARE CAPITAL/PAID UP CAPITAL:

During the financial year

- a. Authorized Share Capital of the company is increased from ₹ 6,00,00,000 (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 18,00,00,000 (Rupees Eighteen Crores Only) divided into ₹ 1,80,00,000 (One Crore Eighty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

- b. Paid-up equity capital of the Company has increased from ₹ 4,82,00,000/- consisting of 48,20,000 Equity Shares of ₹ 10/- each to ₹ 6,87,00,000/- consisting of 68,70,000 Equity Shares of ₹ 10/- each.

4. ALLOTMENT OF EQUITY AND CONVERTIBLE WARRANTS:

During the year Company has issued and Allotted

- a. 20,50,000 Equity Shares of Face Value of ₹ 10/- each at a premium of ₹ 26/- each amounting to ₹ 7,38,00,000/- to Strategic Investors being Non-Promoters on Preferential Allotment basis pursuant to Resolution passed in the Extra Ordinary General Meeting held on August 13, 2022 in compliance with the provisions of Section 42, 62 and other applicable provisions of The Companies Act, 2013. Company has obtained Listing and trading with regard to shares allotted.
- b. 26,00,000 Convertible Warrants of Face Value of ₹ 10/- each at a premium of ₹ 26/- each to Strategic Investors being Non-Promoters on Preferential Allotment basis pursuant Resolution passed in the Extra Ordinary General Meeting held on August 13, 2022 in compliance with the provisions of Section 42, 62 and other applicable provisions of The Companies Act, 2013

Details of Conversion of Warrants-

Warrant shall be convertible into one Equity Share of Face value of Rs. 10/- each of the Company. The last and the final date of conversion of warrants shall be 19th April, 2024 (i.e., shall be converted within 18 months from the date of allotment of warrants). All the outstanding warrants in respect of which the holder has not exercised his/ her option, shall lapse by 20th April, 2024. each and 25% consideration amount as received in terms of Regulation 169 (2) of SEBI (ICDR) Regulations, 2018 shall be forfeited.

5. CHANGE IN DIRECTORS & KMP's:

In order to comply with provisions of Section 152 of the Companies Act, 2013, Mr. Brahma Gurbani, Managing Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment.

Further Mr. Vishal Ratan Gurbani was re-appointed as Whole-time Director of the Company w.e.f 22nd August, 2022 and his re-appointment was regularized in the AGM held on 29.09.2022. Further there were no other changes in the constitution of Board during period under review.

Mr. Deepak Bissa, Company Secretary resigned w.e.f 28.02.2023 from the position of directorship. Further, Mrs. Krishnama Nupur is appointed as Company Secretary w.e.f 02.05.2023

6. TRANSFER TO RESERVES:

It is not proposed to transfer any amount to reserves during the financial year ended March 31, 2023.

7. DIVIDENDS:

Your directors do not recommend any dividends for the financial year 2022-23, as profits are planned to be ploughed back into the business operations of the Company.

8. PUBLIC DEPOSITS:

Your Company has not accepted any deposits during the year falling under Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014.

9. SUBSIDIARY, HOLDING, JOINT VENTURE AND ASSOCIATE COMPANIES:

As on March 31, 2023, the Company has Two (2) Subsidiary Company as defined under the Companies Act, 2013.

Pursuant to approval of Board company has set up wholly owned subsidiaries namely “**SAMPRE NUTRITIONS FZE CO**” in Silicon Oasis Free Zone, Dubai, United Arab Emirates & “**SAMPRE NUTRITIONS HOLDING LIMITED**” in England, United Kingdom. The Company has not yet remitted any capital towards subscription of these subsidiaries. These subsidiaries are yet to start commercial operations, hence consolidated financial reports not reprepared.

10. SECRETARIAL STANDARDS:

The Directors and senior management state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to ‘Meetings of the Board of Directors’ and ‘General Meetings’, respectively, have been duly complied by the Company.

11. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

12. MATERIAL CHANGES AND COMMITMENTS FROM THE DATE OF CLOSURE OF FINANCIAL YEAR:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

13. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company’s operations in future.

14. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186:

The Company has not given any Loans, Guarantees falling under Section 186 of the Companies Act, 2013 during the current financial year and does not have any loans and guarantees outstanding as on 31st March 2023 except outstanding advances given to the Associate Companies in ordinary course of business.

The disclosure of particulars pursuant to Section 186(4) of Investments made by the company and outstanding as at 31st March, 2023 is as follows:

S. No	Name of the Investee	Nature of Investment	Amount
1.	Cosmos Co-Op Bank Ltd	1000 equity share of Rs.100 each	Rs. 100000

15. ELECTRONIC ANNUAL REPORT:

In view of the MCA circulars dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 followed by Circular dated January 13, 2021 and 2021 and Circular No. 03/2022 dated May 05, 2022 and Circular no. 11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”), permitted the Annual Report to be sent through electronic mode, accordingly electronic copies of the Annual Report for the financial year 2022-23 and Notice of the AGM are sent to all shareholders whose email addresses are registered with the Company. Members are requested to register their email ids with Company or Registrar and Share Transfer Agent (RTA) of the Company for receiving e-copies of Annual Report, Notice to the AGM and other shareholder’s communication.

16. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Directors of your Company hereby confirm that:

- a) In the preparation of Annual Accounts for the year ended 31st March, 2023, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, there from;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2023 and of the profit and loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls by the Company and that such internal financial controls are adequate and operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel and Senior Management of the Company.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as follows:

I. Remuneration details of Directors and Key Managerial Personnel (KMPs)

Name of the Director	Designation	% increase in remuneration	Ratio to Median Remuneration
a) Executive Director			
Brahma Gurbani	Managing Director	Nil	6.31:1
Vishal Ratan Gurbani	WTD – VP	8%	3.04:1
b) KMP			
Vamshi Srinivas Vempati	CFO	7%	2.96:1
Deepak Bissa (Up to 13.03.2023)	Company Secretary	--	0.43:1

II. Total employees on the payroll of the Company: 128**III. Percentage increase in the median remuneration of employees during FY 2022-23 and Remuneration of Managerial Personnel Vis a Vis other employees: NIL****IV. Pursuant to Rule 5(1)(xii) of the companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, it is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.**

- V. Details of top ten employees of the companies in terms of remuneration drawn during the year including the details of remuneration of employees who, if employed throughout the year, were in receipt of remuneration at the rate of not less than Rs.1,02,00,000/- per annum or if employed for part of the year, were in receipt of remuneration at the rate of not less than Rs. 8,50,000/- per month - **NIL**

18. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS:

i) Board Meetings:

The Board of Directors of the Company met **12 (Twelve)** times during the year 2022-23. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013. The detail of number of meetings attended by each director is as follows:

Names of Directors	Board Meetings											
	26/04/2022	28/05/2022	15/07/2022	06/08/2022	02/09/2022	20/09/2022	07/10/2022	20/10/2022	12/11/2022	22/12/2022	09/02/2023	25/03/2023
Mr. Brahma Gurbani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Banala Jaya Prakash Reddy	Yes	No	Yes	Yes	No	No	No	Yes	Yes	Yes	Yes	Yes
Mrs. Umra Singh Sirohi	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Vishal Ratan Gurbani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Vimal Suresh	No	Yes	No	Yes	Yes	No	No	No	Yes	No	Yes	No

ii) Key Managerial Personnel:

As at March 31, 2023, the following have been designated as KMP of the Company as defined under Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Mr. Brahma Gurbani, Managing Director
 Mr. Vishal Ratan Gurbani – Vice-President (Whole-time Director)
 Mr. Vamshi Srinivas Vempati, Chief Financial Officer
 Mr. Deepak Bissa – Company Secretary upto 28.02.2023

iii) Changes in Directors & Key Managerial Personnel:

Mr. Deepak Bissa, resigned as Company Secretary of the company w.e.f 28.02.2023.

iv) Independent Directors:

1. Mr. Banala Jayaprakash Reddy – Second Term w.e.f 27.09.2019
2. Mrs. Umra Singh Sirohi - Second term w.e.f. 27.09 2019
3. Mr. Vimal Suresh w.e.f 14.02.2019

v) Statement on declaration by independent directors:

The Company has received necessary declaration from each independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi) Board Committees:

The Company has the following Committees of the Board:

(a) AUDIT COMMITTEE:

The primary objective of Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency in financial reporting. The Company has a qualified and independent Audit Committee comprising of Independent & Promoter Directors. The Chairman of the Committee is an Independent Director.

❖ **Composition:**

Audit Committee of your Company as on date consists of 2 Non-executive Independent Director and 1 Executive Director. Company Secretary is Secretary to the Audit Committee.

1. Mrs. Umra Singh Sirohi - Chairperson
2. Mr. Vishal Ratan Gurbani - Member
3. Mr. Vimal Suresh - Member

The committee met Four times during the financial year 28.05.2022, 06.08.2022, 12.11.2022 and 09.02.2023 attendance of each Member of Committee is as follows.

S. No.	Names of the Member	Designation	No. of Meetings held	No. of Meetings attended
1	Mrs. Umra Singh Sirohi	Chairperson	4	4
2	Mr. Vimal Suresh	Member	4	4
3	Mr. Vishal Ratan Gurbani	Member	4	4

Further there are no recommendations of Audit Committee which were not accepted by the Board

Terms of Reference:

- Overseeing the financial reporting process of the Company.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company, decide the nature and scope of audit in consultation with Auditors as well as post-audit discussion;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing, with the management, the annual financial statements and auditor's report, quarterly financial statements, the statement of uses / application of funds thereon before submission to the board for approval, scrutiny of inter-corporate loans and investments, valuation of undertakings or assets, statement of deviations, management discussion and analysis of financial condition & such other significant information
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Evaluation and reviewing of adequacy of internal audit function internal financial controls and risk management systems;
- To review the functioning of the whistle blower mechanism;

(b) NOMINATION AND REMUNERATION COMMITTEE:

❖ **Brief description of terms of reference:**

The Nomination and Remuneration Committee is vested with the powers relating to formulating the criteria for determining qualifications, positive attributes, independence of directors and recommend to the board a policy relating to the remuneration of the directors, Key Managerial Employees and other employees.

The Committee shall also identify & screen candidates who qualify to become directors and may be appointed in senior management with the criteria laid down, evaluation of director's performance, approving and evaluating the compensation plans, policies and programs for executive directors and senior managements.

❖ **Composition:**

The Nomination & Remuneration Committee constitutes of following directors:

- | | | |
|---------------------------------|---|-------------|
| 1. Mrs. Umra Singh Sirohi | - | Chairperson |
| 2. Mr. Banala Jayaprakash Reddy | - | Member |
| 3. Mr. Vimal Suresh | - | Member |

The Nomination and Remuneration Committee met once during the financial year 2022-23 on **06.08.2022**.

❖ **Remuneration Policy and details of remuneration paid to the Directors:**

The policy framed by the Nomination and Remuneration Committee under the provisions of Section 178(4) of the Act, is as below:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel and Senior Management of the Company. The remuneration policy of the Company has been so structured in order to match the market trends of the confectionery industry. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. Remuneration/ Commission payable to Directors is determined by the contributions made by the respective Directors for the growth of the Company.

Presently, the Non-Executive Directors do not receive any remuneration from the Company except sitting fees.

The aggregate value of salary and perquisites for the year ended 31.03.2023 to Executive Directors are as under:

Name	Designation	Remuneration for financial year 2022-23(in Rs.)		
		Salary & Perks	Commission	Total
Mr. Brahma Gurbani	Managing Director	24,00,000	--	24,00,000
Mr. Vishal Ratan Gurbani	Vice-President & Whole Time Director	11,56,400	--	11,56,400

(c) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The role of Stakeholders' Relationship Committee is to consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc, review adherence to the service standards in respect of services from the Registrar & Share Transfer Agent and ensure timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Composition of Stakeholders Relationship Committee is as follows:

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

vii) Vigil Mechanism:

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has established a whistle-blower policy and also established a mechanism for Directors and employees to report their concerns.

❖ Whistle Blower Policy:

The Company has established a mechanism for employees to report concerns about unethical behaviors, actual or suspected fraud, and violation of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against victimization of employees who avail the mechanism and also provides for direct access to the Chairman of the Audit Committee. We affirm that during the financial year 2022-23, no employee has been denied access to the Audit Committee.

viii) Related Party Transactions:

During the year under review, your Company has entered into transactions with related parties, the details of said transactions are provided in Notes to the Audited Accounts for the year 2022-23 as appended to this report.

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no such transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee and also the Board for approval, where ever required. Prior omnibus approval of the Audit Committee, if any, is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors on a quarterly basis.

Details of the related party transactions as required pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is annexed as **Annexure – 1** to this report.

19. PERFORMANCE OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

In accordance with Section 134(3)(p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014, your Directors have reviewed and evaluated the performance of the Board of Directors and their committees, along with performance of individual Director in the light of Company's performance. The performance of the Directors individually and collectively and performance of committees are found satisfactory.

With the spirit of wealth creation for the shareholders of the Company, your directors are committed to give their best efforts towards the development of the Company.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR):

As your company doesn't have net worth exceeding rupees five hundred crore or turnover exceeding rupees one thousand crore or net profit exceeding five crores,

doesn't fall under the criteria to comply with provisions of Corporate Social Responsibility u/s 135, hence the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are not required to be made.

21. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Board has laid down internal financial controls and believes that the same are commensurate with the nature and size of its business. Such controls have been supplemented by the internal audits carried by Internal Auditor in discussion of top Management including Directors and Chief Financial Officer and presented before the Audit Committee, periodically.

Based on the framework of internal financial controls and the reviews performed by the Management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2022-23, for ensuring the orderly and efficient conduct of its business including adherence to the Company's Policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial disclosures.

22. AUDITORS:

M/s. R R K & Associates, Chartered Accountants (FRN: 009785S), Statutory Auditors were appointed at the Twenty Eighth AGM of the Company to hold the office for a period of five years until the conclusion of the Annual General Meeting of the Company to be held in the financial year 2024. The Company has obtained consent from the Auditors expressing their willingness to continue as statutory Auditors for financial year 2023-24 and that they are eligible for such continuation of their appointment.

Further pursuant to section 142 of the Companies Act, 2013 payment of remuneration to Auditors requires approval of members in general meeting, hence resolution commended for the approval of Shareholders to authorize the board to negotiate and fix their remuneration for FY 2023-24.

23. DETAILS OF FRAUD REPORTED BY AUDITORS:

The Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013.

24. AUDITORS REPORT:

The Auditors' Report for fiscal 2023 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this annual report.

25. COST AUDIT & RECORDS:

The provisions of Cost audit u/s 148 and Cost Records are not applicable to the Company.

26. SECRETARIAL AUDITORS:

In accordance with the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Persons) Rule, 2014, the Board of Directors of the Company appointed **P. SARADA**, Practicing Company Secretary, to conduct Secretarial Audit of the company for the financial year 2022-23. The Secretarial Audit Report for Financial year 2022-23 is herewith appended as **Annexure 2** to the Board's report.

With regard to SDD non-compliance your company in process of implementation of SDD systems.

27. EXTRACT OF ANNUAL RETURN:

In accordance with Section 134(3)(a) of the Companies Act, 2013, and extract of Annual Return in Form MGT 9 is annexed herewith as **Annexure 3** to the Boards' Report.

28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as prescribed under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in the **Annexure 4** to this Report.

29. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

As per Regulation 34 (2) and Para B of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis report is attached and forms part of this report, as **Annexure 5**.

30. CORPORATE GOVERNANCE REPORT:

The Company's is exempted some of provisions of corporate governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to exception provided under Regulation 15(2)(a) as Paid-up Share Capital and Networth of the Company do not exceed Rs. 10 Crores and Rs. 25 Crores respectively as on 31.03.2023. Hence corporate governance report is not applicable for FY 2022-23.

31. RISK MANAGEMENT:

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework.

The Company has developed and implemented a Risk Management Policy for identifying the risk associated with business of the Company and measures to be taken to mitigate the same. The Audit Committee has additional oversight in the area of financial risks and controls. All risks are well integrated with functional and business plans and are reviewed on a regular basis by the senior leadership. There are no risks which in the opinion of the Board threaten the existence of the Company

32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is always committed to promote a work environment free from discrimination and harassment based on gender thereby providing a friendly workplace environment. It ensures that all employees are treated with dignity and there is no discrimination between individuals on the basis of their race, colour, gender, religion, political opinion, social origin, sexual orientation or age.

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the Financial Year 2022-23, the Company received no complaints on sexual harassment.

33. CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may

differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

34. ACKNOWLEDGEMENTS:

Your Directors have pleasure in recording their appreciation for the assistance extended to the Company by various officials of the Central and State Governments and Commercial Banks.

Your Directors would also like to place on record their sincere appreciation and gratitude to the Shareholders, Investors, Suppliers, Bankers for their support and co-operation. Your Directors express their heartfelt gratitude to the employees for their exceptional commitment and loyalty to the Company.

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

Place: Medchal
Date: 29.08.2023

Sd/-
BRAHMA GURBANI
Managing Director
DIN: 00318180

Sd/-
VISHAL RATAN GURBANI
Whole-time Director
DIN: 07738685

Annexures to Board's Report	
Annexure No.	Content
1.	Form AOC-2- Particulars of contracts and arrangements with related parties
2.	Form MR-3 – Secretarial Audit report
3.	Extract of Annual Return
4.	Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo
5.	Management Discussion and Analysis Report

Annexure - 1**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

Details of contracts or arrangements or transactions at Arm's length basis.

S. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	Nil
b.	Nature of contracts/arrangements/transaction	Nil
c.	Duration of the contracts/arrangements/transaction	Nil
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e.	Justification for entering into such contracts or arrangements or transactions ¹	Nil
f.	Date of approval by the Board	Nil
g.	Amount paid as advances, if any	Nil
h.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details	
a.	Name (s) of the related party &.. Nature of relationship	M/s. Royes Industries (P) Limited Enterprise in which Directors have significant influence	M/s. Royes Industries (P) Limited Enterprise in which Directors have significant influence
b.	Nature of contracts/ arrangements/ transaction	Lease Agreement dated 24.04.2015 & Addendum to Lease Agreement dated 08.11.2016 & Addendum to Lease Agreement dated 10.01.2023	Purchases & Sales
c.	Duration of the contracts/ arrangements/ transaction	9 years commencing from 10th January, 2023	In the ordinary course of Business on arm Length Basis
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Lease Rental of Rs. 7,50,000/- P.M towards factory premises along with Plant and Machinery	Purchases of Rs. 302.50 Lakhs & Sales of Rs. 154.68 Lakhs
e.	Date of approval by the Board	22.12.2022	26.04.2022
f.	Amount paid as advances, if any	Advance of Rs. 53,82,353/- paid as Security Deposit	--

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

for the financial year ended **31.03.2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SAMPRE NUTRITIONS LIMITED
Plot No. 133, Industrial Estate
Medchal – 501 401

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SAMPRE NUTRITIONS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **M/s. SAMPRE NUTRITIONS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 amended to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 amended to Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 herein referred as Listing Regulations.
 - (d) SEBI (Share Based Employee Benefits) Regulations, 2014. **Not Applicable**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable to the Company subject to the following observations:

- a) Following Delay/Deficiencies are being reported in compliance with SEBI(LODR) Regulation, 2015 and the Companies Act, 2013
 - 1. The Company has not submitted SDD Compliance Certificate for quarter ended September 2022, December 2022 and March 2023.*
- v. We further report that, after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, it has complied with the following laws that are applicable specifically to the Company:
 - (a) The Factories Act, 1948
 - (b) The Boilers Act, No V of 1923
 - (c) Food Safety and Standards Act, 2006
 - (d) Water (Prevention & Control of Pollution) Act, 1961
 - (e) Air (Prevention & Control of Pollution) Act, 1981
 - (f) Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016
 - (g) The Andhra Pradesh Commodities Dealers (Licensing & Distribution) Order 1982

We have also examined compliance with the applicable clauses of the following:

- l) Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) Secretarial Standards.

MANAGEMENT RESPONSIBILITY:

1. Maintenance of secretarial records, and to devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of Management. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **P. SARADA**
Company Secretaries

Place: Hyderabad
Date: 29.08.2023

Sd/-
Sarada Putcha
Company Secretary
M.No. 21717, C P No. 8735
UDIN: A021717E000891927

ANNEXURE- 3

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN**as on the financial year ended on 31.03.2023***[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]***I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L15499TG1991PLC013515
2.	Registration Date	03.12.1991
3.	Name of the Company	SAMPRE NUTRITIONS LIMITED
4.	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
5.	Address of the Registered office and contact details	Plot No. 133, Industrial Estate, Medchal – 501 401 Telephone: 08418 - 222427/28 E-mail: gurbani@gurbanigroup.in
6.	Whether listed company Yes / No	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent	M/s. Big Share Services Private Limited 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082. Phone: 040 401 44582 e-mail: bsshyd1@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Manufacture of Sugar Confectionery	15432	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Nil					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2022				No. of Shares held at the end of the year i.e. 31/03/2023				% Changes during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2543963	0	2543963	52.78	2543963	0	2543963	37.03	-15.75
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Bank/Fl	0	0	0	0	0	0	0	0	0
f) Any Other...	0	0	0	0	0	0	0	0	0
Sub – Total (A) (1):-	2543963	0	2543963	52.78	2543963	0	2543963	37.03	-15.75
(2) Foreign									
a) NRIs Individual	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Crop.	0	0	0	0	0	0	0	0	0
d) Banks/Fl	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0
Sub - Total (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2543963	0	2543963	52.78	2543963	0	2543963	37.03	-15.75
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/Fl	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) Sate Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture C apital Funds	0	0	0	0	0	0	0	0	0
i) Others(NBFC)	0	0	0	0	0	0	0	0	0
(i-a) Foreign Portfolio Investor -II	0	0	0	0	50000	0	50000	0.73	+0.73
Sub-total (B) (1):-	0	0	0	0	50000	0	50000	0.73	+0.73
2.Non- Institutions									
a) Bodies Corp.									
i) Indian	95672	2600	98272	2.04	377684	2600	380284	5.54	+3.50
ii) Overseas	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Individual									
i) Individual share holders holding nominal share capital upto Rs. 1 lakh	1088493	369502	1457995	30.25	1048935	362152	1411087	20.54	-9.71

ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs	404936	0	404936	8.40	2189066	0	2189066	31.86	+23.46
c) Other (specify)									
(c-i) NBFC	0	0	0	0	0	0	0	0	0
(c-ii) Clearing Members	6071	0	6071	0.13	3724	0	3724	0.05	-0.07
(c-iii) Non Resident Indians	64551	177400	241951	5.02	83556	176400	259956	3.78	-1.24
(c-iv) HUF	66812	0	66812	1.39	31920	0	31920	0.46	-0.92
Sub - Total (B) (2):-	1726535	549502	2276037	47.22	3734885	541152	4276037	62.24	+15.02
Total Public Shareholding (B) = (B)(1)+ (B)(2)	1726535	549502	2276037	47.22	3734885	541152	4276037	62.24	+15.75
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4270498	549502	4820000	100	6328848	541152	6870000	100.00	0.00

ii) Shareholding of Promoters:

S. No.	Names of the Shareholders'	Share Holding at the beginning of the year			Share Holding at the end of the Year			% change in share Holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1.	Brahma Gurbani	8,87,416	18.41	0	8,87,416	12.92	0	-5.49
2.	Saritha B Gurbani	7,61,762	15.80	0	7,61,762	11.09	0	-4.72
3.	Meera B Gurbani	5,30,762	11.01	0	5,30,762	7.73	0	-3.29
4.	Saraswathi Gurbani	2,22,023	4.61	0	2,22,023	3.22	0	-1.37
5.	Deepa Gurbani	1,42,000	2.95	0	1,42,000	2.07	0	-0.88
Total		25,43,963	52.78	0	25,43,963	37.03	0	-15.75

iii) Change in Promoters' Shareholding:

S. No	Names of the Shareholders'	Shareholding at the beginning of the year		Reason for Increase / Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total Shares		No. of shares	% of total shares
NIL						

iv) **Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No	Names of the Shareholders	Shareholding at the beginning of the year		Reason for Increase / Decrease			Cumulative Shareholding at end of the year	
		No. of shares	% of total shares	Date	No. Shares	Reason	No. of shares	% of total shares
1.	Shivang Satish Gochha	--	--	01.04.2022 to 31.03.2023	+589348	Buy/ Allotment	589348	8.58
2.	Delta Infragalaxy LLP	--	--	01.04.2022 to 31.03.2023	+200000	Allotment	200000	2.91
3.	Darwin Parshottam Patel	--	--	01.04.2022 to 31.03.2023	+155298	Buy/ Allotment	155298	2.26
4.	Roma Rudolph Dsouza	--	--	01.04.2022 to 31.03.2023	+150000	Allotment	150000	2.18
5.	Foresight Holdings Pvt. Ltd.	--	--	01.04.2022 to 31.03.2023	+150000	Allotment	150000	2.18
6.	Rahul Rudolph Dsouza	--	--	01.04.2022 to 31.03.2023	+150000	Allotment	150000	2.18
7.	Ankit Gera	--	--	01.04.2022 to 31.03.2023	+135760	Buy	135760	1.98
8.	Sonia Salim Govani	--	--	01.04.2022 to 31.03.2023	+100000	Allotment	100000	1.46
9.	Salim Pyarli Govani	--	--	01.04.2022 to 31.03.2023	+100000	Allotment	100000	1.46
10.	Jaivanta Singh	--	--	01.04.2022 to 31.03.2023	+100000	Allotment	100000	1.46
11.	Balram Thakurdas Bharwani	41723	1.87	01.04.2022 to 31.03.2023	-8390	Sell	33333	0.49
12.	Sanjay Bhattacharya	22487	0.47	01.04.2022 to 31.03.2023	+6094	Buy	28581	0.42
13.	Sunitha Red dy Kyatham	18000	0.37	01.04.2022 to 31.03.2023	--	--	18000	0.26
14.	Neepea Joy Shah	35000	0.73	01.04.2022 to 31.03.2023	-22500	Sell	12500	0.18
15.	Satish P ratap Dalvi	18800	0.39	01.04.2022 to 31.03.2023	-15800	Sell	3000	0.04
16.	Kailashben Ashokkumar Patel	90500	1.88	01.04.2022 to 31.03.2023	-90499	Sell	1	--
17.	Rasada Enterprises Private Limited	62955	1.31	01.04.2022 to 31.03.2023	-62955	Sell	--	--
18.	Joydeep Roy	58905	1.22	01.04.2022 to 31.03.2023	-58905	Sell	--	--
19.	Patel Varshaben D	25000	0.52	01.04.2022 to 31.03.2023	-25000	Sell	--	--
20.	Mehul Kantilal Desai	24870	0.52	01.04.2022 to 31.03.2023	-24870	Sell	--	--

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Shareholding		Date	Increase / Decrease in Share Holding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning / end of the year	% of total shares of the company				No. of shares at the beginning/ end of the year	% of total shares of the company
1.	Brahma Gurbani	887416	18.41	-	-	-	887416	12.92
2.	Vishal Ratan Gurbani	-	-	17.10.22 09.03.23 14.03.23	+5800	Buy	5800	0.08
3.	Banala Jayaprakash Reddy	-	-	-	-	-	-	-
4.	Umra Singh Sirohi	-	-	-	-	-	-	-
5.	Vimal Suresh	-	-	-	-	-	-	-
6.	Vamshi Srinivas Vempati	-	-	-	-	-	-	-

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(In ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	15,78,58,981	5,44,73,511	-	21,23,32,492
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	15,78,58,981	5,44,73,511	-	21,23,32,492
Change in Indebtedness during the financial year				
Addition / (Reduction)	(3,13,84,343)	(1,32,37,099)	-	(4,46,21,442)
Net Change	(3,13,84,343)	(1,32,37,099)	-	(4,46,21,442)
Indebtedness at the end of the financial year				
i) Principal Amount	12,64,74,638	4,12,36,412	-	16,77,11,050
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	12,64,74,638	4,12,36,412	-	16,77,11,050

VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A.Remuneration to Managing Director, Whole-time Directors and/or Manager: (In ₹)

S. No.	Particulars of Remuneration	Brahma Gurbani Managing Director	Vishal Ratan Gurbani Vice-President & Whole time Director	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	24,00,000	11,56,400	35,56,400
2.	Stock Option		--	--
3.	Sweat Equity		--	--
4.	Commission - as % of profit - others, specify...		--	--
5.	Others, please specify		--	-
Total (A)		24,00,000	11,56,400	35,56,400
Ceiling as per the Act – Schedule V of the Act				84,00,000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Banala Jayaprakash Reddy	Umra Singh Sirohi	Vimal Suresh	Total
1.	Independent Directors				
	• Fee for attending board / committee meetings	69,500	68,500	67,000	2,05,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
Total (1)		69,500	68,500	67,000	2,05,000
2.	Other Non-Executive Directors				
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
Total (2)		-	-	-	-
Total (B)=(1+2)		69,500	68,500	67,000	2,05,000
Total Managerial Remuneration					37,61,400
Overall Ceiling as per the Act*					84,00,000

C.Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

(In ₹)

S. No.	Particulars of Remuneration	Vamshi Srinivas Vempati Chief Financial Officer	Deepak Bissa Company Secretary	Total
1.	Gross salary (a+b+c)	11,26,130	1,65,000	12,91,130
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11,26,130	1,65,000	12,91,130
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			-
	A. - as % of profit	-	-	-
	- others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	11,26,130	1,65,000	12,91,130

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties or punishments levied on the company during the year. Also, there was no necessity for the company to compound any offence.

ANNEXURE – 4

Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outflow

[Clause (m) of sub-section (3) of Section 134 of the Act, r/w Rule 8 of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY:

(i) the steps taken or impact on conservation of energy:

Company is taking steps to conserve energy to the extent possible, one of them being

- Using of Boiler with Briquettes.

(ii) the steps taken by the Company for utilizing alternate source of energy:

Company continued to install solar panels for its lighting requirement where ever it is feasible.

(iii) the Capital Investment on energy conservation equipment:

Amount spent on conservation of energy is not significant compared size of the balance sheet.

B. TECHNOLOGY ABSORPTION:

~~(i) the efforts made towards technology absorption.~~

~~(ii) the benefits derived like product improvement, cost reduction, production development or import substitute.~~

~~(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year: Not Applicable~~

~~a. the details of technology imported~~

~~b. the year of Import~~

~~c. whether the technology been fully absorbed~~

~~d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and.~~

~~(iv) the expenditure incurred on research and development.~~

FOREIGN EXCHANGE EARNINGS AND OUTGO:

(Amount in Lakhs)

Particulars	March 31, 2023
Foreign exchange earnings	NIL
Foreign exchange outgo	178.26

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDIAN ECONOMY

State of the Economy 2022-23: Recovery Complete

Recovering from pandemic-induced contraction, Russian-Ukraine conflict and inflation, Indian economy is staging a broad-based recovery across sectors, positioning to ascend to the pre-pandemic growth path in FY23. Private consumption in H1 is highest since FY15 and this has led to a boost to production activity resulting in enhanced capacity utilization across sectors. The Capital Expenditure of Central Government and crowding in the private Capex led by strengthening of the balance sheets of the Corporates is one of the growth driver of the Indian economy in the current year. Economic growth to be boosted from the expansion of public digital platforms and measures to boost manufacturing output.

Retail inflation is back within RBI's target range in November 2022. Indian Rupee performed well compared to other Emerging Market Economies in Apr-Dec2022. Direct Tax collections for the period April-November 2022 remain buoyant. Enhanced Employment generation seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund. India's GDP growth is expected to remain robust in FY24. GDP forecast for FY24 to be in the range of 6-6.8 %.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The sales of candies, toffees, and chewing gum bars in India broke records in the fiscal year 2022, reaching almost 40 billion units and growing the overall confectionery market by 13% to Rs. 12,127 crore. The surge in demand correlates with individuals preferring affordable sweet treats during Covid-ravaged economic conditions. Large companies such as Mondelez, Nestle, and Mars dominate the chocolate category, while regional firms account for over 35% of the confectionery market.

The market in India is primarily driven by the increasing demand for sweet treats and snacks as a form of indulgence and comfort food. In line with this, the rising popularity of gifting confectionery products for special occasions and holidays is significantly contributing to the market growth. Furthermore, the wide range of flavors and varieties available to consumers, including traditional and exotic flavors, is positively influencing the market. Apart from this, the expansion of the confectionery market and the ability of confectionery products to serve as an affordable and accessible form of luxury are catalyzing product sales across the country. Moreover, the widespread availability of confectionery products through e-commerce and online retailers is propelling the market.

Besides, the rapid innovations and creativity in product development, with many new and unique confectionery products being introduced, are expected to fuel the market growth. Additionally, the high-profit margins in the confectionery industry, which drives manufacturers to develop new products and expand their offerings, are anticipated to bolster the market expansion. Other factors driving the market growth include inflating disposable incomes of the consumers, the versatility of confectionery products for use in

a range of events and occasions, the development of sugar-free and reduced-sugar confectionery products, availability of kosher and halal certified confectionery products, the development of premium and high-end confectionery products, and widespread availability of seasonal and limited-edition confectionery products.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

Key Confectionery Market Driver

The rising purchasing power of individuals is notably driving the confectionery market growth. Purchasing power refers to the number of goods or services that can be purchased for a given amount of money and is an indicator of current market conditions. Increasing consumer purchasing power in developing countries such as India, China, Brazil, Indonesia, Russia and South Africa, coupled with rising consumer spending and changing tastes, is leading to a growing middle-class segment of the population, especially regarding food choices. Therefore, consumers in these and other developing countries now have the financial means to purchase non-essential goods such as convenience stores and RTE packaged foods, including confectionery.

The increasing purchasing power of consumers in these emerging markets is an encouraging sign for players in the market. Moreover, the infrastructure of these countries has been significantly developed due to the rapid rate of urbanization. This has led to the emergence of various organized retail outlets that make confectionery easily accessible to consumers. Hence, the increasing purchasing power of individuals is one of the key factors behind the growth of the market during the forecast period.

Significant Confectionery Market Trends

Rising demand for organic chocolate is a key trend influencing the confectionery market growth. Organic chocolate is certified organic. Traditional chocolate uses cocoa beans and sugar grown with the help of chemical fertilizers, pesticides, herbicides, etc. However, due to the growing health consciousness of the world's population, healthy snacks have become popular in recent years and are in increasing demand. Organic chocolate-based snacks are gaining popularity due to the demand for healthier snacks.

PERFORMANCE:

At the instance, during the year 2022-23, our total turnover is ₹ 3710.66 Lakhs compared to Turnover of ₹ 2313 Lakhs in the previous year and total profit earned ₹ 34.70 Lakhs compared to turnover of ₹ 30.79 Lakhs in the previous year.

As the current production capacities are being fully utilized and in view of request from M/s. Mondeleze India Foods Private Limited, Principal client of the company for additional capacities, agreement with Reliance Retail Limited for supply of complete range of confectionary and potential demand from export market, there is urgency to increase production capacities to serve the order of customers identify, examine pros and cons of various options available to increase the production capacities either through acquisition of running facilities and adding capacities to existing facilities.

Company has entered into a Memorandum of Understanding and Protocol of Agreement on 13/10/2022 with The African Peace and Security Union, for setting up of

manufacturing plant for manufacture of Fortified Vitaminized Nutri Candy for pregnant women and children of African states.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate systems of internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

An Internal Auditor carries out the internal audit of the Company operations and reports its findings to the Audit Committee on a regular basis. Internal Audit also evaluates the functioning and quality of internal controls, and provides assurance of its adequacy and effectiveness through periodic reporting.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT:

Your Company has undertaken certain employees' Development initiatives which have very positive impact on the moral and team spirit of the employees. The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out etc.

Your Company's human resource management systems and processes are designed to enhance employee engagement, organizational capability and vitality so as to ensure that competitive superiority and capable of achieving your Company's ambitious plans for growth.

INDEPENDENT AUDITORS' REPORT

To The Members of **SAMPRE NUTRITIONS LIMITED**

Report on the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **SAMPRE NUTRITIONS LIMITED** ("the company"), which comprise the Balance Sheet as at **31 March 2023**, the Statement of Profit and Loss, the Cash Flow Statement and the statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2023;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there were no such key audit matters to communicate in our report.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and

application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the act, we given in the 'Annexure A' statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B', and
- g) With respect to the other matters included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, to our best of our information and according to the explanations given to us:

- I. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii. Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies) including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its director during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to directors is not in excess of the limit laid down under section 197 (16) which are required to be commented upon by us.

For **RRK & Associates**
Chartered Accountants
FRN No. 09785S

Sd/-
R. Radha Krishna
Partner
M.No.210777
UDIN: 23210777BGTJLM6752

Date: 30/05/2023
Place: Hyderabad

**Annexure 'A' To The Independent Auditor's Report
(This is the Annexure referred to in our Report of even date)**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our verification and according to the explanations provided to us by the Company, we report that, the title in respect of free hold land as disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) The physical verification of inventory (excluding stocks with third parties) has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate. In respect of inventories of stores and spares, the Management has appropriate verification programme designed to cover all the items. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
 - (b) The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, from banks on the basis of security of current assets, according to the information and explanation given to us and on the basis of records examined by us, the quarterly returns and statements comprising stock and creditors statements, book debts and other stipulated financial information filed by the

company with banks are not having material differences with the unaudited books of account of the Company for such respective quarters.

- iii. The Company has not made any investments in, or not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships, or to other parties, during the year, except for unsecured trade advances in normal course of business and hence reporting under clause 3(iii) of the Order is not applicable.
- iv. The Company has been complied with provisions of section 185 and 186 of the Companies Act, 2013 wherever applicable in respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits from the public, accordingly, the paragraph 3 (v) of the Order is not applicable to the Company.
- vi. In our opinion, and according to the information and explanations given to us, the company is not required to maintain cost records and accounts as provided under sub section (1) of section 148 of the Companies Act, 2013, accordingly, the paragraph 3 (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - (a) According to the information and explanations given to us and based on records provided to us, the Company has not been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There have been significant delays in large number of cases in depositing statutory dues with appropriate authorities.
 - (b) Further according to the information and explanations given to us, except for below mentioned, there were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

Particulars	Rs. In Lakhs
TDS & TCS	4.38
Professional Tax	1.28.3

- (c) According to the records of the Company and on the basis of the information and explanations given to us, except for below mentioned, there are no dues in respect of VAT, Service Tax, Duty of Excise, Income Tax, customs duty, wealth tax that have not been deposited with the appropriate authorities on account of any dispute.

Nature of Dues	Period to which the amount relates	Forum Where the dispute is pending	Amount in Lakhs.
Central Excise Act, 1944	F.Y.2010-11	DGCEI	Rs.86.24

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix.

- (a) According to the information and explanation given to us, as also on the basis of the books and records examined by us, the Company has not defaulted in repayment of dues to financial institutions or banks or any lenders. The Company has not taken any loan or borrowing from Government and has not issued any debentures during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanation given to us and on the basis of the books and records examined by us, the term loans taken during the year have been applied for the purpose for which those were obtained.
- (d) According to the information and explanation given to us and on an overall examination of the financial statements of the Company, we report that funds raised on short term basis have not been utilised for long term purposes.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate companies.
- (f) According to the information and explanation given to us and as per our examination, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate Companies.

x.

- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and as per our examination, the Company has made preferential allotment of equity shares and convertible warrants during the year. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sections 42 of the companies Act 2013 in respect of preferential allotment of shares. Details of Preferential Allotment are given below.

1) List of Preferential allottees of equity shares;

Sr. No.	Name of allottees	No. of Equity Shares allotted
1	Aimann Govani	1,00,000
2	Darwin Patel	1,50,000
3	Delta Infragalaxy LLP	2,00,000
4	Foresight Holdings P Ltd	1,50,000
5	Jaivanta Singh	1,00,000
6	Mishal Salim Govani	1,00,000

7	Rahul Rudolph Dsouza	1,50,000
8	Roma Rudolph Dsouza	1,50,000
9	Salim Pyareli Govani	1,00,000
10	Sausan Bukhari	1,00,000
11	Shivang Golchha	5,50,000
12	Sonia Salim Govani	1,00,000
13	Vishal Singh	1,00,000
	Total	20,50,000

ii) List of Preferential allottees of convertible warrants;

Sr. No.	Name of the Allottees	No. of Convertible Warrants allotted
1	Ankit Gera	4,00,000
2	Cheshta Batra	5,00,000
3	Devyani Vaghani	2,50,000
4	Dipak Vaghani	2,50,000
5	Nitin Sharma	5,00,000
6	Ram Kumar Giri	2,00,000
7	Shobhit Rana	2,50,000
8	Yogit Rana	2,50,000
	Total	26,00,000

xi.

- (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) The Company has not received any whistle blower complaints during the year (and upto the date of this report), and hence reporting under clause 3(xi)(c) of the Order is not applicable.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv.

- (a) According to the information and explanation given to us, and in our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
- (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(b) of the Order is not applicable.
- xvii. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year, accordingly reporting under clause 3(xvii) of the Order is not applicable.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company is not required to make provision towards Corporate Social Responsibility (CSR), accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **RRK & Associates**
Chartered Accountants
FRN No. 09785S

Sd/-
R. Radha Krishna
Partner
M.No.210777
UDIN: 23210777BGTJLM6752

Date: 30/05/2023
Place: Hyderabad

Annexure - B to The Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SAMPRE NUTRITIONS LIMITED** ("the Company") as of **31 March 2023** in conjunction with our audit of the INDAS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with

generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **RRK & Associates**
Chartered Accountants
FRN No. 09785S

Sd/-
R. Radha Krishna
Partner
M.No.210777
UDIN: 23210777BGTJLM6752

Date: 30/05/2023
Place: Hyderabad

SAMPRE NUTRITIONS LIMITED
Balance Sheet as at March 31, 2023

(Rupees in Lakhs except per share data)

PARTICULARS	Notes	31-Mar-23	31-Mar-22
I. ASSETS			
1. Non-Current Assets			
a) Property, Plant & Equipment	3	2,052.25	2,218.45
b) Capital work-in-progress	4	416.13	-
c) Financial assets			
Investments in Subsidiaries & Others	5	1.00	1.00
Loans			
Other Financial Assets	6	253.19	114.37
d) Other non-current assets		-	-
		2,722.57	2,333.82
2. Current Assets			
a) Inventories	7	704.04	709.33
b) Financial Assets			
Trade Receivables	8	747.31	597.40
Cash and Cash Equivalents	9	12.59	8.25
Others Current Financial Assets	10	172.29	121.50
c) Other Current Assets		-	-
		1,636.23	1,436.48
TOTAL ASSETS		4,358.80	3,770.30
II. EQUITY AND LIABILITIES			
1. EQUITY			
a) Equity Share Capital	11	687.00	482.00
b) Other Equity	12	1,428.75	627.05
Total Equity		2,115.75	1,109.05
2. LIABILITIES			
Deferred tax liability (net)	13	47.66	51.02
Non-current liabilities			
Non-Financial Liabilities			
Long term provisions		-	-
Financial Liabilities			
Long term borrowings	14	1,074.06	1,276.08
		1,121.72	1,327.10
Current liabilities			
Financial Liabilities			
Short-term Borrowings	15	603.04	847.24
Trade payables	16	384.33	381.33
Other current liabilities	17	123.56	99.18
Short-term provisions	18	10.40	6.40
		1,121.33	1,334.15
TOTAL EQUITY & LIABILITIES		4,358.80	3,770.30

Summary of significant accounting policies 1-2

The accompanying notes referred above form an integral part of the financial statements.

As per our report of even date attached

For RRK & Associates

Chartered Accountants

FRNo.009785S

Sd/-

R.Radha Krishna

Partner

Membership No. 210777

Place: Hyderabad

Date: 30th May, 2023

**For and on behalf of the Board of Directors
of Sampre Nutritions Limited**

Sd/-

Brahma Gurbani

Managing Director

DIN: 00318180

Sd/-

V.Vamshi Srinivas

CFO

54

Sd/-

Vishal R Gurbani

Director

DIN: 07738685

Sd/-

Krishnama Nupur

Company Secretary

SAMPRE NUTRITIONS LIMITED
Statement of profit and loss for the year ended March 31, 2023

(Rupees in Lakhs except per share data)

PARTICULARS	Notes	31-Mar-23	31-Mar-22
REVENUE			
Revenue from operations	19	3,710.66	2,312.55
Other income	20	7.24	27.76
		3,717.90	2,340.31
EXPENSES			
Cost of Materials Consumed	21	1,521.15	659.50
Manufacturing expenditure	22	1,341.42	1,008.18
Employee benefits expense	23	160.32	106.92
Other expenses	24	282.29	188.44
Depreciation	25	182.15	163.43
Finance costs	26	188.84	176.62
		3,676.17	2,303.09
Profit before exceptional and extraordinary items and tax		41.73	37.22
Exceptional Items		-	-
Profit/ (loss) before tax		41.73	37.22
<u>Tax expense</u>		-	-
Current tax		10.39	6.40
Mat credit entitlement		(10.39)	(6.40)
Short /(Excess) Provision for Taxation		-	-
Deferred tax (credit)/charge	33	7.03	6.44
Total Tax Expenses		7.03	6.44
Profit/ (loss) for the period		34.70	30.78
Other Comprehensive Income		-	-
Total Comprehensive Income for the period		34.70	30.78
<u>Earnings per equity share</u>			
Basic		0.61	0.64
Diluted		0.37	0.64
Weighted average no. of equity shares		5,729,863	4,820,000

The accompanying notes referred above form an integral part of the financial statements.

As per our report of even date attached

For RRK & Associates

Chartered Accountants

FRNo.009785S

Sd/-

R.Radha Krishna

Partner

Membership No. 210777

Place: Hyderabad

Date: 30th May, 2023

**For and on behalf of the Board of Directors
of Sampre Nutritions Limited**

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DIN: 00318180

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Vishal R Gurbani

Director

DIN: 07738685

Sd/-

Krishnama Nupur

Company Secretary

SAMPRE NUTRITIONS LIMITED
Cash flow statement for the year ended 31st March, 2023

(All amounts are in Indian rupees except as otherwise stated)

(Rupees in Lakhs except per share data)

PARTICULARS	31-Mar-23	31-Mar-22
A. Cash flow from operating activities		
Profit/ (loss) before tax	41.73	37.23
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation expense	182.15	163.43
Profit / (Loss) on sale of fixed assets / CWIP	-0.25	0
Bad debts written off	-	-
Interest income accrued	(0.17)	(0.37)
Interest Expense	177.68	167.20
Operating profit before working capital changes	401.14	367.49
Movements in Working Capital :		
(Increase)/ Decrease in inventories	5.29	19.95
(Increase)/ Decrease in Financials Assets	(320.17)	(19.42)
(Increase)/ Decrease in other non-current assets	-	-
(Increase)/ Decrease in Other Current Non Financial Assets	-	-
Increase / (Decrease) in Trade payables	2.99	(103.15)
Increase/ (decrease) in other current Financial Liabilities	24.36	8.09
Increase / (Decrease) in Other Non-Financial Liabilities	-	-
Cash generated / used in operations	113.61	272.96
Direct taxes (paid)/Refund (net)	(25.75)	(32.09)
Net cash generated/ (used) from operating activities (A)	87.86	240.87
B. Cash flow from investing activities		
Proceeds of fixed assets including Capital work - in - progress	(440.60)	(130.19)
Proceeds from sale of fixed assets	8.80	53.36
Interest received	0.17	0.37
Net cash generated/ (used) in investing activities (B)	(431.63)	(76.46)
C. Cash flow from financing activities		
Proceeds from equity	972.00	-
Proceeds from long term borrowings (Net of repayment)	(202.01)	55.48
Proceeds from short term borrowings	(244.20)	(54.17)
Interest expense paid	(177.68)	(167.20)
Net cash flow generated/ (used) in financing activities (C)	348.11	(165.89)
Net increase/ (decrease) in cash and cash equivalents (A + B+ C)	4.34	(1.48)
Cash and cash equivalents at the beginning of the year	8.25	9.73
Cash and cash equivalents at the end of the year	12.59	8.25
Components of cash and cash equivalents:		
Cash on hand	8.33	5.93
Deposits with banks	4.26	2.32
With banks - on current accounts	-	-
Cash and cash equivalents	12.59	8.25

The accompanying notes referred above form an integral part of the financial statements.

For RRK & Associates

Chartered Accountants

FRNo.009785S

Sd/-

R.Radha Krishna

Partner

Membership No. 210777

Place: Hyderabad

Date: 30th May, 2023

**For and on behalf of the Board of Directors
of Sampre Nutritions Limited**

Sd/-

Brahma Gurbani

Managing Director

DIN: 00318180

Sd/-

V.Vamshi Srinivas

CFO

Sd/-

Vishal R Gurbani

Director

DIN: 07738685

Sd/-

Krishnama Nupur

Company Secretary

SAMPRE NUTRITIONS LIMITED

Statement of Changes in Equity for the year ended 31st March, 2023

(All amounts are in Indian rupees except as otherwise stated)

a) Equity Share Capital

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
482.00	-	-	205.00	687.00

(2) Previous reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
482.00	-	-	-	482.00

b) Other Equity

(1) Current reporting period

Particulars	Reserves and Surplus		Money received against share warrants	Total
	Securities premium	Retained Earnings		
Balance at the beginning of the current reporting period	37.00	590.05	-	627.05
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-
Total Comprehensive Income for the current year	-	34.70	-	34.70
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change	533.00	-	234.00	767.00
Balance at the end of the current reporting period	570.00	624.75	234.00	1,428.75

(2) Previous reporting period

Particulars	Reserves and Surplus		Money received against share warrants	Total
	Securities premium	Retained Earnings		
Balance at the beginning of the current reporting period	37.00	559.26	-	596.26
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-
Total Comprehensive Income for the current year	-	30.79	-	30.79
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change	-	-	-	-
Balance at the end of the current reporting period	37.00	590.05	-	627.05

The accompanying notes referred above form an integral part of the financial statements.

For RRK & Associates

Chartered Accountants

FRNo.009785S

Sd/-

R.Radha Krishna

Partner

Membership No. 210777

Place: Hyderabad

Date: 30th May, 2023

For and on behalf of the Board of Directors

of Sampre Nutritions Limited

Sd/-

Brahma Gurbani

Managing Director

DIN: 00318180

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V.Vamshi Srinivas

CFO

Sd/-

Vishal R Gurbani

Director

DIN: 07738685

Sd/-

Krishnama Nupur

Company Secretary

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31st, March, 2023

1 Company Overview and Significant Accounting Policies :

a) Company Overview

Sampre Nutritions Ltd' (the company) is a public limited company incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on Bombay Stock Exchange. The Company is into the activity of manufacturing of Sugar Candies. The principal place of business is situated at 133, TSIC Industrial Estate, Medchal-500401, Medchal Malkajgiri Dist, Telangana.

b) Basis of preparation of Financials Statements

The financial statements are separate financial statements prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). The standalone financial statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value

Certain financial assets and liabilities are measured at fair value (refer accounting policy regarding financial instruments). The standalone financial statements are presented in INR (Rupees)

2A Significant Accounting Policies

a) Property, Plant and Equipment & Depreciation

i) Recognition and Measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

Its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant part of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment are derecognised from financial statement, either on disposal or when no economic benefits are expected from its use or disposal. The gain or loss arising from disposal of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment recognised in the statement of profit and loss account in the year of occurrence.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if its is probable that the future economic benefits associated with the expenditure will flow to the company.

iii) Depreciation

Depreciation amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions / deductions is calculated pro-rata from / to the month of additions / deductions.

Assets costing less than INR 5,000/- are depreciated at 100% in the year of acquisition.

b) Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Interest income: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

c) Inventories

Raw materials and stores, work-in-progress, traded and finished goods are stated at the lower of cost, calculated on weighted average basis, and net realizable value. Cost of raw materials and stores comprise of cost of purchase. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other cost incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Items held for use in the production of inventory are not written below cost if the finished product in which these will be incorporated are expected to be sold at or above cost.

d) Foreign Currencies

Functional currency: The functional currency of the Company is the Indian rupee.

Transactions and translations: Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are

translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

e) Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax: Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax: Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of a deferred tax asset is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

f) Impairment of Assets

Non Financial Assets : The carrying value of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve for that asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

Financial assets: The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

g) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised in the Financial Statements.

h) Non-derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(a) Financial assets

Cash and cash equivalents For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade Receivables and Loans: Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Debt Instruments: Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

Equity Instruments: All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis.

(b) Financial assets– Subsequent measurement

Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL): Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

(c) Financial liabilities

Loans and borrowings: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost on accrual basis.

Financial guarantee contracts: Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

(d) Financial liabilities - Subsequent measurement

Financial liabilities are measured at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, carrying amounts approximate the fair value due to the short maturity of these instruments.

(e) Derecognition

The Company de-recognizes a financial assets when the contractual rights to the cash flows from the financial asset expires or it transfers the financial assets and the transfer qualifies for derecognition under Indian Accounting Standard 109 "Financial Instruments". A financial liability (or a part of financial liability) is de-recognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

(f) Offsetting of financial instruments

Financial assets and financial liabilities are offsetted and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

i) Earnings Per Share

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

2B Critical accounting judgments and key sources of estimation uncertainty

- a** The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Although these estimates are based upon management's best knowledge of current events, actual results may differ from these estimates under different assumptions and conditions.
- b** The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.
- c** **Critical Judgements** In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:
- d** **Key sources of estimation uncertainty** : The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

e **Income taxes:** The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

f **Operating Cycle and Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification in accordance with Part-I of Division- II of Schedule III of the Companies Act, 2013.

An asset is treated as current when (a) It is expected to be realised or intended to be sold or consumed in normal operating cycle; (b) It is held primarily for the purpose of trading; or (c) It is expected to be realised within twelve months after the reporting period, or (d) The asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when (a) It is expected to be settled in normal operating cycle; or (b) It is held primarily for the purpose of trading; or (c) It is due to be settled within twelve months after the reporting period, or (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, results in its settlement by the issue of equity instruments do not affect its classification. The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

3 Property Plant and Equipment											(Rupees in Lakhs)
	Freehold Land	Misc Fixed Assets	Electrical Equipment	Factory Buildings	Plant and machinery	Office Buildings	Office Equipment	Computer equipment	Furniture and fixtures	Vehicles	Total fixed assets
Gross Carrying Amount											
As at March 31, 2021	21.24	6.39	231.94	618.88	1,806.72	130.93	52.17	7.57	151.96	329.55	3,357.32
Additions	-	-	18.63	306.37	314.83	-	-	1.70	-	19.02	660.55
Deletions	-	-	-	-	(53.08)	-	-	-	-	(12.90)	(65.98)
As at March 31, 2022	21.24	6.39	250.57	925.25	2,068.47	130.93	52.17	9.27	151.96	335.67	3,951.89
Additions	-	-	14.28	9.09	-	-	-	1.09	-	-	24.46
Deletions	-	-	-	-	-	-	-	-	-	(15.72)	(15.72)
As at March 31, 2023	21.24	6.39	264.85	934.34	2,068.47	130.93	52.17	10.36	151.96	319.95	3,960.63
Accumulated Depreciation											
As at March 31, 2021	-	6.28	173.76	365.63	669.83	16.57	39.97	5.21	89.15	216.22	1,582.62
Adjustment to opening Reserve	-	0.02	8.91	33.32	89.33	2.38	1.82	1.09	10.46	16.10	163.43
Charge for the year	-	-	-	-	(7.45)	-	-	-	-	(5.16)	(12.61)
Deletions	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	-	6.30	182.67	398.95	751.71	18.95	41.79	6.30	99.61	227.16	1,733.44
Adjustment to opening Reserve	-	-	10.91	38.61	98.99	2.38	1.82	1.58	10.46	17.39	182.11
Charge for the period	-	-	-	-	-	-	-	-	-	(7.17)	(7.17)
Deletions	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	-	6.30	193.58	437.56	850.70	21.33	43.61	7.88	110.07	237.38	1,908.38
Net Carrying Amount											
As at March 31, 2021	21.24	0.11	58.18	253.25	1,136.89	114.36	12.20	2.36	62.81	113.33	1,774.70
As at March 31, 2022	21.24	0.09	67.90	526.30	1,316.76	111.98	10.38	2.97	52.35	108.51	2,218.45
As at March 31, 2023	21.24	0.09	71.27	496.78	1,217.77	109.60	8.56	2.48	41.89	82.57	2,052.25

4 Capital work - in - progress

As at March 31, 2022	-
As at March 31, 2023	416.13

SAMPRE NUTRITIONS LIMITED
Notes to financial statements

(Rupees in Lakhs except per share data)

5 Non-Current Investments

	31-Mar-23	31-Mar-22
Investment in equity instruments in other companies		
Unquoted, Fully Paidup equity		
1000 equity share of Rs.100 each of Cosmos Co-Op Bank Ltd	1.00	1.00
	1.00	1.00

6 Other Non-current Financial Assets

	31-Mar-23	31-Mar-22
Security deposits		
Unsecured, considered good	58.82	54.92
Other loans and advances		
Deferred Borrowing cost	14.20	12.16
Advances to Suppliers	180.17	47.29
	253.19	114.37

7 Inventories (valued at lower of cost and net realisable value)

	31-Mar-23	31-Mar-22
Raw Materials	409.85	405.69
Packing Materials	294.19	303.64
	704.04	709.33

8 Trade receivables

	31-Mar-23	31-Mar-22
- Unsecured, considered good		
Trade Receivables	447.56	335.20
Recivables from related parties (Refer Note 38)	299.75	262.20
Trade Receivables which have significant credit risk	-	-
	747.31	597.40

Trade receivables Ageing for trade receivables as at March 31, 2023

Outstanding for following periods from due date of payment

	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
Undisputed Trade receivables – considered good	427.27	320.04	-	-	-	747.31
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables -considered good	-	-	-	-	-	-
Disputed Trade Receivables -considered doubtful	-	-	-	-	-	-
Total	427.27	320.04	-	-	-	747.31

Trade receivables Ageing for trade receivables as at March 31, 2022

Outstanding for following periods from due date of payment

	< 6 Months	6 Months - 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
Undisputed Trade receivables – considered good	380.48	216.92	-	-	-	597.40
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables -considered good	-	-	-	-	-	-
Disputed Trade Receivables -considered doubtful	-	-	-	-	-	-
Total	380.48	216.92	-	-	-	597.40

9 Cash and Cash Equivalents

	31-Mar-23	31-Mar-22
Cash and Cash equivalents		
Balance with banks		
- On current accounts	-	-
Margin money deposit	2.26	2.32
Other deposits	2.00	-
Cheques/Drafts on hand	-	-
Cash on hand	8.33	5.93
	12.59	8.25

10 Other Current Financial Assets

	31-Mar-23	31-Mar-22
Security deposits		
Unsecured, considered good	-	-
Other loans and advances		
Advances to employees	40.68	29.12
Balance with Revenue authorities	131.61	92.38
Advances to Suppliers	-	-
	172.29	121.50

11 Share Capital

	31-Mar-23	31-Mar-22
Authorised Shares		
No.18,000,000 (March 31, 2022: 6,000,000) equity shares of Rs. 10 each	1,800.00	600.00
Issued and subscribed shares		
No. 68,70,000 (March 31, 2022: 48,20,000) equity shares of Rs. 10 each	687.00	482.00
	687.00	482.00

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the year

	31-Mar-23		31-Mar-22	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	4,820,000	48,200,000	4,820,000	48,200,000
change during the year	2,050,000	20,500,000	-	-
Outstanding at the end of the year	6,870,000	68,700,000	4,820,000	48,200,000

b) Terms/right attached to equity shares

The Company has issued only one class of equity shares having par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	31-Mar-23		31-Mar-22	
	No. of shares	% shares	No. of shares	No. of shares
Brahma K Gurbani	887,416	12.92	887,416	18.41
Saritha. B. Gurbani	761,762	11.09	761,762	15.80
Meera B. Gurbani	530,762	7.73	530,762	11.01

As per the records of the Company, including its register of shareholders/members, the above shareholding represents legal and beneficial ownership.

e) Disclosure of Shareholding of Promoters

Shareholding of promoters as at March 31, 2023

Sl.No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
	Brahma K Gurbani	887,416	12.92%	-5.49%
	Sarita B Gurbani	761,762	11.09%	-4.72%
	Meera B Gurbani	530,762	7.73%	-3.29%
	Saraswati Gurbani	222,023	3.23%	-1.37%
	Deepa Gurbani	142,000	2.07%	-0.88%

Shareholding of promoters as at March 31, 2022

Promoter Name	Number of Shares	% of total shares	% Change during the year
Brahma K Gurbani	887,416	18.41%	0.00%
Sarita B Gurbani	761,762	15.80%	0.00%
Meera B Gurbani	530,762	11.01%	0.00%
Saraswati Gurbani	222,023	4.61%	0.00%
Deepa Gurbani	142,000	2.95%	0.00%

12 Other Equity

	31-Mar-23	31-Mar-22
Securities premium account	570.00	37.00
Surplus in the statement of profit and loss		
Balance as per last financial statements	590.05	559.26
Profit / (loss) for the period/year	34.70	30.79
Net surplus/(deficit) in the statement of profit and loss	624.75	590.05
Money received against share warrants	234.00	-
	1,428.75	627.05

13 Deferred Tax Liability (Net)

	31-Mar-23	31-Mar-22
Deferred Tax Liability, Net	73.37	66.34
Deferred Tax Asset, Net	-	-
Mat Credit Entitlement (Net)	(25.71)	(15.32)
	47.66	51.02

14 Long-term borrowings

	31-Mar-23	31-Mar-22
Secured Loans		
Term Loans (Refer Note No.28)		
- Term loans From Banks	753.96	713.48
- Vehicle Loans From Banks	4.27	9.56
- Other Vehicle Loan from financial institutions	52.91	68.76
Less: Current Maturities of long term borrowings	149.44	60.46
[Included in Note No.15]	661.70	731.34
Unsecured Loans		
Loans from Directors and relatives	412.36	544.74
	1,074.06	1,276.08

Notes: Refer Note No. 28

- Other Vehicle Loan

Other Vehicle loans were obtained from 'Daimler Financial Services India Private Ltd ' & Toyota Financial Services, under hire purchase schemes, secured by hypothecation of vehicles owned by the company.

- There has no default in repayment of loan and interest as at Balance Sheet.

15 Short term borrowings

	31-Mar-23	31-Mar-22
The South Indian Bank Bill Discounting	-	263.26
The South Indian Bank Cash Credit	453.60	523.52
Current maturities of Long term borrowings	149.44	60.46
	603.04	847.24

Notes:

- a. Working capital limits are availed from The south Indian Bank are secured by Hypothecation of entire Current Assets of the Company and equitable mortgage of Company land at effective interest rate of 10.75 % pa and repayable on demand.
- b. There has no default in repayment of loan and interest as at Balance Sheet.

16 Trade payables

	31-Mar-23	31-Mar-22
a. Trade Creditors.	284.93	155.80
b. Creditor for Expenses	99.40	225.53
c. Creditors for Capital Goods	-	-
	384.33	381.33

Trade Payables ageing schedule as at March 31, 2023

	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	-	-	-	-	-
Others	384.33	-	-	-	384.33
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
	384.33	-	-	-	384.33

Trade Payables ageing schedule as at March 31, 2022

	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	-	-	-	-	-
Others	381.33	-	-	-	381.33
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
	381.33	-	-	-	381.33

Notes:**Details of dues to micro and small enterprises as defined under the MSMED ACT, 2006**

Based on information available with the Company, there are no suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2022.

17 Other current liabilities

	31-Mar-23	31-Mar-22
Advances from customers	21.00	29.99
Dues to employees	10.85	56.60
Other statutory liabilities	64.91	2.96
Provision for expenses	26.80	9.63
	123.56	99.18

18 Short term provisions

	31-Mar-23	31-Mar-22
Provision for income tax	10.40	6.40
	10.40	6.40

19 Revenue from operations

	31-Mar-23	31-Mar-22
Sales	3,710.66	2,312.55
	3,710.66	2,312.55

20 Other income

	31-Mar-23	31-Mar-22
Interest Income	0.17	0.37
Other non operating income	7.07	27.39
	7.24	27.76

21 Cost of Materials Consumed

	31-Mar-23	31-Mar-22
Opening Stock	709.33	729.29
Add: Purchases	1,515.86	639.54
Less: Closing stock	704.04	709.33
	1,521.15	659.50

22 Manufacturing expenditure

	31-Mar-23	31-Mar-22
Fuel & Power consumption	307.61	192.60
Factory salaries and Wages	441.81	506.82
Factory Expenses	448.21	266.79
Transport & Hamali Charges	83.28	24.31
Repairs & Maintenance	60.51	17.66
Packing Expenses	-	-
	1,341.42	1,008.18

23 Employee benefits expense

	31-Mar-23	31-Mar-22
Salaries, bonus and allowances	82.22	48.39
Staff Welfare Expenses	42.54	23.84
Directors Remuneration	35.56	34.69
	160.32	106.92

24 Other expenses

	31-Mar-23	31-Mar-22
Advertisement Expenses	0.50	1.97
AGM Expenses	0.80	0.83
Building Maintenance	4.17	0.43
Business Promotion Expenses	5.17	-
Computer Maintenance	0.87	1.27
Communication Expenses	1.03	1.99
General Expenses	19.96	10.99
Insurance	13.28	8.42
Key Man Insurance Exp	20.08	20.02
Legal and professional	18.74	5.50
Loss on sale of Asset	-	2.31
Membership and Subscription Fee	-	0.09
Office Expenses	13.20	5.56

Office Expenses	13.20	5.56
Payments to auditors	5.00	2.05
Printing and stationery	6.91	3.84
Rates and taxes	24.92	3.35
Rental Charges	73.50	81.77
Repairs and maintenance	-	0.08
Security Services	23.17	24.70
Sitting Fee	2.05	2.05
Telephone Expenses	3.76	2.19
Travelling and conveyance	34.63	5.05
Vehicle Maintenance	10.55	3.87
Membership Fee (Non GST)	-	0.11
	282.29	188.44

25 Depreciation

	31-Mar-23	31-Mar-22
Depreciation on property, plant and equipments	182.15	163.43
	182.15	163.43

26 Finance costs

	31-Mar-23	31-Mar-22
Interest on Term Loans	89.37	68.94
Interest on Working Capital loans	82.27	92.60
Interest on Vehicle Loans	6.04	5.66
Interest on Statutory Payments	-	4.35
Bank charges	11.16	5.07
	188.84	176.62

27. Contingent liabilities not provided for in respect of:

The company was in receipt of demand order in respect of Central Excise for FY 2010-11, against the said order, the company has filed an appeal before the appellate authorities in respective forums. The Company is expecting a favorable result from the appellate authority.

28. Secured Loans (Refer Note No. 14)

a. Term loans from Banks:

The term loans from banks were availed for acquisition of Plant & Machinery, constructions of factory building from 'The South Indian Bank Ltd'. During the year.

Particulars	Rs. In Lakhs	Rate of Interest	Repayment terms
Term loans – Machinery & Factory Building	458.93	12.75%	Repayable in range of 58 months to 111 months including moratorium period of 14 months
Working Capital Term Loan- (WCTL-1)	115.24	12.75%	Repayable in 79 months including moratorium period of 14 months.
Funded interest term loan (FITL 1, 2 & 3)	179.79	13.25%	Repayable in 78 months including moratorium period of 18 months.

The above stated term loans were secured by equitable mortgage of Industrial Property of land & building situated in Plot No.133, Industrial estates, Medchal of the Company, further secured by collateral assets in the form of immovable properties belonging to the Promoter Directors and their relatives. It is further secured by personal guarantees of the directors and their relatives.

b. Vehicle Loans from Banks:

Vehicle Loans from banks are from Yes Bank Ltd under hire purchase schemes, secured by hypothecation of vehicles owned by the Company.

c. Other Vehicle Loan

Other vehicle loans were obtained from M/s.Daimler Financial Services India Pvt.Ltd, Mahindra & Mahindra Financial Services Ltd and M/s.Toyota Financial Service Ltd under hire purchase schemes, secured by hypothecation of vehicles owned by the Company.

29. Dues to Micro and Small Enterprises

As per the information available with the company, it appears that no dues outstanding for more than 30 days in excess of Rs.1.00 Lakh as on 31st March 2023 in respect of Small Scale Industrial Undertakings. It is reported that there are no specific claims on the company from the small scale industrial supplier under the "Interest on Delayed Payments to small Scale and Ancillary Industrial Undertaking Act, 1993" during the said year.

30. Payment to Auditors:

Particulars	31 st March, 2023	31 st March, 2022
Audit Fee	4.50	1.55
Tax Audit Matters	0.30	0.30
Certification & Other Services	0.20	0.20
Total	5.00	2.05

31. There are no debts outstanding as on 31st March 2023 from Directors or other officers of the company other than imprest cash in order to meet running expenses.

32. Segment Reporting:

a) Business Segment

The company's business consists of one primary reportable business segment of manufacturing of sugar boiled candies & toffees and consists of major revenue on account of processing charges; hence no separate disclosure is required in the context of Indian Accounting Standard 108 "Operating Segment".

b) Geographical Segment:

During the period under report, the Company has engaged in its business primarily within India with two manufacturing facilities including of leasehold unit. The conditions prevailing in India being uniform, no separate geographical disclosure is considered necessary.

33. Deferred Tax Asset / (Liability):

The movement of Provision of Deferred Tax for the year ended 31-03-2023 is as given below:

Particulars	Asset / (Liability) As on 31.03.2022	Recognised in Profit & Loss Account	Others	Asset / (Liability) As on 31.03.2023
Timing Differences on account of Depreciation	(71.38)	(19.25)	-	(90.64)
Unabsorbed Tax Losses (Depreciation Loss)	5.05	12.22	-	17.27
MAT Credit Entitlement/ (Utilisation)	15.32	10.39	-	25.71
Total	(51.02)	3.36	-	(47.66)

34. Earnings per Share (EPS)

The earnings considered in ascertaining the company's Earnings per share comprise of net profit after tax. The number of shares used in computing Basic earnings per share is the weighted average number of shares outstanding during the year. The numerators and denominators used to calculate earnings per share.

Particulars	2022-23	2021-22
Profit attributable to Equity Share Holders (A) (Rs. In Lakhs)	34.70	30.79
Basic / Weighted Average Number of Equity Shares outstanding during the year (B) (No. s in Lakhs)	57.29	48.20
Nominal value of each equity Share	Rs.10/-	Rs.10/-
Earnings Per share	0.61	0.64
Diluted EPS	0.37	0.64

35. Taxes on income

The company made necessary provision for income tax as per the provisions of income tax act, 1961.

36. Financial risk management and policies

36.1 Capital risk management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

	Year ended March 31, 2023	Year ended March 31, 2022
Borrowings (Including Current maturities of long terms debts)	1,677.10	2123.32
Trade payables	384.33	381.33
Other financial liabilities	133.96	105.58
Less: Cash and cash equivalent	12.59	8.25
Net debts (A)	2,182.80	2,601.98
Total Equity(B)	2,115.75	1,109.05
Capital and net debt(C=A+B)	4,298.55	3,711.03
Gearing Ratio (%) (A/C)	0.51	0.70

36.2 Financial risk management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Company's operations. The Company's principal financial assets comprise investments, cash and bank balance, trade and other receivables.

The Company is exposed to various financial risks such as market risk, credit risk and liquidity risk. The financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

a. Market risk

The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates and changes in interest rates. There have been no changes to the Company's exposure to market risk or the manner in which it manages and measures the risk in recent past.

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings and bank deposits.

i. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates is limited as the Company has only fixed deposit with bank.

ii. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's Financial Liabilities. The Company's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Company's policies.

b. Credit risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. The Company has adopted a policy of only dealing with creditworthy customers.

In many cases an appropriate advance or letter of credit / bank guarantee is taken from the customers to cover the risk. In other cases credit limit is granted to customer after assessing the credit worthiness based on the information supplied by credit rating agencies, publicly available financial information or its own past trading records and trends.

At March 31, 2023, the company did not consider there to be any significant concentration of credit risk, which had not been adequately provided for. The carrying amount of the financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the maximum exposure to credit risk.

c. Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities for the Company. The Company has established an appropriate liquidity risk management framework for its short-term, medium term and long-term funding requirement.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(Rs. In lakh)

Particulars	Carrying Value	Less than 1year	1-5 years	> 5 years
March 31, 2023				
Borrowings	1677.11	603.04	-	-
Trade and other payables	384.32	384.32	-	-
Other financial liabilities	133.96	133.96	-	-
March 31, 2022				
Borrowings	2,123.32	847.24	-	-
Trade and other payables	381.33	381.33	-	-
Other financial liabilities	105.58	105.58	-	-

37. Fair Value measurement

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments.
- Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

A. Financial instruments by category

The carrying value and fair value of financial instruments by categories as at March 31, 2023 were as follows:

Particulars	Note No	Amortised cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total Carrying value	Total fair value
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:								
(a) Trade receivables	8	747.31	-	-	-	-	747.31	747.31
(b) Other financial assets	10	172.29	-	-	-	-	172.29	172.29
(c) Cash and cash equivalent	9	12.59	-	-	-	-	12.59	12.59
(d) Bank balances (other than cash and cash equivalent)	-	-	-	-	-	-	-	-
Liabilities:								
(a) Borrowings	14 & 15	1677.11	-	-	-	-	1677.11	1677.11
(b) Trade and other payables	16	384.32	-	-	-	-	384.32	384.32
(c) Other financial liabilities	17 & 18	133.96	-	-	-	-	133.96	133.96

B. The carrying value and fair value of financial instruments by categories as at March 31, 2022 were as follows:

Particulars	Note No	Amortised cost	Financial assets/liabilities at fair value through profit or loss		Financial assets/liabilities at fair value through OCI		Total Carrying value	Total fair value
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:								
(a) Trade receivables	8	597.40	-	-	-	-	597.40	597.40
(b) Other financial assets	10	121.50	-	-	-	-	121.50	121.50
(c) Cash and cash equivalent	9	8.25	-	-	-	-	8.25	8.25
(d) Bank balances (other than cash and cash equivalent)	-	-	-	-	-	-	-	-
Liabilities:								
(a) Borrowings	14 & 15	2,123.32	-	-	-	-	2,123.32	2,123.32
(b) Trade and other payables	16	381.33	-	-	-	-	381.33	381.33
(c) Other financial liabilities	17 & 18	105.58	-	-	-	-	105.58	105.58

38. Related Party Disclosures

"Related Party Disclosures" issued by the Institute of Chartered Accountants of India are as follows:

Name of the related parties and description of relationship

- a) Enterprise which are owner or have significant influence of or are partners with key management personnel and their relative:

M/s. Royes Industries (P) Limited
M/s. Naturalle Health Products Pvt. Ltd.

- b) Key Managerial Personnel

Shri Brahma K Gurbani (MD)
Shri Vishal R Gurbani (WTD-VP)

- a) Related Party Transactions:

Name of Related Party	Nature of transaction	Current Year	Previous Year
Shri. Brahma K Gurbani	Managerial Remuneration	24.00	24.00
Shri Vishal R Gurbani	Managerial Remuneration	11.56	10.69
Shri. Brahma K Gurbani	Unsecured Borrowings	(73.75)	7.66
Smt. Meera B Gurbani	Unsecured Borrowings	(58.61)	(9.02)
Royes Industries (P) Limited	Lease Rentals	67.50	60.00
Royes Industries (P) Limited	Purchases of Raw Material	302.50	381.29
Royes Industries (P) Limited	Sale of Raw Materials	154.68	423.05
Royes Industries (P) Limited	Sales of Machinery	---	---

b) Balances receivable /Payable

Name of Related Party	Nature of transaction	As at March 31, 2023	As at March 31, 2022
Royes Industries (P) Limited	Receivables	320.03	270.20
Natural Health Products Pvt Ltd	Receivables	41.97	29.55
Shri. Brahma K Gurbani	Unsecured Borrowings	373.87	447.63
Smt. Meera B Gurbani	Unsecured Borrowings	38.48	97.10

c) Disclosure of Unsecured Loans received from Directors and Relatives of Directors Pursuant to Rule 16A of Companies (Acceptance of Deposits) Rules 2014 is as follows.

S No.	Name of Lender	Nature of Relation	Amount
1	Shri. Brahma K Gurbani	Director	373.87
2	Smt. Meera B Gurbani	Relative of Director	38.48

	(in Lakhs)	(in Lakhs)
39. CIF Value of Imports	FY 2022-23	2021-22
Raw materials	---	---
Packing materials	---	---
Traded goods	---	---
Capital goods	128.83	---
Expenditure in foreign Currency		
Import of Raw Materials	---	---
Other Expenses	49.43	---
Income in foreign Currency:	NIL	NIL

40. Previous year's figures have been re grouped / and or re-arranged wherever necessary to confirm with the current year classification.

41. Provision for accruing liability for Super Annuation / Retirement benefits have been made in the basis of the liability as actually determined as at the year end.

42. Depreciation has been provided on the straight-line method as per the rates prescribed as of Schedule II of The Companies Act 2013.

43. There were no employees drawing remuneration of Rs.60.00 lacs or more per annum or Rs.5.00 lacs or more per month, if employed for part of the year.

44. Micro and Medium Scale Business Entities: There are no micro, small and medium enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at 31st March 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

45. Ratios

Particulars	Numerator	Denominator	As at		Variance in %	Remarks
			31.03.2023	31.03.2022		
(a) Current Ratio (In times)	Current assets	Current liabilities	1.5	1.1	35.5%	1
(b) Debt-Equity Ratio (In times)	Total Debt	Share Holders Equity	0.8	2.0	-58.4%	2
(c) Debt Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	1.7	1.6	9.9%	
(d) Return on Equity Ratio (in%)	Net Profit after Tax	Avg. Share Holders Equity	1.3%	1.9%	-30.3%	3
(e) Inventory turnover ratio (In times)	Turnover	Average Inventory	3.5	2.2	62.8%	4

(f) Trade Receivables turnover ratio (In times)	Turnover	Average Trade Receivables	3.5	2.5	39.4%	5
(g) Trade payables turnover ratio (In times)	Purchases	Average Trade Payables	2.6	1.0	157.0%	6
(h) Net capital turnover ratio (In times)	Turnover	Working Capital	7.2	22.6	-68.1%	7
(i) Net profit ratio (in %)	Net Profit after Tax	Turnover	0.9%	1.4%	-29.7%	8
(j) Return on Capital employed (In %)	Earnings before Interest and Taxes	Capital Employed	7.1%	8.8%	-18.9%	-
(k) Return on investment (In %)	-	-	-	-	-	-

Remarks:

- 1) Due to better working capital management
- 2) Change is due to increase in equity share capital during the year.
- 3) Change is due to increase in equity share capital during the year.
- 4) Due to substantial increase in gross revenue during the year
- 5) Due to substantial increase in gross revenue during the year
- 6) Due to higher purchase volumes during the year
- 7) Due to substantial reduction in short term working capital loans, ratio effected
- 8) Due to higher raw material costs and increased depreciation.

46. Additional Information pursuant to provisions of the Companies Act, 2013.

- a) The Company does not have any Benami property, where any proceedings has been initiated or pending against the Company for holding Benami property.
- b) The Company has a working capital limit of 495.00 Lakhs comprising of fund-based limits of Rs 495.00 Lakhs. For the said credit facilities, the company has submitted stock and book debt statements to the lender bank on monthly/quarterly basis and there is no material differences with the books of accounts for the year.
- c) The Company has not been declared as a wilful defaulter by any bank or financial institution or any other lender.
- d) The Company do not have any such transactions which has not been recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961)
- e) The Company does not have any transactions with struck-off Companies.
- f) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- g) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- h) Quantitative Details;

(As certified by Management of the Company)

Particulars	FY 2022-23		FY 2021-22	
	Quantity (Kg)	Value (Rs. Lakhs)	Quantity (Kg)	Value (Rs. Lakhs)
Opening Stock	646452	709.33	651151	729.29
Production (Sugar based candies)	9420870	N.A	7509728	N.A
Closing Stock	645493	704.04	646452	709.33
Sales – Own product (Sugar based candies Confectionery) & Job Work	10573000	3710.66	7514427	2312.55

**SAMPRE NUTRITIONS LIMITED**

CIN: L15499TG1991PLC013515

Plot No. 133, Industrial Estate, Medchal – 501 401

Email id: gurbani@gurbanigroup.in website: www.sampre ltd.in

Tel: 08418 - 222427/28 Fax: 08418 - 222429

ATTENDANCE SLIP

32ND ANNUAL GENERAL MEETING
FRIDAY, 29TH SEPTEMBER, 2023 at 11.00 AM

REGISTERED Folio No. / Demat Account No. (Client ID)	
DP ID No.	
Name of Shareholder	
Number of Shares held	

I / We hereby record my / our presence at the 32nd Annual General Meeting of the company at **Lions Club Conference Hall, LIC Building, 03rd Floor, Paradise Circle, Secunderabad – 500 003.**

Shareholder's / Proxy's Signature

Share holder or Proxy holder attending this meeting requested to bring this attendance slip to the meeting and hand over at the entrance duly filed and signed

**SAMPRE NUTRITIONS LIMITED**

CIN: L15499TG1991PLC013515

Plot No. 133, Industrial Estate, Medchal – 501 401

Email id: gurbani@gurbanigroup.in website: www.sampreltd.in

Tel: 08418 - 222427/28 Fax: 08418 - 222429

Form No. MGT -11**Proxy Form***[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s)	
Registered address	
E-mail ID	
Folio No. / DP ID and Client ID	

I/We, being the Member(s) _____ of shares of the above-named Company, hereby appoint

Name:	E-mail ID:
address:	Signature:

Or failing him/her

Name:	E-mail ID:
Address:	Signature:

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on **Friday, 29th September, 2023 at 11.00 A.M** at Lions Club Conference Hall, LIC Building, 03rd Floor, Paradise Circle, Secunderabad – 500 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	Vote Yes/No
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st 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.	
4.	To approve continuation of Appointment of Mr. Brahma Gurbani as Managing Director of the Company	
5.	To Approve increase in remuneration of Mr. Brahma Gurbani, Managing Director of the Company	
6.	To Approve increase in remuneration of Mr. Vishal Ratan Gurbani, Whole-Time Director of the Company	

Signed this ____ day of September, 2023.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Rs. 1/-
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.