

NOTICE

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the members of Sampre Nutritions Limited (“the Company”) will be held on Wednesday, 10 December 2025 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

Item No. 1: To Approve the Loan Agreement entered between the Company and the Promoters and Promoter Group

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** the Loan Agreement entered between the Promoter and the Company as approved by the Board of Directors of the Company at their meeting held on 5 November 2025 for settlement of dues of promoters/promoter group by conversion of unsecured loan into equity, a copy of which agreement duly initialled by the Chairman is available for inspection, be and is hereby approved.”

Item No. 2: To Offer, Issue and Allot Equity Shares to the Promoters by Conversion of existing Unsecured Loan on Preferential Basis

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SAST Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded to offer, issue and allot up to **1770710** (Seventeen lakhs seventy thousand seven hundred ten) fully-paid up equity shares of the Company, having face value of INR 5 (Indian Rupees Five) only each, at an issue price of **INR 42** (Indian Rupees Forty-two) each, including a premium of INR 37 (Indian Rupees Thirty-seven) each, **aggregating up to INR 7,43,69,820** (Indian Rupees Seven crores forty-three lakhs sixty-

nine thousand eight hundred twenty) only by conversion of existing unsecured loan into equity shares to the promoter and promoter group (hereinafter referred to as the “**Proposed Allottees**”) the list of which is provided in the Explanatory Statement.

Sl. No.	Name of the Proposed Allottee(s)	Category	Maximum Equity Shares to be Allotted
1.	Brahma Gurbani	Promoter	1693880
2.	Meera Gurbani	Promoter Group	76830
Total Equity Shares			1770710

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for the Preferential Issue of the equity shares is **10 November 2025**, being the date 30 days prior to the date of the General Meeting (“**Relevant Date**”).

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and be listed on the BSE where the equity shares of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT the Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under and that the allotment of shares shall only be made in dematerialised form.

RESOLVED FURTHER THAT pursuant to the provisions of the ICDR Regulations, the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director or the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and/or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.”

Looking forward for your participation at the EGM. Thank you for your attention, and we anticipate a fruitful and successful meeting.

Sincerely,

For Sampre Nutritions Limited

Brahma Gurbani
Managing Director
(DIN: 00318180)

Address: Unit-1: Plot No. 133,
Industrial Estate,
Medchal - 501401, TG

Date: 18 November 2025

Place: Hyderabad, TG

Notes:

1. Pursuant to General Circular No. 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs (“**MCA**”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 issued by Securities and Exchange Board of India (“**SEBI**”) (hereinafter collectively referred to as “**the Circulars**”), companies are permitted to hold the General Meetings through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the aforesaid Circulars, the Extraordinary General Meeting (“**EGM**”) of the members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
2. The VC/OAVM facility for members to join the meeting, shall be kept open 30 minutes before the start of the EGM and shall be closed on expiry of 15 minutes after closure of the EGM. Members can attend the EGM through VC/OAVM by following the instructions mentioned in this Notice.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the LODR Regulations as amended, read with the applicable circulars as aforesaid, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as voting during the EGM will be provided by NSDL.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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. Since this EGM is being held pursuant to the aforesaid Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. As per Regulation 40 of the LODR Regulations, the securities of listed entities can be transferred only in dematerialised form with effect from, 1 April 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 dematerialised form. Members can contact the Company or Company’s Registrars and Transfer Agents, Bigshare Services Private Limited having office at 306, 3rd Floor, Right Wing, Amrutha Ville, Opp: Yashoda Hospital Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Telangana, with their email addresses at amarendranath.r@bigshareonline.com for assistance in this regard.
6. To promote green initiative, Members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with Bigshare Services Private Limited, in case the shares are held in physical form.

7. The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated 16 March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024), in supersession of the earlier Circular(s), has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.
8. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1 April 2024 upon registering the required details.
9. In compliance with the aforesaid circulars, the Notice of EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the EGM will also be available on the Company's website at **www.gurbanigroup.in**, website of the Stock Exchange i.e. BSE Limited at **www.bseindia.com** respectively and NSDL at **www.e-voting.nsdl.com**. Members whose email IDs are not registered with the Company/Depositories are requested to follow the process provided for registration of email IDs with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this Notice.
10. Since the EGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.

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

The remote e-voting period begins on Sunday, 7 December 2025 at 9:00 A.M. (IST) and ends on Tuesday, 9 December 2025 at 5:00 P.M. (IST). 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., Wednesday, 3 December 2025 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.

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





The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting System

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

In terms of SEBI circular dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update

their mobile number and email Id in their demat accounts in order to access e-voting facility. The login method for Individual shareholders holding securities in demat mode is given below:

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

Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing 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 and New System Myeasi Tab and then use your existing myeasi username and password. 2. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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 or joining virtual meeting and voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting 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 or joining virtual meeting and voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.com or call at (022) 48867000
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.e-voting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **<https://www.e-voting.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 <i>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****</i>
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID <i>For example, if your Beneficiary ID is 12***** then your user ID is 12*****</i>
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company <i>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</i>

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. a .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.e-voting.nsdl.com**.
 - b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on **www.e-voting.nsdl.com**.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at **e-voting@nsdl.com** 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 and join General Meeting on NSDL e-voting system

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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

General Guidelines for Shareholders

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 authorised to vote, to the scrutinizer by e-mail to **akshitasurana@gmail.com** with a copy marked to **e-voting@nsdl.com** and **vamshi@gurbanigroup.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.e-voting.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.e-voting.nsdl.com** or call on.: **(022) 4886 7000** and **(022) 2499 7000** or send a request to **e-voting@nsdl.com**.

Process for those shareholders whose email addresses 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), Aadhaar (self-attested scanned copy of Aadhar Card) by email to **vamshi@gurbanigroup.in**.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (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 **e-voting@nsdl.com** for procuring user ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 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 declared along with the scrutinizer's report shall be placed on the Company's website at **www.gurbanigroup.in** under the section "**Investor Relations**" and on the website of NSDL and shall also be communicated to the stock exchanges viz., BSE website where the shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID

and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the meeting through laptops for better experience. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. 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.
5. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at **vamshi@gurbanigroup.in** till 3 December 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views or ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 3 December 2025. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting at the EGM.
8. The Company at its Board meeting dated 5 November 2025 have appointed Akshita Surana & Associates, Company Secretaries as the scrutinizer to the e-voting process and voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
9. The scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the EGM, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than two working days from the conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson of the Company, who shall countersign the same.
10. The scrutiniser shall submit his report to the Chairperson or his delegate, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website at **www.gurbanigroup.in** and shall also be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. 10 December 2025.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES TO BE TRANSACTED

Item No. 1 & 2

The Company has availed financial assistance of INR 7,43,69,820 (Indian Rupees Seven crores forty-three lakhs sixty-nine thousand eight hundred twenty) only from the promoters to strengthen the Company's capital structure by converting debt into equity, thereby reducing future interest outflow, improving the debt-equity ratio, maintaining a healthy net worth, enhancing creditworthiness and financial flexibility, conserving cash resources for business operations, and aligning the Promoters' long-term interests with those of the Company and its shareholders. The Company requested Brahma Gurbani and Meera Gurbani, aforesaid promoters to convert the said unsecured loan into equity shares. This will improve the net worth and cash flow of the Company and reduce interest liability of the Company.

Accordingly, Brahma Gurbani (Promoters) and Meera Gurbani (Promoter Group) agreed to convert the said unsecured loan into equity shares of face value of INR 5 (Indian Rupees Five) each of the Company. Accordingly, the Board at its meeting held on 5 November 2025 approved the conversion of unsecured loan of promoter into equity shares of the Company subject to the approval of shareholders. Therefore, the Board has resolved to offer, issue and allot up to **1770710 equity shares** of face value of INR 5 (Indian Rupees Five) each to the promoters at an issue price of INR 42 (Indian Rupees Forty-two) each, including a premium of INR 37 (Indian Rupees Thirty-seven) each, aggregating up to INR 7,43,69,820 (Indian Rupees Seven crores forty-three lakhs sixty-nine thousand eight hundred twenty) only by way of conversion of unsecured loan.

The details of unsecured loan proposed to be converted into Equity Shares of the Company are as under:

Sl. No.	Name of the Proposed Allottees	Category before allotment of Equity	Amount of Unsecured Loan Converted into Equity	Maximum No. of Equity Shares to be Allotted	Category after Allotment of Equity
1.	Brahma Gurbani	Promoter	INR 7,11,42,960	1693880	Promoter
2.	Meera Gurbani	Promoter Group	INR 32,26,860	76830	Promoter Group

The information pertaining to the proposed allotment of equity shares under Regulation 163(1) of the ICDR Regulations is stated below:

a. Objects of the Issue

To augment the Company's capital base and improve overall financial strength by converting outstanding unsecured loans into equity, which will reduce future interest liability, improve the debt-equity ratio, maintain a robust net worth, enhance creditworthiness, conserve cash for operational purposes, and align the Promoters' commitment with the long-term objectives of the Company.

b. Maximum Number of Specified Securities to be Issued

It is proposed to offer, issue and allot up to 1770710 (Seventeen lakhs seventy thousand seven hundred ten) fully paid-up equity shares of the Company having a face value of INR 5 (Indian Rupees Five) each.

c. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to Subscribe to the Offer

Except Brahma Gurbani (Promoters) and Meera Gurbani (Promoter Group), none of the other Promoters/Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under this Preferential Allotment.

d. Pricing of the Issue

The equity shares of the Company are listed on the BSE Limited (“BSE”) and are frequently traded. In terms of the Regulation 164(1) of the ICDR Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

- (i) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- (ii) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Accordingly, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of the ICDR Regulations is INR 41.50 (Indian Rupees Forty-one and Fifty paise) only after making appropriate adjustments under Regulation 166 of the ICDR Regulations for split/sub-division and bonus issue.

In view of the above, the Board of the Company has fixed the **issue price of INR 42** (Indian Rupees Forty-two) only, which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

Basis on which the Price has been arrived at along with report of the Registered Valuer

Considering that the allotment of the proposed issue is not more than 5% (five per cent) of the post-issue fully diluted share capital of the Company, the requirement of obtaining a valuation report under Regulation 166A of the ICDR Regulations is not applicable to the Company.

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.

e. Relevant Date

The “Relevant Date” for the purpose of determining the issue price is 10 November 2025, being the date, which is 30 (thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.

f. The Class or Classes of Persons to whom the Allotment is Proposed to be made

The allotment is proposed to be made to 2 (two) promoters, after allotment of equity shares.

g. Shareholding Pattern of the Issuer Before and After the Issue

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided below.

Pre and Post-Issue Shareholding

Sl. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	%	No. of Shares	%
A.	Promoter Holding				
1.	Indian				
	Individual/HUF	13336452	15.26	15107162	16.94
	Bodies Corporates	-	-	-	-
	Any Other Specify	-	-	-	-
	Sub-Total (A1)	13336452	15.26	15107162	16.94
2.	Foreign Promoters	-	-	-	-
	Sub-Total (A2)	-	-	-	-
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	13336452	15.26	15107162	16.94
B.	Non-Promoter Holding				
1.	Institutional Investors				
	Foreign Portfolio Investors	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Total (B1)	-	-	-	-
2.	Institutions (Domestic)				
	Mutual Fund	-	-	-	-
3.	Institutions (Foreign) FPI				
4.	Non-Institutions - Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
	Resident Individuals holding nominal share capital up to INR 2 lakhs	10322756	11.81	10322756	11.58
	Resident Individuals holding nominal share capital in excess of INR 2 lakhs	11659216	13.34	11659216	13.08
	Non-Resident Indians	1939596	2.22	1939596	2.18
	Bodies Corporate	48968040	56.03	48968040	54.92
	Any Other	1161360	1.33	1161360	1.30
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)+(B3)+(B4)	74050968	84.74	74050968	83.06
	Total (A+B)	87387420	100.00	89158130	100.00

h. Proposed Time within which Allotment shall be Completed

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares on or before the expiry of 15 (fifteen) days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central

government, then the allotment shall be completed within 15 (fifteen) days from the date of receipt of such approval.

i. Identity of the Natural Persons who are the Ultimate Beneficial Owners of the Shares Proposed to be Allotted and/or who Ultimately Control the Proposed Allottees

Brahma Gurbani and Meera Gurbani are the ultimate beneficial owner of the equity shares proposed to be allotted.

j. Percentage of Post-Issue Preferential Issue Capital that may be held by the Proposed Allottees

Sl. No.	Name of the Allottees	Pre-Preferential Shareholding		No. of Shares Proposed to be Allotted	Post-Preferential Shareholding	
		Shares	Percent		Shares	Percent
1.	Brahma Gurbani	5549664	6.35%	1693880	7243544	8.12%
2.	Meera Gurbani	3283048	3.76%	76830	3359878	3.77%

k. Changes in Control, if any, in the Company Consequent to the Issue

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

l. Number of Persons to whom Allotment has already been made during the year, in terms of Number of Securities as well as Price

The Company has made the following allotments of equity shares during the financial year 2025-26 till date:

Sl. No.	Name of the Allottees	Category	Date of Allotment	Shares Allotted	Issue Price (INR)
1.	Brahma Gurbani	Promoter	12 September 2025	500000	60.50
2.	Vishal Ratan Gurbani	Non-Promoter	12 September 2025	50000	60.50
3.	Meera Gurbani	Promoter/Group	25 September 2025	290000	60.50

m. Justification for the Allotment proposed to be made for Consideration Other than Cash together with the Valuation Report of the Registered Valuer

Not applicable.

n. Lock in Restrictions

The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the ICDR Regulations.

o. Certificate from Practicing Company Secretary

A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the ICDR Regulations shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website at <https://sampreltd.com/pdf/extraordinary/2025/Reg-163-2-ICDR-Certificate.pdf>.

p. Undertaking in Accordance with the ICDR Regulations

- (i) Since the Equity Shares of the Company have been listed on the BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.
- (ii) All the equity shares held by the proposed allottees in the Company are in dematerialized form only;
- (iii) The proposed allottees have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- (iv) No person(s) belonging to the promoter group has previously subscribed to any securities of the Company but failed to exercise them in the last one year.
- (v) Neither the Company nor any of its promoters or directors is wilful defaulters or a fraudulent Borrower.
- (vi) None of the Promoters or Directors of the Company are fugitive economic offenders.

Brahma Gurbani, Managing Director of the Company and Meera Gurbani being a relative and part of the promoter group are concerned or interested in the resolution to the extent of their shareholding interest in the Company. None of the other Directors and Key Managerial Personnel of the Company are in any way interested or concerned, financial or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any. The proposed resolution does not affect any other Company.

The Board of Directors recommends the resolution as set out in this Notice for approval of the Members of the Company by way of a Special Resolution.

For Sampre Nutritions Limited

Brahma Gurbani
Managing Director
(DIN: 00318180)

Date: 18 November 2025

Place: Hyderabad, TG