NEELU GOYAL AND ASSOCIATES

COMPANY SECRETARIES

E-1201, SMR VINAY ICONIA APARTMENT, KONDAPUR, HYDERABAD-500019

E MAIL : NEEULUGOYAL19@GMAIL.COM, PH NO :- 8121125432

Date: 12 November 2025

To
The Board of Directors
Sampre Nutritions Limited
Medchal, TG

Subject: Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for Issue and Allotment of 1770710 Equity Shares on a Preferential Basis

Sir / Madam,

I, Neelu Goyal, a Practising Company Secretary, having Certificate of Practice No.: 8980, have been appointed by the Board of Directors of Sampre Nutritions Limited ("**Company**") to confirm and certify that the proposed preferential issue of 1770710 (Seventeen lakhs seventy thousand seven hundred ten) fully paid-up equity shares, 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 to the proposed allottees, is in compliance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") and the applicable provisions of the Companies Act, 2013 ("**Act**") and the relevant provisions of the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Rules**") framed thereunder subject to approval of the members of the Company in the Extraordinary General Meeting of the Company to be held on 10 December 2025.

Sl. No.	Name of the Proposed Allottees	Category	No. of Equity Shares	Consideration (INR) (Note)
1.	Brahma Gurbani	Promoter	1693880	7,11,42,960
2.	Meera Gurbani	Promoter Group	76830	32,26,860
			Total Consideration	**7,43,69,820**

Note: *The equity shares are allotted pursuant to conversion of unsecured loans.*

As per requirement of Regulations 163(2) of the ICDR Regulations, this certificate shall be placed before the members of the Company considering the proposed preferential issue. The proposed preferential issue was approved at the meeting of the Board of Directors of the Company held on 5 November 2025.

NEELU GOYAL & ASSOCIATES HYDERABAD

NEELU GOYAL AND ASSOCIATES

COMPANY SECRETARIES

E-1201, SMR VINAY ICONIA APARTMENT, KONDAPUR, HYDERABAD-500019

E MAIL : NEEULUGOYAL19@GMAIL.COM, PH NO :- 8121125432

Managements' Responsibility

The compliance with the relevant provisions of the ICDR Regulations and the Act for the proposed preferential issue of equity shares and preparation of the general meeting notice, including its content is the responsibility of the management of the Company. This responsibility includes the design implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock exchange(s).

The management of the Company has also obtained a pricing certificate from the statutory auditors of the Company in terms of Regulation 164(1) of the ICDR Regulations.

Conclusion

Based on my examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee(s), I hereby state that the proposed preferential issue of equity shares is being made in accordance with the requirements of the ICDR Regulations to the extent applicable and applicable provisions of the Act and Rules framed thereunder.

Restriction on Distribution or Use

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders of the Company so as to provide them requisite information for approving the proposed preferential issue of equity shares and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.

NEELU GOYAL & ASSOCIATES HYDERABAD

NEELU GOYAL AND ASSOCIATES

COMPANY SECRETARIES

E-1201, SMR VINAY ICONIA APARTMENT, KONDAPUR, HYDERABAD-500019

E MAIL : NEEULUGOYAL19@GMAIL.COM, PH NO :- 8121125432

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior written consent.

For Neelu Goyal & Associates
(Firm Registration No.: S2018TS578500)

Neelu Goyal
Proprietor
(Membership No.: F8280)
(Certificate of Practice No.: 8980)
(Peer Review No.: 6494/2025)

Date: 12 November 2025
Place: Hyderabad, TG

UDIN: F008280G001854608

N G RAO & ASSOCIATES
CHARTERED ACCOUNTANTS
INDIA

Off: +91-40-4240 8813
Mobile : 98480 18791
98491 35573
95421 87777

Annexure V

To
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400001, MH

Subject: Application for "In-Principle approval" Prior to Issue and Allotment of 1770710 Equity Shares on Preferential Basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir,

1. We, N G Rao & Associates, hereby certify that the minimum issue price for the proposed preferential issue of Sampre Nutritions Limited ("**the Company**"), based on the pricing formula prescribed under Regulations 164 and 166 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") has been worked out at INR 42 each.

2. The relevant date for the purpose of said minimum issue price was 10 November 2025.

3. The workings for arriving at such minimum issue price ~~or valuation report from Independent Registered Valuer~~ have been attached herewith.

4. We hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under the ICDR Regulations.

Yours Faithfully,

For N G Rao & Associates
(Firm Registration No.: 009399S)

N G RAO & ASSOCIATES CHARTERED ACCOUNTANTS FRN:009399S HYDERABAD

G Nageswara Rao
Partner
(Membership No.: 207300)

UDIN: 25207300BMILEK8996

Date: 12 November 2025
Place: Hyderabad, TG

Calculation of Minimum Price as prescribed under Chapter V of the ICDR Regulations

Proposed Date for Extraordinary General Meeting			10 December 2025
Relevant Date under Regulation 161 of the ICDR Regulations			10 November 2025
A]	**90 Trading Days Volume Weighted Average Price**		
Sl. No.	**Date**	**No. of Shares**	**Value (INR)**
1.	7 November 2025	21289	29,50,655
2.	6 November 2025	5462	7,72,326
3.	4 November 2025	6842	9,86,958
4.	3 November 2025	7626	11,22,165
5.	31 October 2025	1595	2,39,489
6.	30 October 2025	1320	2,02,224
7.	29 October 2025	2395	3,74,338
8.	28 October 2025	2154	3,43,455
9.	27 October 2025	299290	5,03,13,309
10.	24 October 2025	686801	11,40,08,966
11.	23 October 2025	232319	3,78,09,917
12.	21 October 2025	79220	1,26,43,512
13.	20 October 2025	100663	1,57,53,759
14.	17 October 2025	219088	3,36,27,135
15.	16 October 2025	299403	4,50,60,151
16.	15 October 2025	1166775	17,18,21,058
17.	14 October 2025	140314	2,03,03,435
18.	13 October 2025	121415	1,72,28,788
19.	10 October 2025	99826	1,38,90,787
20.	9 October 2025	103398	1,41,08,657
21.	8 October 2025	139285	1,86,36,333
22.	7 October 2025	117871	1,54,64,675
23.	6 October 2025	110390	1,42,01,673
24.	3 October 2025	458761	5,78,72,700
25.	1 October 2025	108594	1,34,33,077
26.	30 September 2025	118444	1,43,64,888
27.	29 September 2025	334115	3,96,71,714
28.	26 September 2025	250109	2,91,57,707
29.	25 September 2025	137239	1,56,86,417
30.	24 September 2025	182025	2,03,97,721
31.	23 September 2025	279762	3,07,36,252
32.	22 September 2025	154207	1,66,11,178
33.	19 September 2025	476293	5,00,02,927
34.	18 September 2025	253223	2,62,18,709
35.	17 September 2025	129600	1,31,55,696
36.	16 September 2025	116244	1,15,68,602
37.	15 September 2025	66248	64,63,817
38.	12 September 2025	90379	86,45,655
39.	11 September 2025	446212	4,17,49,993

40.	10 September 2025	86954	79,96,289
41.	9 September 2025	88544	79,83,127
42.	8 September 2025	396213	3,49,97,345
43.	5 September 2025	143094	1,24,01,956
44.	4 September 2025	133161	1,13,16,021
45.	3 September 2025	145336	1,21,09,395
46.	2 September 2025	131782	1,07,65,271
47.	1 September 2025	233501	1,86,97,231
48.	29 August 2025	151726	1,19,13,525
49.	28 August 2025	139465	1,07,37,410
50.	26 August 2025	287452	2,16,55,542
51.	25 August 2025	117256	86,77,548
52.	22 August 2025	133376	96,77,762
53.	21 August 2025	112609	80,11,004
54.	20 August 2025	118654	82,76,116
55.	19 August 2025	136660	93,46,177
56.	18 August 2025	154975	1,03,90,407
57.	14 August 2025	165880	1,09,04,951
58.	13 August 2025	144200	92,91,834
59.	12 August 2025	174713	1,10,41,861
60.	11 August 2025	194291	1,20,38,899
61.	8 August 2025	264765	1,60,60,478
62.	7 August 2025	62259	37,08,768
63.	6 August 2025	276545	1,60,69,517
64.	5 August 2025	67016	38,38,006
65.	4 August 2025	67377	37,83,218
66.	1 August 2025	126798	69,80,229
67.	31 July 2025	77740	41,96,405
68.	30 July 2025	77134	40,82,702
69.	29 July 2025	75129	38,99,195
70.	28 July 2025	76546	38,95,425
71.	25 July 2025	146596	73,11,488
72.	24 July 2025	116338	56,92,418
73.	23 July 2025	171174	82,12,928
74.	22 July 2025	97360	45,79,814
75.	21 July 2025	294824	1,35,97,282
76.	18 July 2025	7455	3,37,115
77.	17 July 2025	15128	6,70,775
78.	16 July 2025	119095	51,78,250
79.	15 July 2025	95779	40,83,058
80.	14 July 2025	256252	1,07,11,333
81.	11 July 2025	479889	1,97,14,070
82.	10 July 2025	168058	67,72,737
83.	9 July 2025	162731	64,29,501
84.	8 July 2025	168034	65,09,637
85.	7 July 2025	173776	65,61,916

N G RAO & ASSOCIATES
FRN:009399S
HYDERABAD
CHARTERED ACCOUNTANTS

86.	4 July 2025	8114	3,02,246
87.	3 July 2025	1590	58,066
88.	2 July 2025	1611	57,689
89.	1 July 2025	8169	2,86,813
90.	30 June 2025	186	6,403
	Total	**14619506**	**1,42,94,17,971**
B]	**10 Trading Days Volume Weighted Average Price**		
Sl. No.	**Date**	**No. of Shares**	**Value (INR)**
1.	7 November 2025	21289	29,50,655
2.	6 November 2025	5462	7,72,326
3.	4 November 2025	6842	9,86,958
4.	3 November 2025	7626	11,22,165
5.	31 October 2025	1595	2,39,489
6.	30 October 2025	1320	2,02,224
7.	29 October 2025	2395	3,74,338
8.	28 October 2025	2154	3,43,455
9.	27 October 2025	299290	5,03,13,309
10.	24 October 2025	686801	11,40,08,966
	Total	**1034774**	**17,13,13,885**
A] 90 Trading Days Volume Weighted Average Price			**97.775**
B] 10 Trading Days Volume Weighted Average Price			**165.557**
Issue Price as per Regulation 164 of the ICDR Regulations			166.00
Adjustments made as per Regulation 166 of the ICDR Regulations			41.50
Final Issue Price of Equity Shares on Preferential Basis			**42.00**

N G RAO & ASSOCIATES
FRN:009399S
HYDERABAD
CHARTERED ACCOUNTANTS