POSTAL BALLOT NOTICE

Cut-Off Date	E-Voting Starts on	E-Voting Ends on
Friday, 19 September 2025	Saturday, 27 September 2025, 9:00 A.M. (IST)	Sunday, 26 October 2025, 5:00 P.M. (IST)

To
The Members
Sampre Nutritions Limited

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**"), and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**"), read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated 22 September 2025 ("**MCA Circular**"), to transact the special businesses as set out hereunder by passing resolutions of Sampre Nutritions Limited ("**the Company**") through postal ballot by way of remote e-voting.

Pursuant to Section 102, Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice ("**Notice**") for your consideration and forms part of this Notice.

In line with the MCA Circular, the Company is sending this notice only in electronic form to those members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent ("**RTA**") / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and postage prepaid self-addressed envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.

In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circular and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at **www.gurbanigroup.in**. The remote e-voting shall commence on Saturday, 27 September 2025, at 9:00 A.M. (IST) and shall end on Sunday, 26 October 2025, at 5:00 P.M. (IST). During this period, members of the Company holding shares in physical or electronic form as on Friday, 19 September 2025 ("**Cut-Off Date**") may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

SPECIAL BUSINESS:

Item No. 1: To Sub-Divide/Split the Share Capital
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 61(1)(d) of the Companies Act, 2013 ("**the Act**"), the provisions of the Companies (Share Capital and Debentures) Rules, 2014, ("**the Rules**"), and other applicable provisions of the Act and the Rules, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum of Association and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as "**the Board**", which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorised by the Board in that behalf), the approval of the members of the Company be and is hereby accorded to sub-divide/split the equity shares of the Company, such that 1 (one) equity share having face value of INR 10 (Indian Rupees Ten) each, fully paid-up, be sub-divided into 2 (two) equity shares having face value of INR 5 (Indian Rupees Five) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose ("**Record Date**") by the Board.

RESOLVED FURTHER that pursuant to the sub-division/split of equity shares of the Company, the authorised share capital of face value of INR 10 (Indian Rupees Ten) each, fully paid up, existing on the Record Date, shall stand sub-divided/split as follows:

Type of Capital	Pre-Sub-Division / Split			Post-Sub-Division / Split		
	No. of Shares	Face Value (INR)	Total Value (INR)	No. of Shares	Face Value (INR)	Total Value (INR)
Authorised Share Capital	35000000	10	35,00,00,000	70000000	5	35,00,00,000

RESOLVED FURTHER that pursuant to the sub-division/split of equity shares of the Company, the issued, subscribed and paid-up share capital of face value of INR 10 (Indian Rupees Ten) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre-Sub-Division / Split			Post-Sub-Division / Split		
	No. of Shares	Face Value (INR)	Total Value (INR)	No. of Shares	Face Value (INR)	Total Value (INR)
Issued, Paid-Up and Subscribed Share Capital	21846855	10	21,84,68,550	43693710	5	21,84,68,550

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) of the Company and shall comply with the prevailing laws/ guidelines in this regard; and

b) for the equity shares held in dematerialised form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT in respect of any fractional entitlements arising out of the sub-division/split of equity shares, the Board of Directors (including any Committee thereof) be and is hereby authorised to take such steps as it may in its absolute discretion deem fit, including but not limited to, consolidating all such fractional entitlements into whole equity shares, allotting such shares to a trustee/Authorised Person appointed for this purpose, selling such consolidated shares in the open market and distributing the net sale proceeds, after deducting expenses, if any, proportionately to the entitled Members, subject to applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments including treatment of fractional entitlements, if any, on account of sub-division/split of equity shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division/split of equity shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division/split of equity shares including execution and filing of all the relevant documents with the concerned Registrar of Companies, Stock Exchanges, Depositories, Registrar and Transfer Agents and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution"

Item No. 2: To Alter the Capital Clause of the Memorandum of Association
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Sections 13, 64(1)(a), 117(3) of the Companies Act, 2013, ("**the Act**"), Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the Rules, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum of Association and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as "**the Board**", which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorised by the Board in that behalf), the approval of the members of the Company be and is hereby accorded to alter, modify and/or substitute the existing Clause V of the Memorandum of Association of the Company to the extent applicable in the following manner:

V. "The share capital of the company is INR 35,00,00,000 (Indian Rupees Thirty-five crores) only divided into 70000000 (Seven Crore) equity shares of INR 5 (Indian Rupees Five) each."

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorised to take all such steps and actions for the purpose of filing Form MGT-14 and Form SH-7 with the concerned Registrar of Companies, making all such applications, filings and registrations as may be required in relation to the aforesaid change and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and finalise all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

Item No. 3: To Increase the Capital Clause of the Memorandum of Association
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Sections 13, 64(1)(a), 117(3) of the Companies Act, 2013, ("**the Act**"), Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and the Rules, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum of Association and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as "**the Board**", which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorised by the Board in that behalf), the approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from INR 35,00,00,000 (Indian Rupees Thirty-five crores) only divided into 70000000 (Seven crore) equity shares of INR 5 (Indian Rupees Five) each to INR 100,00,00,000 (Indian Rupees One hundred crores) only divided into 200000000 (Twenty crore) equity shares of INR 5 (Indian Rupees Five) each by creation of additional

130000000 (Thirteen crore) equity shares of INR 5 (Indian Rupees Five) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. "The share capital of the company is INR 100,00,00,000 (Indian Rupees One Hundred crores) only divided into 200000000 (Twenty crore) equity shares of INR 5 (Indian Rupees Five) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Item No. 4: To Issue and Allot Bonus Equity Shares
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 ("**the Act**"), Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, ("**the Rules**"), and other applicable provisions of the Act and the Rules, Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), Section 6(3) of the Foreign Exchange Management Act, 1999, read with Rule 7 and 21 of the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, Regulation 3 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 and the Consolidated Foreign Direct Investment Policy, 2020 ("**FEMA Regulations**"), including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum of Association and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as "**the Board**", which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorised by the Board in that behalf), the approval of the members of the Company be and is hereby accorded for capitalisation of a sum not exceeding INR 21,84,68,550 (Indian Rupees Twenty-one crores eighty-four lakhs sixty-eight thousand five hundred fifty) only out of securities premium account received in cash of the Company, as may be considered appropriate for the purpose of issuing and allotting 43693710 (Four crores thirty-six lakh ninety-three thousand seven hundred ten) bonus shares of INR 5 (Indian Rupees Five) each to be credited as fully paid-up to eligible members of the Company holding equity shares of INR 5 (Indian Rupees Five) each whose names appear in the Register of Members/Register of Beneficial Owners on a "**Record Date**" to be determined by the Board for this purpose, in the proportion of 1:1

i.e., 1 (One) new fully paid-up equity share of INR 5 (Indian Rupees Five) each for every 1 (One) existing fully paid-up equity share of INR 5 (Indian Rupees Five) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date, and shall, for all purposes, be treated as an increase in the paid-up share capital of the Company held by each such member(s), and not as income or in lieu of dividend; and that such new equity shares, upon allotment, shall carry the same rights of voting as the existing equity shares and be treated, for all other purposes, pari passu with the existing equity shares of the Company, with the equity shares so allotted during the financial year being entitled to dividend, if any, proportionately in the year of their allotment.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, sectoral caps, if any, of RBI under the FEMA Regulations or any other regulatory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for filing of listing approval and trading approval of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

For Sampre Nutritions Limited

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

Brahma Gurbani
Managing Director
(DIN: 00318180)

Date: 26 September 2025
Place: Hyderabad, TG

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act, each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. In line with the MCA Circular, the Company is sending this notice only in electronic form to those members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on Friday, 19 September 2025 ("**Cut-Off Date**") and whose e-mail addresses are registered with the Company/RTA/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and postage prepaid self-addressed Envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.

3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, Bigshare Services Private Limited, having office at 306, 3rd Floor, Right Wing, Amrutha Ville, Opp: Yashoda Hospital Raj Bhavan Road, Somajiguda, Hyderabad - 500082, Telangana, India, E-mail: **amarendranath.r@bigshareonline.com**.

4. In accordance with the MCA Circular, members can only vote through remote e-voting. Accordingly, only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by way of remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.

5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, SS-2 and the MCA Circular, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL as the Authorised Agency to provide remote e-voting facility. The detailed procedure with respect to remote e-voting is mentioned in note no. 12 of this Notice.

6. The remote e-voting shall commence on Saturday, 27 September 2025, at 9:00 A.M. (IST) and shall end on Sunday, 26 October 2025, at 5:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

7. The vote in this Postal Ballot cannot be exercised through proxy.

8. The Board of Directors of the Company at their meeting held on Friday, 19 September 2025, have appointed Akshita Surana (Certificate of Practice No.: 20704), Proprietor of Akshita Surana & Associates as the Scrutinizer to scrutinize the postal ballot by way of remote e-voting in a fair and transparent manner.

9. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit her report to the Chairperson. The results of the Postal Ballot along with Scrutinizer's Report will be announced within two working days of the conclusion of Postal Ballot through remote e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The said results would be displayed at the Registered Office of the Company and on its website at **www.gurbanigroup.in** and simultaneously intimated to the NSDL and BSE Limited ("**BSE**").

10. The resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Sunday, 26 October 2025. The resolution passed by the members through the postal ballot is deemed to have been passed as if, they have been passed at a General Meeting of the members.

11. Members may download the Notice from the Company's website at **www.gurbanigroup.in** or from NSDL's website at **https://www.evoting.nsdl.com/**, or from the website of the BSE at **www.bseindia.com**.

12. General Information and instructions related to remote e-voting:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Saturday, 27 September 2025at 9:00 A.M. (IST) and ends on Sunday, 26 October 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., Friday, 19 September 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, being Friday, 19 September 2025.

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.	1. 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. 2. 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** 3. 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. 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	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 *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 user 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.

<u>Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system</u>

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 authorised 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) 48867000** and **(022) 24997000** 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.

EXPLANATORY STATEMENT

As required by Section 102(1) of the Companies Act, 2013, the explanatory statement sets out all the material facts relating to the business items mentioned below of the accompanying Notice dated 26 September 2025.

Item Nos. 1 & 2

The Equity shares of the Company are listed and are being traded on the BSE Limited. With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of small investors by making equity shares of the Company more affordable to invest in the equity shares of the Company, the Board of Directors of the Company, in its meeting held on 19 September 2025 has considered and approved the sub-division/split of the existing equity shares of the Company, such that each fully and partly equity share having face value of INR 10 (Indian Rupees Ten) each be sub-divided into 2 (Two) equity shares having face value of INR 5 (Indian Rupees Five) each ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("**Record Date**"), subject to approval of shareholders of the Company.

The Record Date for the aforesaid sub-division/split of equity shares shall be fixed by the Board (including any Committee thereof) after the approval of the members is obtained for the proposed sub-division / split. In the opinion of the Board, the proposed sub-division/split of the equity shares is in the best interest of the Company and the proposed sub-division of fully and partly paid-up equity shares will not result in any change in the amount of authorised, issued, subscribed and paid-up equity share capital of the Company.

The sub-division/split of equity shares proposed shall also require amendments to the existing Clause V ("**Capital Clause**") of the Memorandum of Association of the Company to reflect change in the face value of equity shares of the Company. Additionally, such sub-division/split shall neither be construed as a reduction nor increase in share capital of the Company.

A copy of the amended Memorandum of Association and other requisites documents are open for inspection for the members at the registered office of the Company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to **gurbani@gurbanigroup.in** till the last date of the e-voting.

Accordingly, the Board recommends the Resolution at item nos. 1 & 2 of this Notice, for your approval as Ordinary Resolution.

None of the Directors / Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned above except to the extent of their shareholding in the Company.

Item Nos. 3 & 4

The Board of the Company, at its meeting held on 19 September 2025, has approved the issue of bonus equity shares in the ratio of 1:1, i.e., 1 (one) new bonus equity share of face value of INR 5 (Indian Rupees Five) each for every 1 (one) existing fully paid-up equity share of face value of INR 5

(Indian Rupees Five) each, held by the members as on the Record Date (to be notified by the Board), by capitalising a sum not exceeding INR 21,84,68,550 (Indian Rupees Twenty-one crores eighty-four lakhs sixty-eight thousand five hundred fifty) only out of the securities premium account of the Company, subject to the approval of the members of the Company.

While considering the issue of bonus equity shares, the Board noted that the Company's equity shares had been sub-divided in a ratio of 1:2, i.e., for every one (1) equity share of face value of INR 10 each, 2 (two) equity shares of face value of INR 5 each were proposed and approved by the members (in the earlier agenda items), effective from the Record Date to be notified by the Board in this regard. This sub-division was intended to make the Company's equity shares more affordable and promote broader retail investor participation. The Board is of the opinion that the proposed issuance of bonus equity shares in the ratio of 1:1 recognises the steadfast support and loyalty of the shareholders throughout the Company's growth journey. Moreover, this initiative is likely to improve the liquidity of the shares and broaden the shareholder base.

Pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, and subject to applicable statutory and regulatory approvals, if any, the issue of bonus equity shares requires the approval of the members of the Company. Articles 46, 47 and 48 of the Articles of Association of the Company inter alia permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up to and amongst members in proportion to their existing shareholding.

As per the standalone audited financial statements for the year ended 31 March 2025, the securities premium account of the Company amounted to INR 59,86,55,263 (Indian Rupees Fifty-nine crores eighty-six lakhs fifty-five thousand two hundred sixty-three) only. Accordingly, the Board has proposed to utilise the securities premium account to the extent of INR 21,84,68,550 (Indian Rupees Twenty-one crores eighty-four lakhs sixty-eight thousand five hundred fifty) only for the purpose of issuance of bonus equity shares. As per the aforesaid provisions, the pay-out in the form of bonus issue to the existing members by capitalisation of securities premium account shall require prior approval by the shareholders. Further, the issuance of bonus equity shares by the Company will not result in any change in the shareholding pattern of the Company.

In terms of the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be only in dematerialised form. In case of members who hold equity shares in physical form, the bonus equity shares shall be credited to a separate suspense escrow demat account until these shares are credited by the Company in dematerialised form to the beneficiary accounts of such members with their respective Depository Participant(s), subject to the Act, Rules, ICDR Regulations, LODR Regulations, or any other applicable laws, regulations, rules and guidelines as may be issued by MCA, SEBI or any other authority in this regard. The voting rights of such bonus equity shares held in the suspense escrow demat account shall remain frozen.

In view of the proposed issue of bonus equity shares, the paid-up equity share capital of the Company will increase from INR 21,84,68,550 (Indian Rupees Twenty-one crores eighty-four lakhs sixty-eight thousand five hundred fifty) only consisting of 43693710 (Four crores thirty-six lakh ninety-three thousand seven hundred ten) equity shares having face value of INR 5 (Indian Rupees Five) each to

INR 43,69,37,100 (Indian Rupees Forty-three crores sixty-nine lakh thirty-seven thousand one hundred) only consisting of 87387420 (Eight crores seventy-three lakh eighty-seven thousand four hundred twenty) equity shares having face value of INR 5 (Indian Rupees Five) each. As the authorised share capital of the Company is INR 35,00,00,000 (Indian Rupees Thirty-five crores) only divided into 70000000 (Seven crore) equity shares of INR 5 (Indian Rupees Five) each, in order to facilitate further capital issuance as aforesaid, the Board at its meeting held on 19 September 2025, has recommended to increase the authorised share capital to INR 100,00,00,000 (Indian Rupees One hundred crores) only divided into 200000000 (Twenty crore) equity shares of INR 5 (Indian Rupees Five) each by creation of additional 130000000 (Thirteen crore) equity shares of INR 5 (Indian Rupees Five) each. The increase in the authorised share capital of the Company as aforesaid and alteration to the existing Clause V of the Memorandum of Association of the Company, requires approval of the members in terms of Section 13 and 61 of the Companies Act, 2013.

A copy of the amended Memorandum of Association and other requisites documents are open for inspection for the members at the registered office of the Company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to **gurbani@gurbanigroup.in** till the last date of the e-voting.

Accordingly, the Board recommends the Resolution at item nos. 3 & 4 of this Notice, for your approval as Ordinary Resolution.

None of the Directors / Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned above except to the extent of their shareholding in the Company.

For Sampre Nutritions Limited

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

Brahma Gurbani
Managing Director
(DIN: 00318180)

Date: 26 September 2025
Place: Hyderabad, TG