

**SAMPRE NUTRITIONS LIMITED****CIN: L15499TG1991PLC013515**

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

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NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF SAMPRE NUTRITIONS LIMITED WILL BE HELD ON SATURDAY, AUGUST 13, 2022 THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:**1. To issue of Equity Shares and Convertible Warrants on Preferential basis:**

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

“RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**“SEBI (ICDR) Regulations, 2018”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, up to 20,50,000 (Twenty Lakhs Fifty Thousand Only) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 26/- (Rupees Twenty Six Only) each aggregating to Rs. 7,38,00,000/- (Rupees Seven Crores Thirty Eight Lakhs Only) and 68,00,000 (Sixty Eight Lakhs Only) Convertible Warrants of Face Value of Rs. 10/- (Rupee Ten only) each at a premium of Rs. 26/- (Rupees Twenty Six Only) each aggregating to Rs. 24,48,00,000/- (Rupees Twenty Four Crores Forty Eight Lakhs Only) to Strategic Investors (Non-Promoters), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficial Owner
1	Salim Pyarali Govani	100,000	0	Salim Pyarali Govani
2	Mishal Govani	100,000	0	Mishal Govani
3	Sonia Govani	100,000	0	Sonia Govani
4	Aimann Govani	100,000	0	Aimann Govani
5	Foresight Holdings Private Limited	150,000	0	Salim Pyarali Govani
6	Sausan Bukhari	100,000	0	Sausan Bukhari

7	Shivang Golchha	550,000	0	Shivang Golchha
8	Cheshta Batra	0	500,000	Cheshta Batra
9	Nitin Sharma	0	500,000	Nitin Sharma
10	Vishal Singh	100,000	0	Vishal Singh
11	Jaivanta Singh	100,000	0	Jaivanta Singh
12	Delta Infragalaxy LLP	200,000	0	Vishal Singh
13	Ankit Gera	0	400,000	Ankit Gera
14	LGOF Global Opportunities Limited	0	600,000	Edgard Victor Lotman
15	Connecor Investment Enterprise Limited	0	600,000	Leslie Steven Scheltens
16	Aviator Global Investment Fund	0	600,000	Antonino Sardegno
17	Nexpact Limited	0	600,000	Saleem Aziz Habib Al Balushi
18	Darwin Patel	150,000	0	Darwin Patel
19	Elara India Opportunities Fund Limited	0	600,000	Raj Bhatt
20	Resonance Opportunities Fund	0	600,000	Yash Lotun
21	Vespera Fund Limited	0	600,000	Harsh
22	Rahul Rudolph Dsouza	150,000	0	Rahul Rudolph Dsouza
23	Roma Rudolph Dsouza	150,000	0	Roma Rudolph Dsouza
24	Yogit Rana	0	250,000	Yogit Rana
25	Shobhit Rana	0	250,000	Shobhit Rana
26	Ram Kumar Giri	0	200,000	Ram Kumar Giri
27	Devyani Vaghani	0	250,000	Devyani Vaghani
28	Dipak Vaghani	0	250,000	Dipak Vaghani
	Total	2,050,000	6,800,000	

“RESOLVED FURTHER THAT:

- i. The Relevant Date for the purpose of pricing of issue of Equity Shares and Convertible Warrants in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as **14th July, 2022** to consider the proposed preferential issue of Equity Shares and the conversion price for the conversion of warrants into Equity Shares is the said Relevant date i.e. **14th July, 2022** as per SEBI (ICDR) Regulations, 2018.
- ii. The Equity Shares and Convertible warrants as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialized form.
- iii. The Equity Shares to be allotted and the Equity Shares to be allotted on exercise of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- iv. The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Equity Shares and convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.”

“RESOLVED FURTHER THAT the Equity Shares and the Convertible Warrants issued and allotted pursuant to the exercise of the warrants shall be locked in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.”

“RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of allotment into one fully paid-up Equity Share of Rs. 10/- each at the price determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.”

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

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

“RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and Convertible warrants and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.”

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

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

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

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

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

**Date: July 15, 2022
Place: Medchal**

**Sd/-
Deepak Bissa
Company Secretary**

Notes:

1. In view of the ongoing COVID pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 03/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. 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 Companies Act, 2013.
5. Corporate members are requested to send a scanned copy (in PDF/JPG format) of the Board Resolution authorising their representatives to attend the EGM, pursuant to Section 113 of the Act, through e-mail at yamshi@gurbanigroup.in.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice calling the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice calling the EGM will also be available on the Company's website www.sampreitd.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are may send an e-mail to yamshi@gurbanigroup.in or write to the RTA for registering their e-mail addresses.
7. Relevant documents referred in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at yamshi@gurbanigroup.in
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 21/2021 dated December 14, 2021 and MCA Circular No. 3/2022 dated May 05, 2022
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

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

The remote e-voting period begins on **Wednesday, August 10, 2022 at 9.00 A.M. and ends on Friday, August 12, 2022 at 5.00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, August 06, 2022, 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 August 06, 2022.

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





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

Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.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><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user

	will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 & 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to vamshi@gurbanigroup.in
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (Self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vamshi@gurbanigroup.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at vamshi@gurbanigroup.in. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the meeting will be required to register themselves as speaker by sending e-mail to the CFO at from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.00 a.m. on **11.08.2022** will be able to speak at the meeting.

7. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of EGM through electronic mode and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at vamshi@gurbanigroup.in/evoting@nsdl.co.in
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

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

**Date: July 15, 2022
Place: Medchal**

**Sd/-
Deepak Bissa
Company Secretary**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1- Issue of Equity Shares and Convertible Warrants on Preferential basis:

The Board of the Directors of the Company at its meeting held on 15th July, 2022 has given their consent subject to approval of Members by way of Special Resolution to issue 20,50,000 Equity Shares and 68,00,000 Convertible Warrants to Strategic Investors (Non-Promoters) on Preferential Allotment basis.

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

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

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

1. List of Allottees for Preferential Allotment of Equity Shares and Convertible Warrants:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficial Owner
1	Salim Pyarali Govani	100,000	0	Salim Pyarali Govani
2	Mishal Govani	100,000	0	Mishal Govani
3	Sonia Govani	100,000	0	Sonia Govani
4	Aimann Govani	100,000	0	Aimann Govani
5	Foresight Holdings Private Limited	150,000	0	Salim Pyarali Govani
6	Sausan Bukhari	100,000	0	Sausan Bukhari
7	Shivang Golchha	550,000	0	Shivang Golchha
8	Cheshta Batra	0	500,000	Cheshta Batra

9	Nitin Sharma	0	500,000	Nitin Sharma
10	Vishal Singh	100,000	0	Vishal Singh
11	Jaivanta Singh	100,000	0	Jaivanta Singh
12	Delta Infragalaxy LLP	200,000	0	Vishal Singh
13	Ankit Gera	0	400,000	Ankit Gera
14	LGOF Global Opportunities Limited	0	600,000	Edgard Victor Lotman
15	Connecor Investment Enterprise Limited	0	600,000	Leslie Steven Scheltens
16	Aviator Global Investment Fund	0	600,000	Antonino Sardegno
17	Nexpact Limited	0	600,000	Saleem Aziz Habib Al Balushi
18	Darwin Patel	150,000	0	Darwin Patel
19	Elara India Opportunities Fund Limited	0	600,000	Raj Bhatt
20	Resonance Opportunities Fund	0	600,000	Yash Lotun
21	Vespera Fund Limited	0	600,000	Harsh
22	Rahul Rudolph Dsouza	150,000	0	Rahul Rudolph Dsouza
23	Roma Rudolph Dsouza	150,000	0	Roma Rudolph Dsouza
24	Yogit Rana	0	250,000	Yogit Rana
25	Shobhit Rana	0	250,000	Shobhit Rana
26	Ram Kumar Giri	0	200,000	Ram Kumar Giri
27	Devyani Vaghani	0	250,000	Devyani Vaghani
28	Dipak Vaghani	0	250,000	Dipak Vaghani
	Total	2,050,000	6,800,000	

2. Objects of the preferential issue:

The proposed issue of 20,50,000 Equity Shares and 68,00,000 Convertible Warrants is being made for cash with the object of meeting the long-term funding requirements of the Company for capital expenditure, working capital, general corporate purposes, etc. in order to support the future growth plan of the Company.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 20,50,000 Equity Shares of Rs. 10/- each at a price of Rs. 36/- each (including premium of Rs. 26/- each) and 68,00,000 Convertible Warrants of Rs. 10/- each at a price of Rs. 36/- each (including premium of Rs. 26/- each) on preferential basis for Cash consideration.

4. Basis on which the price of the Preferential Issue has been arrived at:

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

(a) Rs. 35.98/- each- The Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

(b) Rs. 33.63/- each- The Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Accordingly, the minimum issue price of Equity Shares and Equity Shares pursuant to conversion of Convertible Warrants on Preferential basis shall be at a price of Rs. 35.98/- each (Face Value Rs.10/- each + Premium Rs. 25.98/- each).

Based on the above, the Board of the Directors of the Company has decided the issue of Equity Shares and Equity Shares pursuant to conversion of Convertible Warrants on Preferential basis shall be at an Issue Price of Rs. 36/- each (including a premium of Rs. 26/- each).

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

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares and Equity Shares to be issued on conversion of warrants with reference to the proposed allotment is 14th July, 2022.

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

The proposed preferential allotment of Equity Shares and Convertible Warrants are made to Individuals, Bodies Corporate, Limited Liability Partnership (LLP), Foreign Portfolio Investors, etc. belonging to Non-Promoters category.

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

None of the existing directors, promoters or key managerial personnel of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares and Convertible Warrants.

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

The proposed Preferential Allotment of Equity Shares and Convertible Warrants will not result in any change in the management and control of the Company.

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

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

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

Sr. No	Category	Pre Preferential Issue*		Post Preferential Issue of 20,50,000 Equity Shares		Post Preferential Issue (Assuming conversion of 68,00,000 Warrants into Equity Shares)	
		No of shares held	% of share holding	No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters Holding						
1	<u>Indian</u>						
	Individual	2,543,963	52.78	2,543,963	37.03	2,543,963	18.61
	Bodies corporate	-	0.00	-	0.00	-	0.00
	Sub-total	2,543,963	52.78	2,543,963	37.03	2,543,963	18.61
2	<u>Foreign Promoters</u>	-	0.00	-	0.00	-	0.00
	Sub-total (A)	2,543,963	52.78	2,543,963	37.03	2,543,963	18.61
B	Non-promoters' holding						
	<u>Institutional investors</u>	-	0.00	-	0.00	4,200,000	30.72
	<u>Non-institution</u>						

	Private corporate bodies & LLP	90,993	1.89	440,993	6.42	440,993	3.23
	Indian public & HUF	1,945,494	40.36	3,645,494	53.06	6,245,494	45.69
	(Others (including NRIs))	239,550	4.97	239,550	3.49	239,550	1.75
	Sub-total (B)	2,276,037	47.22	4,326,037	62.97	11,126,037	81.39
C	Non Promoter & Non Public	-	0.00	-	0.00	-	0.00
	GRAND TOTAL	4,820,000	100.00	6,870,000	100.00	13,670,000	100.00

* As on June 30, 2022

11. Consequential Changes in the Voting Rights:

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

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

Proposed Allottees	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (After issue of 20,50,000 Equity Shares)		Post Preferential Issue (Assuming conversion of 68,00,000 Convertible Warrants into Equity Shares)	
		No of shares held	% of share holding			No of shares held	% of share holding	No of shares held	% of share holding
Non Promoters									
Salim Pyarali Govani	Salim Pyarali Govani	-	-	100,000	0	100,000	1.46	100,000	0.73
Mishal Govani	Mishal Govani	-	-	100,000	0	100,000	1.46	100,000	0.73
Sonia Govani	Sonia Govani	-	-	100,000	0	100,000	1.46	100,000	0.73
Aimann Govani	Aimann Govani	-	-	100,000	0	100,000	1.46	100,000	0.73
Foresight Holdings Private Limited	Salim Pyarali Govani	-	-	150,000	0	150,000	2.18	150,000	1.10
Sausan Bukhari	Sausan Bukhari	-	-	100,000	0	100,000	1.46	100,000	0.73
Shivang Golchha	Shivang Golchha	39,348	0.82	550,000	0	589,348	8.58	589,348	4.31
Cheshta Batra	Cheshta Batra	-	-	0	500,000	-	-	500,000	3.66
Nitin Sharma	Nitin Sharma	71,482	1.48	0	500,000	71,482	1.04	5,71,482	4.18
Vishal Singh	Vishal Singh	-	-	100,000	0	100,000	1.46	100,000	0.73
Jaivanta Singh	Jaivanta Singh	-	-	100,000	0	100,000	1.46	100,000	0.73
Delta Infragalaxy LLP	Vishal Singh	-	-	200,000	0	200,000	2.91	200,000	1.46
Ankit Gera	Ankit Gera	-	-	0	400,000	-	-	400,000	2.93
LGO Global Opportunities Limited	Edgard Victor Lotman	-	-	0	600,000	-	-	600,000	4.39

Conneor Investment Enterprise Limited	Leslie Steven Scheltens	-	-	0	600,000	-	-	600,000	4.39
Aviator Global Investment Fund	Antonino Sardegno	-	-	0	600,000	-	-	600,000	4.39
Nexpact Limited	Saleem Aziz Habib Al Balushi	-	-	0	600,000	-	-	600,000	4.39
Darwin Patel	Darwin Patel	-	-	150,000	0	150,000	2.18	150,000	1.10
Elara India Opportunities Fund Limited	Raj Bhatt	-	-	0	600,000	-	-	600,000	4.39
Resonance Opportunities Fund	Yash Lotun	-	-	0	600,000	-	-	600,000	4.39
Vespera Fund Limited	Harsh	-	-	0	600,000	-	-	600,000	4.39
Rahul Rudolph Dsouza	Rahul Rudolph Dsouza	-	-	150,000	0	150,000	2.18	150,000	1.10
Roma Rudolph Dsouza	Roma Rudolph Dsouza	-	-	150,000	0	150,000	2.18	150,000	1.10
Yogit Rana	Yogit Rana	-	-	0	250,000	-	-	250,000	1.83
Shobhit Rana	Shobhit Rana	-	-	0	250,000	-	-	250,000	1.83
Ram Kumar Giri	Ram Kumar Giri	-	-	0	200,000	-	-	200,000	1.46
Devyani Vaghani	Devyani Vaghani	-	-	0	250,000	-	-	250,000	1.83
Dipak Vaghani	Dipak Vaghani	-	-	0	250,000	-	-	250,000	1.83

Assumptions:

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

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

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Salim Pyarali Govani	Not Applicable	Non Promoter
2.	Mishal Govani	Not Applicable	Non Promoter
3.	Sonia Govani	Not Applicable	Non Promoter
4.	Aimann Govani	Not Applicable	Non Promoter
5.	Foresight Holdings Private Limited	Not Applicable	Non Promoter
6.	Sausan Bukhari	Not Applicable	Non Promoter
7.	Shivang Golchha	Non Promoter	Non Promoter
8.	Cheshta Batra	Not Applicable	Non Promoter
9.	Nitin Sharma	Non Promoter	Non Promoter
10.	Vishal Singh	Not Applicable	Non Promoter
11.	Jaivanta Singh	Not Applicable	Non Promoter
12.	Delta Infragalaxy LLP	Not Applicable	Non Promoter
13.	Ankit Gera	Not Applicable	Non Promoter
14.	LGOF Global Opportunities Limited	Not Applicable	Non Promoter
15.	Conneor Investment Enterprise Limited	Not Applicable	Non Promoter

16.	Aviator Global Investment Fund	Not Applicable	Non Promoter
17.	Nexpact Limited	Not Applicable	Non Promoter
18.	Darwin Patel	Not Applicable	Non Promoter
19.	Elara India Opportunities Fund Limited	Not Applicable	Non Promoter
20.	Resonance Opportunities Fund	Not Applicable	Non Promoter
21.	Vespera Fund Limited	Not Applicable	Non Promoter
22.	Rahul Rudolph Dsouza	Not Applicable	Non Promoter
23.	Roma Rudolph Dsouza	Not Applicable	Non Promoter
24.	Yogit Rana	Not Applicable	Non Promoter
25.	Shobhit Rana	Not Applicable	Non Promoter
26.	Ram Kumar Giri	Not Applicable	Non Promoter
27.	Devyani Vaghani	Not Applicable	Non Promoter
28.	Dipak Vaghani	Not Applicable	Non Promoter

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

During the period from 01st April 2022 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

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

16. Undertakings:

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

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

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

18. Pricing:

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

- (a) Rs. 35.98/- each- The Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
- (b) Rs. 33.63/- each- The Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Accordingly, the minimum issue price of Equity Shares and Equity Shares pursuant to conversion of Convertible Warrants on Preferential basis shall be at a price of Rs. 35.98/- each (Face Value Rs. 10/- each + Premium Rs. 25.98/- each).

Based on the above, the Board of the Directors of the Company has decided the issue of Equity Shares and Equity Shares pursuant to conversion of Convertible Warrants on Preferential basis shall be at an Issue Price of Rs. 36/- each (including a premium of Rs. 26/- each).

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

20. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Vasanth Kumar Bajaj, (Membership No. F6868), Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 13th August, 2022. This certificate is also placed on the <https://www.sampreltd.com/investors.html> .

21. Lock-in period

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

22. Material Terms of Issue of Equity Shares and Convertible Warrants –

i. For Equity Shares

Issue and allotment of 20,50,000 Equity Shares at a price of Rs. 36/- per share (Face Value of Rs. 10/- per share and Premium Rs. 26/- per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

ii. For Convertible Warrants

- a. Issue and allotment of 68,00,000 Convertible Warrants at a price of Rs. 36/- per share (Face Value of Rs. 10/- per share and Premium Rs. 26/- per share) on preferential allotment basis for cash consideration.
- b. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. Upon exercise of the option by the allottees to convert the warrants with 18 months from the date of allotment of warrants, the Company will allot Equity Shares pursuant to exercise of the warrants within 15 days from the date of such exercise by the allottees. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Rs. 10/- each to the Warrant holders.
- c. 25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Rs. 10/- each at a price of Rs. 36/- each which is determined in accordance with the SEBI (ICDR) Regulations, 2018 at any time within 18 months from the date of allotment. In case the option is not exercised within a period of 18 months from the date of allotment, the unexercised Warrants shall lapse and the aforesaid 25% amount paid on the date of allotment shall be forfeited.

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

It is hereby declared that neither the Company nor its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

24. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution: Issue of 20,50,000 Equity Shares of Face Value of Rs. 10 (Rupee Ten) each at an issue price of Rs. 36/- each including premium of Rs. 26/- each on preferential basis for Cash consideration and 68,00,000 Convertible Warrants convertible into equivalent number of Equity Shares of Face Value of Rs. 10 (Rupee Ten) each at an issue price of Rs. 36/- each including premium of Rs. 26/- each on preferential basis for Cash consideration

Date of passing Board Resolution for aforesaid Preferential Issue is 15th July, 2022.

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

The Company intends to raise Rs. 7,38,00,000/- by way of Preferential Issue of 20,50,000 Equity Shares and Rs. 24,48,00,000/- by way of Preferential Issue of 68,00,000 Convertible Warrants.

26. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

27. Principle terms of assets charged as securities: Not Applicable

28. Interest of the Promoters/ Directors: None of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

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

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

**Date: July 15, 2022
Place: Medchal**

**Sd/-
Deepak Bissa
Company Secretary**

