

GURBANI



GROUP

SAMPRE NUTRITIONS LIMITED
(CIN: L15499TG1991PLC013515)

BOARD OF DIRECTORS:

SRI B K GURBANI	:	Chairman and Managing Director
SMT MEERA BRAHMA GURBANI	:	Director
SRI BANALA JAYAPRAKASH REDDY	:	Director
SRI GEORGE KURIAN	:	Director

AUDITORS : M/s. KJD Srinivas & Co.,
Chartered Accountants
Plot No. 67, Paigah Colony,
S P Road, Secunderabad – 500 003

BANKERS : HDFC Bank Limited
Tamilnad Mercantile Bank Limited
Axis Bank Limited

FINANCIAL INSTITUTIONS : Abhinav Capital Services Limited

REGISTERED OFFICE & WORKS : Plot No. 133, Industrial Estate,
Medchal – 501 401
Telangana, India
Phone: 08418 - 222427/28
Fax: 08418 - 222429
E-Mail: gurbani@gurbanigroup.com
Website: www.gurbanigroup.com

REGISTRARS & TRANSFER AGENTS : M/s. Big Share Services Private Limited
306, 3rd Floor, Right Wing,
Amrutha Ville,
Opp. Yashoda Hospital,
Raj Bhavan Road, Somajiguda
Hyderabad – 500 082.

NOTICE

NOTICE is hereby given that the **Twenty Third Annual General Meeting** of the Members of the Company will be held at 11:00 Hrs on **SATURDAY, 27TH SEPTEMBER, 2014** at Lions Club Conference Hall, LIC Building, 2nd Floor, Paradise Circle, Secunderabad – 500 003 to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March 2014 and the Profit and Loss account for the year ended on that date and the Report of Directors' and the Auditors thereon.
2. To appoint a Director in place of Smt. Meera Brahma Gurbani who retires by rotation being eligible offer herself for re-appointment.
3. To appoint Auditors to hold the office from the conclusion of this AGM until the conclusion of 28th Annual General Meeting to be held in the year 2019 and to fix their remuneration for the financial year ended 31st March, 2015.

SPECIAL BUSINESS:

4. **TO APPOINT MR. BRAHMA KISHANCHAND GURBANI AS MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any, consent of the Company be and is hereby accorded for appointment of Mr. Brahma Kishanchand Gurbani (DIN: 00318180) as Managing Director of the Company, for a period of 5 (Five) years with effective from 01st September, 2014 at a remuneration of ₹ 15,00,000 (Rupees Fifteen Lakhs only) per annum with such yearly increment on time scale basis as may be decided by the board, provided that such remuneration does not exceed the limits specified under Section 197 read with Schedule V of the Act.”

“**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Brahma Kishanchand Gurbani, Managing Director, including the components of the above mentioned remuneration payable to him subject to provisions of the Act.”

5. **TO APPOINT MR. BANALA JAYAPRAKASH REDDY AS INDEPENDENT DIRECTOR ON THE BOARD:**

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

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under read with Schedule IV to the Act, Mr. Banala Jayaprakash Reddy (DIN: 00407438) a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section

149(6) of the Act and who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office from 27th September, 2014 to 26th September, 2019”

6. TO APPOINT MR. GEORGE KURIAN AS INDEPENDENT DIRECTOR ON THE BOARD:

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

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under read with Schedule IV to the Act, Mr. George Kurian (DIN: 02461479) a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office from 27th September, 2014 to 26th September, 2015”

7. TO APPOINT MRS. UMRA SINGH SIROHI AS INDEPENDENT DIRECTOR ON THE BOARD:

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

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, read with Schedule IV to the Act, Mrs. Umra Singh Sirohi (DIN :02622284), in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Directorship and being eligible to be appointed as Independent Director pursuant to the provisions of section 149 (6) of the Act and Clause 49 of the Listing Agreement, be and is hereby appointed as an Independent Director of the Company to hold office from 27th September, 2014 to 26th September, 2019, not liable to retire by rotation.”

8. TO AUTHORISE THE BOARD TO MORTGAGE AND/OR CREATE CHARGE:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, under the Companies Act, 2013 and the rules made there under, consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge on all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertaking or undertakings for securing the loans to be availed by the Company.”

For and on behalf of the Board
For SAMPRE NUTRITIONS LIMITED

Place: Medchal
Date: 28.08.2014

B K GURBANI
Chairman and Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than 10% ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business in Item No. 4 to 8 is annexed hereto.
3. The Register of Members and Share transfer books of the Company will remain closed from **Saturday, 20th September, 2014 to Saturday, 27th September, 2014** (both days inclusive)
4. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name.
5. Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchange in respect of Directors seeking appointment/re-appointment at the AGM are furnished and forms a part of Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
6. **To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.**
7. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.

8. Voting through electronic means:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Karvy Computershare Pvt. Ltd, ('Karvy').

The instructions for e-voting are as under:

Use the following URL for e-voting: Karvy website: <http://evoting.karvy.com>

- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 30th August, 2014 may cast their vote electronically.
- iii. Enter the login credentials i.e. User ID and password mentioned in the attendance slip attached with the Annual Report. Please follow the instructions given in the e-voting portal.
- iv. After entering the details appropriately, click on LOGIN.

- v. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT, i.e. Sampre Nutritions Limited.
 - viii. On the voting page, enter the number of shares as **on the date of voting** under FOR/ AGAINST or You may also choose the option ABSTAIN.
 - ix. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
 - x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm, else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
 - xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
 - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID: vasanth@vkbajajassociates.com with a copy marked to evoting@karvy.com and gurbani@gurbanigroup.com. They may also upload the same in the evoting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO".
 - xiii. The Portal will be open for voting from 9 A.M. on Sunday, 21st September, 2014 to 6 P.M. on Tuesday, 23rd September, 2014.
 - xiv. 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 <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).
- II. The Company has appointed Mr. Vasanth Kumar Bajaj, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
 - III. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - IV. The results shall be declared on or after the AGM of the Company. The results alongwith the Scrutinizer's Report shall be placed on the Company's website www.gurbanigroup.com and on the website of Karvy.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

10. A copy of this notice has been placed on the website of the Company and the website of Karvy.

EXPLANATORY STATEMENT

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

ITEM NO. 4:

The Board of Directors at their meeting held on 08th August, 2014 appointed Mr. Brahma Kishanchand Gurbani as a Managing Director of the Company with effect from 1st September, 2014 for a period of five years with effect from the said date.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Brahma Kishanchand Gurbani as the Managing Director and the remuneration payable at Salary of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) subject to review by the board on time scale basis. The aggregate of the salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under sections 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of office, the payment of remuneration shall be governed by the limits prescribed under section II of part II of Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force.

Statement pursuant to Schedule-V of the Companies Act, 2013 (Schedule XIII of the Companies Act, 1956):

I.GENERAL INFORMATION:

Nature of Industry:

Sampre Nutritions Limited is engaged in the manufacture of complete range of confectionery, eclairs, candies, toffees, powder and centre filled products.

Date of Commencement of Commercial Production:

The Company was incorporated in the year 1991 and is already in commercial production for long.

Financial Performance of the Company:

PARTICULARS	2013-14
Income	
Revenue from operations	1532.19
Other Income	9.26
Total Income	1541.45
Expenditure	1497.20
Net profit before tax	44.25
Provision for taxation	23.15
Net Profit/(Loss) after tax	21.10

Foreign investments or Collabarotions: NIL

II. INFORMATION ABOUT APPOINTEE:

Background details: Mr. Brahma Kishanchand Gurbani holds a degree in Bachelor of Commerce.

Recognition and Rewards:

He is Managing Director of the Company since 1992 and has experience more than 20 years in Management & Adminstation of Confectionery Industry and well versed in Computer Management

Control. He is President of ICMA & member of various trade bodies & associations. The testimony to his leadership is in fact that the company received the prestigious international Quality Award at International Quality Summit 2012, New York, USA, besides lots of other prestigious awards from Prime Minister and President's office.

Job Profile: He is responsible for overall supervision of the functioning of the company including Products, Procurement, Marketing, handling day to day affairs of the Company, regularly reporting to the Board on the activities of the Company.

Remuneration Proposed:

The proposed remuneration of ₹ 15,00,000/- (Rupees Fifteen Lakhs Only), comprise of monthly basic salary and all other perquisites and is fully justifiable and profile with respects to comparable to that prevailing in the industry, keeping in view the profile and the position of Managing industry, size of the Company.

Pecuniary relationship: Mr. Brahma Kishanchand Gurbani is one of the Promoter and Mrs. Meera Gurbani is wife of Mr. Brahma Kishanchand Gurbani.

II. OTHER INFORMATION:

Reasons for loss or inadequate profits:

The chocolate confectionery segment is dominated by a large number of MNCs and organized confectionery manufacturers. Company is mainly engaged in Contract manufacturing of confectionery products and margins are less in contract manufacturing compared to selling of products on its own, but marketing own product in the market dominated by MNCs requires to spend on marketing and withstand fierce competition from them.

Steps taken or proposed to be taken for improvement:

The Company is taking all efforts to improve efficiency in manufacturing and save cost where ever possible and also increasing production capacity to increase revenue.

Further company continues to focus on product innovation, upholding of its high quality standards, increase in its capability to market its own products

Expected Increase in productivity and profits in measurable terms:

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales own product and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

III. DISCLOSURES:

The details of remunerations and other information is given in the Corporate Governance part of the Directors' Report.

None of the Directors are interested or concerned in the proposed resolution except Mr. Brahma Kishanchand Gurbani and Mrs. Meera Gurbani.

Item No. 5 to 7:

Mr. Banala Jayaprakash Reddy and Mr. George Kurian are Independent Director of the company and were appointed at various times.

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Director' as defined in Section 149 of the Act, which has been notified w.e.f 1st April 2014, for term of 5 years and are not liable to retire by rotation. Further they can be re-appointed for another term of 5 Years on passing of special resolution by the members. The term will be counted from date of Commencement of Companies Act, 2013.

Company is receipt of notice U/s 160 of the Companies Act, 2013 proposing candidature of Mrs. Umra Singh Sirohi or appointment as director of the company.

The Company has received declarations from Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi confirming that they meet criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the listing Agreement. Brief profile of Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi is annexed to this Report.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act and Clause 49 of the Listing Agreement. Further as per the declarations received by the Company, they are not disqualified under Section 164 of the Companies Act, 2013. Hence the Board of Directors of your Company is also of the opinion that Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi are independent of the management of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of the above said Directors as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of said Directors as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act and Clause 49 of the listing agreement for the approval by the shareholders of the Company.

Pursuant to provisions of Section 149(10) of the Act, appointment of independent Directors for term as set forward in the notice requires approval of member by passing of ordinary resolution, hence these Resolutions at Item Nos. 05, 06, 07 of the Notice commended for approval of members.

Except Mr. Banala Jayaprakash Reddy, Mr. George Kurian and Mrs. Umra Singh Sirohi who are interested in their respective resolutions, None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No.8:

Your Directors has from time to time mortgaged and/or charged its all or any of the movable or immovable properties both present and future or the substantially whole of the undertaking for securing the loans availed by the Company from time to time.

As per the provisions of Section 180(1)(a) Companies Act, 2013, the above powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution. Hence this resolution is commended for your approval.

None of the Directors is interested in this resolution.

For and on behalf of the Board
For SAMPRE NUTRITIONS LIMITED

Place: Medchal
Date: 28.08.2014

B K GURBANI
Chairman and Managing Director

**Additional information on Directors recommended for
appointment / re-appointment as required under Clause 49 of the Listing Agreement.**

Name of Director	:	SRI BRAHMA KISHANCHAND GURBANI
Date of Birth	:	05.12.1953
Date of First Appointment	:	07.10.1992
Experience in Specific Functional Area		First generation entrepreneur who started with two manually operated Lolly Pop machines over 20 years ago with a team of just 10 persons in a tiny tenement rose to become an international recognizable confectionery major from India, whose vision has driven the company to greater heights. Mr. Gurbani is a Past President of ICMA & member of various trade bodies & associations. The testimony to his leadership is in fact that the company received the prestigious international Quality Award at International Quality Submit Newyork, USA, besides of lots of other prestigious awards from Prime Minister and President's office.
No. of Shares held in the company	:	9,16,016
Qualification	:	B.Com
Name of Director	:	SMT. MEERA BRAHMA GURBANI
Date of Birth	:	24.09.1953
Date of First Appointment	:	27.09.1997
Experience in Specific Functional Area		She is actively involved in social activities, especially in the field of upliftment of poor children through "ROUSHANI" organization at Secunderabad. As a Director of the Company, she is advising in HR Activities and welfare of workers.
No. of Shares held in the company	:	5,30,762
Qualification	:	Intermediate
Name of Director	:	SRI BANALA JAYAPRAKASH REDDY
Date of Birth	:	22.12.1955
Date of First Appointment	:	01.06.2006
Experience in Specific Functional Area		He has traveled intensively and acquired thorough experience of confectionery industry and very well worse with equipments supplied and engineering development that contributes for achieving more output and working with very efficient yields. Present he is workings consultant for confectionery units with specialization on plant management.
No. of Shares held in the company	:	Nil
Qualification	:	B.Com

Name of Director : **SRI GEORGE KURIAN**
Date of Birth : 18.04.1960
Date of First Appointment : 29.09.2007
Experience in Specific Functional Area : He has 27 years of rich varied experience in pharmaceuticals/confectionery industries majority of which has been with reputed Multinational Companies viz. M/s. Astra IDL, Parke-Davis Limited & Prizer and well known Indian companies like M/s. Gland Pharma Limited and M/s. Dabur Pharmaceuticals Limited. He has headed training department of control manufacturing division for "Halls" brand.
No. of Shares held in the company : Nil
Qualification : Post Graduate in Microbiology with proficiency course in Genetic Engineering

Name of Director : **Mrs. UMRA SINGH SIROHI**
Date of Birth : 07-01-1963
Date of First Appointment : NA
Experience in Specific Functional Area : Has vast experience in Business Management in the manufacturing & retail sales segments. She is a Member of Andhra Chamber of Commerce and ALEAP, which is a woman's Entrepreneur's organization and active participant in the role of upliftment of woman.
No. of Shares held in the company : Nil
Qualification : M.A. English Literature

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting herewith the Twenty Third Annual Report of together with the Audited Accounts for the financial year ended 31st March, 2014

FINANCIAL RESULTS

(Rs.in lakhs)

PARTICULARS	Current Year 2013-14	Previous Year 2012-13
Income		
Revenue from operations	1532.19	1081.34
Other Income	9.26	2.10
Total Income	1541.45	1083.44
Expenditure	1497.20	1064.47
Net profit before tax	44.25	20.97
Provision for taxation		
a) Current tax	23.15	17.31
b) Deferred tax	0.00	(13.26)
Profit after tax	21.10	16.92

OVERALL PERFORMANCE OF THE COMPANY:

During the financial year under review, your Company has recorded a turnover of Rs.1541.45 Lakhs and incurred a net profit after tax of Rs. 21.10 Lakhs compared to Turnover of Rs. 1083.44 Lakhs and net profit after tax of Rs. 16.92 Lakhs during the previous financial year.

Your Board of Directors are hopeful, that the performance of the Company will improve in the coming financial years.

Your Company has undergone stringent audit by the auditors of M/s Mondeleze India Foods Ltd in September 2013 and is being rated as the best in all standards and scored Highest Ranking in the region of Asia Pacific.

DIVIDEND

Due to insufficiency of profits your directors do not recommend any dividends for the financial year 2013-14.

DIRECTORS:

During the year Mr. Harnam Rajalsingh Bathija and Mr. Anil Santumal Sidhani resigned from the directorship of the company w.e.f 28.08.2014, the Board puts on record its appreciation for services rendered by them as directors of the Company.

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered into with Stock Exchanges, appointed Mr. Banala Jayaprakash Reddy and Mr. George Kurian as Independent Directors of the Company.

As per section 149(4) of the Companies Act, 2013 (Act), which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors. In accordance with the provisions of section 149 of the Act, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

Further Company is in receipt of notice U/s 160 of the act proposing candidature of Mrs. Umra Singh Sirohi for appointment as director of the company and The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mrs. Umra Singh Sirohi fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act and Clause 49 of the Listing Agreement and recommend for his appointment as Independent Director.

Further Smt. Meera Brahma Gurbani, who shall retire by rotation at this Annual General Meeting and being eligible offer herself for re-appointment.

The Board recommends their re/appointments.

PERSONNEL:

None of the Employees of the Company is drawing remuneration exceeding limits prescribed U/ s. 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DEPOSITS:

Your company has not accepted any deposits falling under Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules 1975 during the year.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 the directors of your Company hereby confirm that:

- i. In preparation of annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards have been followed along with proper explanation relating to material departure, if any, there from;
- ii. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March 2014 and of the profit and loss of the company for that period;
- iii. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- iv. The directors have prepared the annual accounts on a going concern basis.

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

As required under Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, the information is given in Annexure attached hereto which forms a part of this report.

AUDITORS:

M/s. KJD Srinivas & Co., Chartered Accountants, Statutory Auditors of the Company retire at the ensuing annual general meeting and expressed their unwillingness for re-appointment.

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/s. RRK & Associates as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 28th AGM to be held in the year 2019, subject to ratification of their appointment at every AGM. M/s. RRK & Associates Chartered Accountants have furnished the Certificate of their eligibility for appointment in compliance with Section 141 of the Companies Act, 2013.

The Board recommends their appointment.

CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS REPORT

As per clause 49 of the Listing Agreements entered into with the Stock Exchanges, Corporate Governance Report with auditors' certificate thereon and Management Discussion and Analysis are attached and form part of this report.

ACKNOWLEDGEMENTS:

Your Directors take this opportunity to place on record their gratitude for the continued support received from its Principals – Mondeleze India Foods Ltd (Cadbury India Limited) & Alkem Laboratories Limited. Your Directors also acknowledge with deep sense of appreciation the continued support from Shareholders, Investors, Suppliers, Bankers' – HDFC Bank Ltd & Tamilnad Merchantile Bank Ltd, Financial institutions – Abhinav Capital Services Limited and various Departments of Central and State Governments.

Your Directors also wish to convey their thanks and place on record their appreciation for the sincere efforts put in by the employees at all levels for the progress of the company.

Place: Medchal
Date: 28.08.2014

For and on behalf of the Board
For SAMPRE NUTRITIONS LIMITED

Sd/-
B K GURBANI
Chairman and Managing Director

FORM - "A"

Annexure- I

[PARTICULARS UNDER THE COMPANIES (DISCLOSURES OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1998.]

CONSERVATION OF ENERGY

A. POWER AND FUEL CONSUMPTION	Current Year	Previous Year
	2013-14	2012-13
1. Electricity		
a) Purchased Unit(Kwh)*	6,74,359	6,46,213
Total Amount Rs.	75,90,449	40,71,140
Rate/Unit Rs.	11.25	6.30
b) Own Generation		
i. Through Diesel Generator:		
Units Generated (Kwh)	21,891	1,06,189
Total Cost	12,94,667	58,72,268
Cost/Unit Rs.	59.14	55.30
ii. Through steam turbine/generator	-	-
2. Fire Wood (for Boiler)		
Used for Generation of Steam in Boiler		
- Quantity - Tons	1120	1,159
- Total Amount - Rs.	60,02,692	61,43,733
- Average Rate - Rs.	5360	5,300
3. Furnace Oil		
- Quantity- Liters	Nil	Nil
- Total Amount- Rs.	Nil	Nil
- Average Rate- Rs.	Nil	Nil
4. Other/internal generation	Nil	Nil

B. CONSUMPTION PER KG OF PRODUCTION

Particulars	2013-14	2012-13
Total Production (Kgs.)	59,54,270	48,57,169
Electricity (Kwh)	1.27	0.83
Furnace Oil	NIL	NIL
Fire Wood(Kgs)	1.00	1.26
Diesel (Itrs)	0.22	1.20

FORM - "B"
PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

A. RESEARCH AND DEVELOPMENT (R&D):

1. The Company is continuously putting the efforts for upgrading the product development and process. Time to time stability tests and product shelf life is being monitored.
2. Besides of the product Development, Company is also putting efforts to train the staff & work force.
3. The vitaminized candy "**CANDY NUTRI**" efficacy studies & effectiveness are conducted and Company is improving further to develop this product.
4. Expenditure on R & D:

Capital - The Company has spent an amount of ₹ 5.63 lakhs towards lab equipment

B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION:

The Company has invested in additional upgradation of the equipment to deliver high quality of "**ECLAIRS**" product of its principle customer M/s Mondeleze India Foods Ltd, for which the cream center filling equipment is replaced by a new one including 3 tier conveyer was installed to maintain the 8°C temperature for cooling the product at 1 ton per hour.

FOREIGN EXCHANGE EARNINGS & OUTGO: (IN Rs.)

	2013-14	2012-13
Foreign Exchange earnings	Nil	Nil
Foreign Exchange outgo	Nil	Nil

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Netscribes latest market research report titled Confectionery Market in India 2014 elaborates the competitive market scenario of the Indian Confectionery market and its growth prospects in the ensuing years. The Indian Confectionery market is experiencing rising demand due to various driving factors which, in turn, have been instrumental in providing immense opportunities to manufacturers to grow and operate in the market lucratively. The Indian Confectionery market is classified into three broad segments - chocolate confectionery, sugar confectionery and gum confectionery, wherein chocolate confectionery enjoys more popularity in comparison to the others.

The Indian confectionery market is experiencing rising demand due to various driving factors which, in turn, have been instrumental in providing immense opportunities to the manufacturers to grow and operate in the market lucratively. It is seen that chocolate confectionery enjoys more popularity in comparison to the others. The chocolate confectionery segment is dominated by a large number of MNCs and organized confectionery manufacturers.

Factors that have predominantly worked towards enabling the confectionery sector to grow in recent years that include higher disposable incomes that have enabled consumers to enhance their purchasing power, rapid urbanization that has led to busy lifestyles and subsequent inclination of consumers towards premium range of confectionery, aggressive marketing campaigns by all the players to break the product clutter and attract consumers through brand loyalty initiatives. In addition to these, the other factors which are contributing towards the rapid growth of the industry include the growing gifting culture within the country, fast expanding retail network and developing rural sector.

INDIAN CONFECTIONARY & CHOCOLATE INDUSTRY AT A GLANCE:

The consumption of chocolate is steadily increasing in urban and semi urban areas, registering a compound annual growth rate (CAGR) of 25% and is expected to cross Rs 7,500 crore by 2015, according to the estimates by apex industry body ASSOCHAM. Ahead of the festivals, the demand of chocolates is increased by 35% than the last year in urban areas due to rising awareness about adulterated and high-priced traditional sweets available in the market.

The chocolate market in precedent years has been witnessing tremendous growth in terms of value as well as volume. The governance of market is maintained by large international giants through franchisee and expansion into new markets which is leading to the growth of the chocolates market in India. The industry has a positive outlook due to phenomenal growth in the confectionery industry, rising per capita income and gifting culture in the country.

According to "India Chocolate Market Forecast & Opportunities, 2018", the per capita consumption of chocolates is increasing in the country which will continue to flourish the market revenues. It is expected that India chocolate industry will be growing at the CAGR 23% by volume between the years 2013-2018 and reach at 3,41,609 Tons. The dark chocolates are expected to account for the larger market share when compared to milk and white chocolates in the coming years. The introduction of medicinal and organic ingredients in the manufacturing of chocolates had lead to a new trend and development in the country, which will be adapted by major manufacturers to remain active in the market.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

Chocolate Industry Franchise Opportunities

In spite of the calories and fat it contains, chocolate is the most preferred choice these days when it comes to sweet indulgence. The demand for chocolates in India has clocked about 35 per cent rise as against last year primarily in urban areas due to the rising shift to chocolates from traditional mithai. India now demands more chocolates and so are the opportunities in this sweet industry.

Indians love sweets and their obsession for sweets have helped the industry to grow immensely. The emergence of international players to the Indian shores has further given the required boost as far as candies and chocolates are concerned. To keep a pace with the rising demand, few brands have taken the franchise route for expansion. In addition to this, the low cost franchise investments, less space requirement, and continuous support of franchisors for better returns, have motivated large number of entrepreneurs to take up candy and chocolate franchise. India being the second largest populous country in the world offers immense potential for such products.

PRODUCT PERFORMANCE:

During the year under review your company has reached a turnover of ₹ 1541.45 Lakhs. This contributes major income from contract manufacturing.

We are glad to share with you that, Sampre Nutritions has been awarded “Best in Class” among the manufacturing facilities with Mondeleze International, in the Asia Pacific Region. Also, Sampre has successfully upgraded facilities in Plant by installing additional equipments for reduction of cost.

Material Developments in Human Resources and Industrial Relations Front:

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

Your Company’s human resource management systems and processes are designed to enhance employee engagement, organizational capability and vitality so as to ensure that our businesses is positioned world class for competitive superiority and capable of achieving your Company’s ambitious plans for growth. A key component of your Company’s human resource strategy is the unique strategy of organization that ensures that each business is enabled to focus on its own product market while at the same time, leverages the synergies of a multi-business conglomerate. This unique strategy of organization also focuses on developing and nurturing distributed leadership and ensures that each of your Company’s businesses is managed by a team of competent, passionate and inspiring leaders, capable of building a future-ready organization through continuous learning, innovation and world class execution.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

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

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

REPORT ON CORPORATE GOVERNANCE

The following are the details furnished in the form as required under the Listing Agreement.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company's philosophy of Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of the business and in meeting its obligation to stakeholders, and is guided by a strong emphasis on transparency, accountability and integrity. This improves public understanding of the structure, activities and policies of the organization. Consequently, the organization is able to enhance the trust and confidence of the stakeholders. It is a culture based on a foundation of sound business ethics for accomplishing the long term strategic goal of the Company while taking into account the expectations of all the key stakeholders and within the applicable legal framework

Given below is a brief report on the practice followed at Sampre Nutritions Limited towards achievement of good Corporate Governance.

BOARD OF DIRECTORS:

The present strength of the Board consists of Six Directors, Four of them are Independent Non-Executive, one is Promoter - Executive director and one is Promoter Non-Executive Director. Your company has taken all necessary steps to strengthen the Board with Optimum combination of Independent and Promoter Directors. Board of Directors guides, direct and oversees overall management of the Company and protect interest of shareholders, employees and the society at large.

During the financial year 2013-14, Nine (9) Board Meetings were held on the following dates:

29.05.2013	15.07.2013	14.08.2013	27.08.2013	12.11.2013
12.12.2013	07.01.2014	08.02.2014	26.03.2014	

Attendance of each director at the Board meeting and last Annual General Meeting (AGM) and the number of Companies and committees where he or she is Director / Member (as on the date of Directors' Report).

S. No	Name of the Director	Category	Attendance at last AGM	Attendance in		Other Boards	
				Board Meeting Held	Board Meeting Attends	Directorship	Committees
1.	B K GURBANI	Promoter and Executive	YES	9	6	1	—
2	HARNAM R BHATIJA	Non-Executive Independent	YES	9	8	1	--
3	MEERA B GURBANI	Promoter and Non-Executive	YES	9	8	2	—
4	B JAYAPRAKASHREDDY	Non-Executive Independent	YES	9	7	1	--
5	ANIL S SIDHANI	Non-Executive Independent	YES	9	7	-	—
6	GEORGE KURIAN	Non-Executive Independent	YES	9	6	-	—

** Mr. Harnam Rajalsingh Bathija and Mr. Anil Santumal Sidhani resigned from the directorship of the company w.e.f 28.08.2014 and consequently various committees of Board are re-constituted

AUDIT COMMITTEE:

The primary objective of Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency in financial reporting.

Role of Audit Committee:

1. To oversee the Company's financial reporting process and disclosure of its financial information.
2. To recommend the appointment and removal of external auditors, fixation of audit fee and approval for payment of any other services;
3. To review with management the quarterly and annual financial results before submission to the Board
4. To review the adequacy of internal control systems with the management, external auditors and internal auditor;
5. To review the adequacy of internal audit function; discussing with internal auditor any significant findings and reviewing the progress of corrective actions on such issues; Major accounting policies and practices, compliance with accounting standards and with the stock exchange and legal requirements concerning financial statements and related party transactions, if any
6. To review the findings of any internal investigations by the internal auditor in matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and then reporting such matters to the Board;

7. To discuss with external auditors, before the audit commences, the nature and scope of audit as well as having post-audit discussions to ascertain areas of concern, if any;
8. To recommend the appointment and removal of cost auditors;
9. To review the Company's financial and risk management policies
10. To review the progress made on cases that are reported under the Whistle Blower Policy of the Company.

Composition:

Audit Committee of your Company as on date consists of following Non-executive Independent Directors:

1. Mr. Banala Jayaprakash Reddy - Chairman
2. Mr. Harnam R Bathija - Member (up to 28.08.2014)
3. Mr. Anil S Sidhani - Member (up to 28.08.2014)
4. Mr. George Kurian - Member (w.e.f 28.08.2014)

Meetings and attendance during the year:

The committee met Four times during the financial year on 29.05.2013, 14.08.2013, 12.11.2013 and 08.02.2014 attendance of each Member of Committee is as follows.

S. No	Name of the Member	Designation	No of Meetings held	No of Meetings attended
1	Mr. B Jayaprakash Reddy	Chairman	4	4
2	Mr. Harnam R Bathija	Member	4	4
3.	Mr. Anil S Sidhani	Member	4	3

NOMINATION AND REMUNERATION COMMITTEE:

Brief description of terms of reference

The Nomination and Remuneration Committee is vested with the powers relating to formulating the criteria for determining qualifications, attributes, independence of a directors, recommend to the board policies for executive directors and senior managements.

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

Composition-name of members and Chairperson

The Nomination & Remuneration Committee constitutes of following directors:

1. Mr. Banala Jayaprakash Reddy - Chairman
2. Mr. Harnam R Bathija - Member (up to 28.08.2014)
3. Mr. Anil S Sidhani - Member (up to 28.08.2014)
4. Mr. George Kurian - Member (w.e.f 28.08.2014)

The committee met once during the financial year on 04-08-2014.

DETAILS OF THE DIRECTORS' REMUNERATION

Name	Designation	Remuneration to be paid for the Financial year 2014-15 (in Rs.)		
		Salary & Perks	Commission	Total
B K Gurbani	Chairman & Managing Director	15,00,000	---	15,00,000

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Composition of Stakeholders Relationship Committee is as follows.

S.No.	Name of the Member	Designation
1.	Sri Meera B Gurbani	Chair Person
2.	Sri B Jayaprakash Reddy	Member

The role of Stakeholders' Relationship Committee is as follows:

1. Considering and resolving the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc.;
2. Ensuring expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
3. Evaluating performance and service standards of the Registrar and Share Transfer Agent of the Company;

OTHERS:

(a) **Name and designation of Compliance officer:** **B K GURBANI**
Chairman & managing Director

(b) Details of Investor complaints received and readressed during the year

Number of Complaints	Year 2013 – 14		
	Received	Resolved	Pending
Total Complaints	06	06	NIL

(c) General Body Meetings

Location and time where the last three AGMs held :

Year	Location	Date	Time (A.M)	No of Special Resolutions
2012-13	Lions Club Conference Hall, LIC Building, 2 nd Floor, Paradise Circle, Secunderabad-3	28.09.2013	11.00	Nil
2011-12	Lions Club Conference Hall, LIC Building, 2 nd Floor, Paradise Circle, Secunderabad-3	28.09.2012	11.00	Nil
2010-11	Lions Club Conference Hall, LIC Building, 2 nd Floor, Paradise Circle, Secunderabad-3	31.10.2011	11.00	NIL

Special Resolution was passed for Shifting of Registered Office from Secunderabad to Medchal in the last Annual General Meeting for FY 2013-14.

No Special Resolutions were passed through postal ballot at the Last Annual General Meeting (AGM) and no Special Resolutions are proposed through postal ballot at the ensuing Annual General Meeting.

DISCLOSURES:

CEO and CFO Certification:

The Managing Director and Chief Financial Officer have given a certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

Related Party Transactions:

There are no materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of company at large:

Transactions with related parties were disclosed in the Notes to Accounts in the Annual Report.

Compliance with the Governance Framework

The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements of constitution of the Remuneration Committee and establishing of Whistle Blower mechanism

Details of Non Compliance and Penalties:

There was no non-compliance by the company during the last 3 years on any matter relating to capital markets and there were no penalties imposed on the company by stock Exchange or SEBI or any statutory authority.

Means of Communication:

Quarterly results and Annual Results of the Company are normally published in Telugu & English Newspaper. Further all material information which will have some bearing on the operation of the company is sent to stock exchanges concerned.

Management Discussion and Analysis Report:

As required by Clause 49 of the Listing Agreement, Management Discussion and Analysis report is a part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION:

AGM: The Twenty Third Annual General Meeting of the Members of the Company will be held at 11:00 Hrs on **SATURDAY, 27TH SEPTEMBER, 2014** at Lions Club Conference Hall, LIC Building, 2nd Floor, Paradise Circle, Secunderabad – 500 003.

Financial Calendar:

First Quarter Results	Last week of August, 2014
Second Quarter Results	Last week of November, 2014
Third Quarter Results	Last week of February, 2015
Audit Results	Last week of May, 2015

Book Closure Date: Saturday, 20th September, 2014 to Saturday, 27th September, 2014
(both days inclusive)

E-voting Dates : From **Sunday, 21st September, 2014 9 A.M to**
Tuesday, 23th September, 2014 6.00 PM

Listing on Stock Exchanges: The shares of the company are listed on BSE Limited and Listing fee for the financial year 2014-15 has been paid to the exchange. Trading in the shares of the company is active at BSE. Company has complied with all the listing compliances.

Scrip Code : BSE - 530617

Market Price Data : High/Low during each month in last financial year on the
Stock Exchange is as follows:

Month	Bombay Stock Exchange Limited	
	High	Low
April 2013	11.02	8.70
May 2013	10.90	8.46
June 2013	8.92	8.92
July 2013	8.48	7.28
Aug 2013	7.61	6.92
Sep 2013	8.38	7.60
Oct 2013	7.99	6.89
Nov 2013	9.60	8.37
Dec 2013	10.02	9.55
Jan 2014	11.50	9.94
Feb 2014	10.87	8.56
Mar 2014	10.00	7.80

ISIN No. for NSDL & CDSL : INE375C01014

Registrar and Transfer Agents : **M/s. Big Share Services Private Limited**
306, 3rd Floor, Right Wing,
Amrutha Ville, Opp. Yashoda Hospital,
Raj Bhavan Road, Somajiguda
Hyderabad – 500 082.

SHAREHOLDING PATTERN AS ON 31st MARCH 2014:

SI no	Category	No. Of Shares Held	% Of Shareholding
1	Indian Promoters	25,84,500	53.62
2	Mutual Funds & UTI	-	-
3	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions / Non-Govt. Institution)	-	-
4	FII's	-	-
5	Private Corporate Bodies	70,502	1.46
6	Indian Public	18,86,748	39.14
7	NRI's / OCB's	2,78,250	5.77
	TOTAL	48,20,000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2014

Sl. No.	Category From - To Rs Rs	Total Share Holders	% of Total Share Holders	Total Holding in Rupees	% of Total Capital
1	Upto - 5000	2,752	79.68	59,09,390	12.26
2	5,001 - 10000	413	11.96	36,17,430	7.51
3	10,001 - 20000	145	4.19	23,06,940	4.79
4	20,001 - 30000	39	1.13	10,26,590	2.13
5	30,001 - 40000	25	0.72	9,31,440	1.93
6	40,001 - 50000	30	0.87	14,36,810	2.98
7	50,001 - 100000	30	0.87	23,39,740	4.85
8	1,00,001 and above	20	0.58	3,06,31,660	63.55
	Total	3,454	100.00	4,82,00,000	100.00

Dematerialization of shares and liquidity:

The Shares of the Company are under compulsory demat trading. The Company has already entered into necessary agreements with NSDL and CDSL for demat facility.

85.79% of total equity capital of the Company is held in dematerialization form with NSDL and CDSL as on 31st March, 2014.

Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity: Nil

Address for correspondence for both physical and demat:

M/s. Big Share Services Private Limited
306, 3rd Floor, Right Wing,
Amrutha Ville, Opp. Yashoda Hospital,
Raj Bhavan Road, Somajiguda, Hyderabad – 500 082

DECLARATION OF THE MANAGING DIRECTOR ON COMPLIANCE WITH CODE OF CONDUCT AND ETHICS:

SAMPRE NUTRITIONS LIMITED has adopted a Code of Business Conduct and Ethics (“the Code”) which applied to all employees and director of the company. Under code, it is responsibility of all employees and Directors to familiarize themselves with the Code and Comply with its standards.

I hereby certify that the Board Members and senior management personnel of Sampre Nutritions Limited have affirmed compliance with the Code for the Financial Year 2013-14.

Place: Medchal
Date: 28.08.2014

Sd/-
B K GURBANI
Chairman and Managing Director

AUDITOR'S REPORT ON CORPORATE GOVERNANCE

To
The Members
M/s SAMPRE NUTRITIONS LIMITED

We have examined the compliance of conditions of Corporate Governance by **M/s SAMPRE NUTRITIONS LIMITED** for the financial year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for insuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of Investor grievances received during the year ended 31st March, 2014, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
KJD SRINIVAS & CO.,
Chartered Accountants
FIRM No: 005352S

Place: Medchal
Date: 28.08.2014

Sd/-
KJD SRINIVAS
(Partner)
MM No.200487

M/s **KJD Srinivas & Co.**
Chartered Accountants
Plot No.67, Paigah Colony,
SP Road,
Secunderabad -500003

AUDITOR'S REPORT

To,
The Members of
M/s. SAMPRE NUTRITIONS LIMITED

Report on Financial Statements

1. We have audited the accompanying financial statements of M/s. SAMPRE NUTRITIONS LIMITED ("the company"), which comprise the Balance Sheet as at March 31st, 2014, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act") and in accordance with the accounting principles generally accepted in. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The Procedure selected depend on the auditor's judgment, including the assessment of the risks of materials misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that appropriate in the circumstances. An audit also includes evaluation the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluation the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

1. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - a. In the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2014.
 - b. In the case of the Statement of Profit & Loss, of the Profit of the year ended on that date; and
 - c. In the case of Cash Flow Statement, of the cash flows of the company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

2. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the Order.
3. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
 - e. On the basis of the written representation received from the directors as on 31st March 2014 taken on record by the Board of Directors, none of the directors is disqualified as a Director in terms of Section 274(1)(g) of the Act.

For **KJD SRINIVAS & CO**
Chartered Accountants
(Firm No. 05352S)

Place: Medchal
Date: 28.08.2014

Sd/-
KJD SRINIVAS
Partner
Membership Number : 200487

ANNEXURE TO THE AUDITOR'S REPORT

In our opinion and according to the information and explanations given to us, the nature of the company's business / activities during the year are such that clauses (v), (x), (xii), (xiii), (xv), (xviii), (xix) and (xx) of paragraph 4 of the Order are not applicable to the Company. In respect of the other clauses, we report as under:

(i) In respect of Fixed Assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the Information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) During the year, in our opinion, a substantial part of fixed assets has not been disposed off by the Company.

(ii) In respect of Inventory:

- (a) As explained to us, the Inventories other than material lying with third parties (which have substantially been confirmed) were physically verified during the year by the Management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanation given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) The Company has neither granted nor taken any loans, secured or unsecured, to / from companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1986 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. According to the information and explanation given to us, no Order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal on the Company.
- (vi) In our opinion, the Company has an internal audit system commensurate with the size of the Company and the nature of its business.
- (vii) We have broadly reviewed the cost records maintained by the Company, as prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956, and are of the opinion that prima facie the prescribed cost records have been maintained and are being made up. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (viii) According to the information and explanation given to us and according to the books and records as produced and examined by us, in our opinion :
 - (a) The Company is regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, Cess and other material statutory dues as applicable with the appropriate authorities.
 - (b) As at 31st March 2014, the following are the particulars of dues on account of income tax, sales tax, wealth tax, service tax, excise duty and Cess matters that have not been deposited on account of any dispute:

Name of the Statute	Nature of the Dues	Amount Rs.	Period to which the amount relates Various Years covering the period As on 31 st March 2014	Forum where pending
Central Excise Act, 1944	Excise Duty	Excise Duty Rs.74, 45,614/-, & Penalty of Rs.74, 45,614/-.	From April-2007 To March-2011	CESTAT, Bangalore, OIO No.34/2012 Dated: 19.07.2012.
Central Excise Act, 1944	Excise Duty	Excise Duty Rs.20, 03,700/-, & Penalty of Rs.60, 00,000/-.	From April-2011 To January-2012.	Commissioner of Central Excise Appeals O.R.No.135/2012 Dated:24.01.2013
Central Excise Act, 1944	Excise Duty	Interest Paid is Rs.5,92,478/- & is Rs.2,232/- & Excise Duty Paid of Rs.13,41,403/-	FY 2008-09	CESTAT, Bangalore, OIO No.33/2011 Dated: 17.08.2011
Central Excise Act, 1944	Excise Duty	Excise Duty Paid is Rs.3, 40,194/- & Interest and Penalty paid of Rs.1, 25,872/- & Rs.85, 049/-.	From April-2008 To March-2009	CESTAT, Bangalore, OIO No.04/2012 Dated: 12.03.2012
Central Excise Act, 1944	Excise Duty	Excise Duty of Rs.21, 83,993/- and Penalty of Rs.2, 00,000/-.	From February-2012 To September-2012.	Commissioner of Central Excise Appeals O.R.No.342013. Dated:31.05.2013.
Central Excise Act, 1944	Excise Duty	Excise Duty on Freebies Paid Rs. 63, 49,974/-.	From June-2008 To January-2013	Commissioner of Central Excise O.R.No.1272013. Dated:02.07.2013
Central Excise Act, 1944	Excise Duty	Excise Duty on Freebies Paid Rs. 10,05,000/-.	From October-2012 To March-2013	Commissioner of Central Excise O.R.No.230/2013. Dated:29.10.2013

Out of the total disputed dues approximate Rs. 3 Crore of above has been stayed for recovery by the relevant authorities.

- (ix) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution, bank or to debenture holders during the year.
- (x) In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in securities. The Company has maintained proper records of transactions and contracts in respect of shares, securities, debenture and other investments and timely entries have been made therein. All share, securities, debentures and other investments have been held by the Company in its own name.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- (xii) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short-term basis have not been used during the year for long-term investment.
- (xiii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no significant fraud on the Company has been noticed or reported during the year.

Place: Medchal
Date: 29.05.2014

For **KJD SRINIVAS & CO**
Chartered Accountants
(Firm No. 05352S)

KJD SRINIVAS
Partner
Membership Number : 200487

SAMPRE NUTRITIONS LIMITED
BALANCE SHEET AS ON 31.03.2014

Amount in Rupees

PARTICULARS	Notes	AS ON 31.03.2014	AS AT 31.03.2013
Equity and liabilities			
Shareholders' funds			
Share capital	3	48,200,000	48,200,000
Reserves and surplus	4	36,302,466	31,284,381
		<u>84,504,466</u>	<u>79,484,381</u>
Share application money pending allotment	-	-	-
Non-current liabilities			
Long-term borrowings	5	3,616,571	2,006,076
Long-term provisions	6	-	-
Deferred Tax Liability (net)	11	5,554,834	6,835,490
		<u>9,171,405</u>	<u>8,841,566</u>
Current liabilities			
Short-term borrowings	7	33,495,046	6,748,634
Other current liabilities	8	19,196,207	31,027,907
Short-term provisions	6	-	-
		<u>52,691,252</u>	<u>37,776,541</u>
TOTAL		<u>146,365,124</u>	<u>126,102,487</u>
Assets			
Non-current assets			
Fixed assets			
Tangible assets	9	101,468,973	86,378,466
Intangible assets	10	-	-
Intangible assets under development		-	-
Non-current investments	-	-	-
Deferred tax assets (net)	-	-	-
Long-term loans and advances	-	-	-
Other non-current assets	-	-	-
		<u>101,468,973</u>	<u>86,378,466</u>
Current assets			
Current investments		-	-
Inventories	14	265,520	2,794,220
Trade receivables	15	33,621,881	20,553,599
Cash and bank balances	16	373,756	1,306,190
Short-term loans and advances	12	9,662,404	13,989,356
Other current assets	13	972,589	1,080,654
		<u>44,896,151</u>	<u>39,724,019</u>
TOTAL		<u>146,365,124</u>	<u>126,102,487</u>

Summary of significant accounting policies 2.1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For KJD Srinivas & Co

Chartered Accountants

(Firm No : 05352S)

KJD Srinivas

Partner (M.No. 200487)

Place: Medchal

Date: 29.05.2014

for and on behalf of the Board

for Sampre Nutritions Limited

Sd/-

(B K GURBANI)

Chairman Managing Director

Sd/-

(MEERA B GURBANI)

Director

SAMPRE NUTRITIONS LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2014

PARTICULARS	Notes	Year ended 31.03.2014	Year ended 31.03.2013
<i>Amount in Rupees</i>			
A. Income			
Revenue from operations	17	153,218,680	108,134,162
Other income	18	926,330	210,289
Total revenue (I)		154,145,010	108,344,451
Expenses			
Raw Material Consumed	19	40,176,949	10,999,287
Manufacturing Expenses	20	76,204,322	62,262,334
Increase or Decrease in Stock	21	(2,528,700)	2,506,262
Employee benefit expenses	22	4,759,716	5,644,904
Finance costs	23	2,858,728	2,747,702
Other expenses	24	16,410,394	11,557,816
Depreciation and amortization expense	25	11,838,599	10,528,958
Preliminary Exp written off		-	-
Total expenses (II)		149,720,007	106,247,262
(Loss) / profit before tax (III)=(I)-(II)		4,425,003	2,097,189
Tax expenses			
Current tax		2,315,062	1,731,423
Deferred tax		-	(1,326,762)
(Excess)/short provision of tax relating to earlier years		-	-
Total tax expense (IV)		2,315,062	404,661
(Loss) / profit for the year (III)-(IV)		2,109,941	1,692,529
Less/Add: Prior Period Expenditure		-	-
Balance carried to Balance Sheet		2,109,941	1,692,529
Earnings per equity share			
Basic (Computed on the basis of total (loss) / profit for the year)		0.44	0.35
Diluted (Computed on the basis of total (loss) / profit for the year)		0.44	0.35

Summary of significant accounting policies 2.1

The accompanying notes are an integral part of the financial statements

For **KJD Srinivas & Co**
Chartered Accountants
(Firm No : 05352S)

Sd/-

KJD Srinivas
Partner
(M.No. 200487)

Place: Medchal
Date: 29.05.2014

for and on behalf of the Board
Sampre Nutritions Limited

Sd/-

(B K GURBANI)
Managing Director

Sd/-

(MEERA B GURBANI)
Director

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2014	AS ON 31.03.2013
3. Share capital		
Authorized shares		
60,00,000 (March 31, 2014: 60,00,000) equity shares of	60,000,000	60,000,000
Issued, subscribed and fully paid-up shares		
48,20,000 (March 31, 2014: 48,20,000) equity shares of Rs.10/- each fully paid up	48,200,000	48,200,000
Total issued, subscribed and fully paid-up share capital	48,200,000	48,200,000

**(a) Reconciliation of the shares outstanding at the
beginning and at the end of the reporting year**

Equity shares

	31-Mar-2014		31-Mar-2013	
	No. of Shares	(in Rs)	No. of Shares	(in Rs)
At the beginning of the year	4,820,000	48,200,000	4,820,000	48,200,000
Issued during the year – Additional Issue	-	-	-	-
Issued during the year – Stock options	-	-	-	-
Outstanding at the end of the period	4,820,000	48,200,000	4,820,000	48,200,000

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Dividend declared and paid would be in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Equity shares of Rs.10 each fully paid	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
1. B K Gurbani	916,016	19.00%	916,016	19.00%
2. Saritha. B. Gurbani	761,762	15.80%	761762	15.80%
3. Meera B. Gurbani	530,762	11.01%	530,762	11.01%

As per the records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2014	AS ON 31.03.2013
4. Reserves and surplus		
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	26,084,381	14,029,167
Add: Profit/ (Loss) for the year	2,109,941	1,692,528
Less: Share of profit of firm already transferred	-	-
Add / Less : Transfer of Balances	<u>2,908,144</u>	<u>10,362,686</u>
Net surplus/ (deficit) in the statement of profit and loss	<u>31,102,466</u>	<u>26,084,381</u>
State Subsidy	1,500,000	1,500,000
Share Premium	3,700,000	3,700,000
Total reserves and surplus	<u>36,302,466</u>	<u>31,284,381</u>
5. Long-term borrowings		
Vehicle Loans	<u>3,616,571</u>	<u>28,219,219</u>
	<u>3,616,571</u>	<u>2,006,076</u>
6. Provisions		
Long Term Provisions		
Provision for Taxation	-	-
Short term provisions		
Provision for taxation (Net of advance tax)	-	-
Other provisions	-	-
	-	-
7. Short-term borrowings		
Loan repayable on demand		
Axis Bank	-	2,649,834
Abhinav Capital	10,000,000	-
Other loans and advances		
Loan against Deposits	-	-
Unsecured borrowings	23,495,046	4,098,800
Credit Cared Dues	-	-
	33,495,046	6,748,634
The above amount includes		
Secured borrowings	10,000,000	2,649,834
Unsecured borrowings	23,495,046	4,098,800

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2014	AS ON 31.03.2013
8. Other current liabilities		
Trade payables (including acceptances and no MSME paybles)	5,697,587	20,198,074
Other liabilities		
Advance from Customers	-	-
Employee benefit payable	4,205,596	2,235,084
Statutory dues payable	3,334,732	4,260,782
Expenses and other payable	<u>5,958,292</u>	<u>4,333,966</u>
	<u>19,196,207</u>	<u>31,027,907</u>
10. Intangible assets	NIL	
11. Deferred tax asset/ (liability) (net)		
Deferred tax asset/ (liability)		
Opening Balance	(6,835,491)	(8,162,253)
Deferred Tax Asset / Liability for the period	<u>1,280,657</u>	<u>1,326,762</u>
Deferred tax asset (net)	<u>(5,554,834)</u>	<u>(6,835,491)</u>
12. Loans and advances		
A. Security deposits		
Electricity and other Deposits	<u>3,595,995</u>	<u>3,595,995</u>
	(A) <u>3,595,995</u>	<u>3,595,995</u>
B. Advances recoverable in cash or kind		
Capital Advances	-	-
Receivables from Directors	-	4,058,840
Unsecured, considered doubtful	-	-
	-	4,058,840
Provision for doubtful advances	<u> </u>	<u> </u>
	(B) <u> </u>	<u>4,058,840</u>
C. Other loans and advances		
Employee Loans (Secured, considered good)	499,950	29,900
Loans to Others (Unsecured, considered good)	-	-
Balances with Revenue Authorities	-	-
Balances with Revenue Authorities Excise Duty	-	1,101,302
Balances with Revenue Authorities Vat	729,855	142,391
Balances with Revenue Authorities Income Tax TDS	4,120,929	4,120,929
Advance income tax	-	-
Prepaid expenses	400,00	940,000
Other Advances	-	-
	(C) <u>6,066,409</u>	<u>6,334,521</u>
Total (A+B+C)	<u>9,662,404</u>	<u>13,989,356</u>

10. Tangible assets	Free Hold Land	Furniture & fixtures	Plant and Machinery	Factory Building	Vehicles	Office Equipment	Electrical Equipment	Lab Equipment	Computer	Office and Canteen	Air Conditioning	Generator	Misc Fixed Assets	Total
	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)	(in Rs)
Cost														
At April 1, 2010	2,124,162	3,891,043	93,658,820	29,978,807	10,485,307	1,747,927	4,587,740	1,077,228	123,441	2,237,920	4,868,888	1,592,936	245,828	156,610,027
Additions	-	-	6,278,389	-	6,045,867	22,500	60,611	138,243	77,140	-	-	-	207,279	12,830,029
Disposals	2,124,162	-	-	-	191,000	-	-	-	-	-	-	-	-	191,000
At March 31, 2011	2,124,162	3,891,043	99,937,209	29,978,807	16,340,174	1,770,427	4,648,351	1,215,471	200,581	2,237,920	4,868,888	1,592,936	463,107	169,249,056
Additions	-	-	1,910,130	4,873,174	-	-	293,218	3,550	17,000	-	522,119	-	1,100	7,620,291
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At March 31, 2012	2,124,162	3,891,043	101,847,339	34,851,981	16,340,174	1,770,427	4,941,569	1,219,021	217,581	2,237,920	5,390,987	1,592,936	464,207	176,969,347
Additions	-	179,004	2,653,956	1,461,743	1,066,618	48,100	416,487	42,709	17,919	-	-	-	124,989	6,011,525
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At March 31, 2013	2,124,162	4,070,047	104,501,295	36,313,724	17,406,792	1,818,527	5,358,056	1,261,730	235,500	2,237,920	5,390,987	1,592,936	579,196	182,880,872
Additions	-	518,253	3,055,393	17,972,960	4,109,978	152,663	1,091,352	567,297	134,800	-	983,484	223,471	22,000	28,931,651
Disposals	-	-	980,511	-	1,022,031	-	-	-	-	-	-	-	-	2,002,542
At March 31, 2014	2,124,162	4,588,300	105,576,177	54,286,684	20,494,739	1,971,190	6,449,408	1,829,027	370,300	327,920	6,394,471	1,916,407	601,196	209,809,981
Depreciation														
At April 1, 2010	-	3,204,988	34,458,743	12,147,674	6,925,042	1,346,392	3,538,982	1,077,269	49,092	562,369	4,428,975	1,293,470	184,042	69,184,038
Charge for the year	-	246,303	4,546,066	1,001,292	1,166,678	123,822	325,014	81,389	89,215	36,478	343,522	112,621	21,005	8,073,405
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At March 31, 2011	-	3,451,291	39,004,809	13,148,966	8,128,720	1,470,214	3,863,996	1,098,658	118,307	598,847	4,477,497	1,406,091	205,047	77,257,443
Charge for the year	-	246,303	4,814,981	1,100,714	1,552,317	125,169	349,516	86,073	85,732	36,478	371,683	112,621	32,107	8,905,694
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At March 31, 2012	-	3,697,594	43,819,790	14,249,680	9,681,037	1,595,383	4,205,512	1,174,731	204,039	635,325	5,144,180	1,518,712	237,154	86,163,137
Charge for the year	-	249,384	5,932,077	1,188,293	1,623,191	126,938	717,699	86,998	31,460	36,478	236,806	74,222	35,723	10,339,269
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At March 31, 2013	-	3,946,978	49,751,867	15,437,973	11,304,228	1,722,321	4,923,211	1,261,729	235,699	671,803	5,390,986	1,592,534	272,877	96,502,406
Charge for the year	-	273,046	6,061,230	1,491,266	1,739,767	134,896	820,642	111,674	51,881	36,478	831,984	244,026	41,510	11,838,599
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-
At March 31, 2014	-	273,046	6,061,230	1,491,266	1,739,767	1,856	820,842	1,116,74	51,881	36,478	891,984	244,026	41,510	84,653,807
Net Block														
At March 31, 2011	2,124,162	499,752	60,932,400	16,298,841	8,211,454	300,213	784,355	126,813	82,274	1,639,073	86,371	186,945	248,060	91,991,613
At March 31, 2012	2,124,162	193,449	58,207,549	20,602,301	6,659,137	175,044	736,057	44,290	13,542	1,602,995	236,907	74,224	217,053	90,706,210
At March 31, 2013	2,124,162	123,069	54,749,428	20,875,751	6,102,564	96,206	434,885	1	1,581,117	1	1	2	306,319	88,378,466
At March 31, 2014	2,124,162	388,276	50,763,081	37,357,442	7,450,744	113,973	705,355	455,624	82,290	1,529,639	151,301	79,447	266,809	101,463,973

The Company does not have any other leasehold assets except as disclosed above. All assets have been recognized at cost.

Note 10

Intangible assets NIL

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2014	AS ON 31.03.2013
13. Other assets		
Interest Reserve	-	-
Misc Expenditure to the extent not written off	<u>972,589</u>	<u>1,080,654</u>
	972,589	2,560,425
Provision for doubtful others	<u>-</u>	<u>-</u>
	972,589	1,080,654
14. Inventories		
(a) Raw materials	265,520	2,794,220
(b) Packing Materials	-	-
(c) Work-in-progress	-	-
(d) Finished goods	<u>-</u>	<u>-</u>
	265,520	2,794,220
15. Trade receivables		
Receivables(Outstanding for a period of more than six months)	-	-
Other receivables (Outstanding for a period less than six months from the date they are due for payment)	33,621,881	29,854,503
Unsecured, considered good	-	-
Doubtful	<u>33,621,881</u>	<u>20,553,599</u>
Provision for doubtful trade receivables	<u>-</u>	<u>-</u>
	33,621,881	20,553,599
16. Cash and bank balances		
Cash and cash equivalents		
Balances with banks:		
On current accounts	310,750	1,048,487
Deposits with original maturity of less than three months	-	-
Cash on hand	<u>63,006</u>	<u>257,702</u>
	373,756	1,306,189
Other bank balances		
Margin money deposit	-	-
	<u>-</u>	<u>-</u>
Amount disclosed under non-current assets	<u>373,756</u>	<u>1,306,189</u>

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2014	AS ON 31.03.2013
17. Revenue from operations		
Sale of products	41,534,749	1,782,144
Processing Charges	111,683,931	95,320,316
	153,218,680	108,134,162
18. Other income		
Interest on deposits	409,730	30,089.00
Dividend Income	516,600	180,200.00
Other non operating income	-	-
	926,330	210,289
19. Raw Materials and Packing Materials Consumed		
Opening stock	2,794,220	287,958
Add: Purchases	35,119,549	13,505,549
	37,913,769	13,793,507
Less: Closing stock	265,520	2,794,220
Cost of material consumed	37,648,249	10,999,287
20. Other Manufacturing Expenses		
Fuel & Power Consumption	14,887,808	15,127,377
Factory Salaries and Wages (Including Provident fund and other funds)	31,322,427	30,328,617
Factory Expenses	1,868,372	1,115,749
Transport and Hamali Charges	321,065	134,453
Processing Loss and Other Charges	125,101	534,566
Repairs and Maintenance	2,781,776	2,198,272
Subcontracting Expenses	24,897,773	12,823,300
	76,204,322	62,262,334
21. Increase/Decrease in Stock		
Inventories at the end of the year:		
Finished goods	-	-
Work-in-progress	-	-
Raw Material	265,520	2,794,220
	265,520	2,794,220
Inventories at the beginning of the year:		
Finished goods	-	-
Work-in-progress	-	-
Raw Material	2,794,220	287,958
	2,794,220	287,958
Increase/(Decrease) in stock	(2,528,700)	2,506,262
22. Employee benefit expenses		
Salaries and wages including Provident Fund and other funds	3,222,550	3,602,566
Bonus	70,375	71,500
Gratuity	566,791	1,070,838
Directors Remuneration	900,000	900,000
	4,759,716	5,644,904

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2014	AS ON 31.03.2013
23. Finance costs		
Interest		
On Working Capital facility	-	429,050
On Term Loans	1,349,436	1,250,000
Other finance costs	1,497,756	991,506
Bank charges	11,536	77,145
	<u>2,858,728</u>	<u>2,747,702</u>
24. Other expenses		
Advertisement Expenses	103,639	10,430
AGM Expenses	9,700	-
Building Maintenance	513,613	21,584
Business Promotion Expenses	3,858,654	1,756,020
Chit Loss	540,000	235,000
Courior and Postal Charges	107,668	82,866
Donations	68,668	14,500
Electricity Charges	306,381	57,345
Electrical Maintenance	-	252,882
Excise Duty Paid	-	-
General Expenses	1,490,983	1,528,306
House Keeping Expenses	-	3,787
Income Tax Paid AY 2014-15	-	-
Insurance	280,294	217,135
Internet Expenses	60,110	-
Legal and professional	308,734	893,950
Machinery Maintenance	-	472,997
Medical Expenses	33,634	86,740
Membership and Subscription Fee	-	25,000
Miscellaneous expenses	-	511,081
Office Expenses	93,418,	172,668
Payments to auditors	168,540	168,540
Pest Control Expenses	-	237,308
Preliminary Expenses written off	108,065	180,108
Printing and stationery	354,072	345,639
Professional Tax	32,190	68,650
Rates and taxes	234,247	209,861
Rental Charges	270,000	360,000
Repairs and maintenance	17,153	10,525
Service Tax Paid	225,782	-
Security Services	507,749	338,229
Staff Welfare Expenses	1,723,815	101,355
Telephone Expenses	780,032	561,970
Transport Charges	-	117,588
Travelling and conveyance	3,904,751	2,443,731
Vehicle Maintainence	308,502	72,020
	<u>16,410,394</u>	<u>11,557,816</u>

**SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET**

Amount in Rupees

PARTICULARS	AS ON 31.03.2014	AS ON 31.03.2013
25. Depreciation and amortization expense		
Depreciation of tangible assets	11,838,599	10,528,958
	<u>11,838,599</u>	<u>10,528,958</u>

Notes 1-2

Corporate information

The Company is into the activity of manufacturing of Sugar Candies. The principal place of business is situated at 133, APIIC Industrial Estate, Medchal-500 401, RR Dist, Telangana.

SIGNIFICANT ACCOUNTING POLICIES:

I. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

II. Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

III. Inventories

The basis for valuation of inventories is as under:

1	Raw Materials & Packing Materials	Cost or realizable value whichever is lower. Cost is computed on the basis of weighted average method including freight and related expenses reduced by CENVAT benefits.
2	Work-in-progress	At cost or net realizable value, whichever is lower (Cost includes materials and related overheads)
3	Finished Goods	At cost or net realizable value, whichever is lower
4	Stores, spare & consumables	Cost or realizable value whichever is lower. Cost is ascertained on weighted average basis.

IV. Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

V. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

VI. Depreciation and amortization

Depreciation has been provided on the straight-line method as per the rates prescribed in Schedule XIV to the Companies Act, 1956.

VII. Revenue recognition

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

VIII. Other income

Interest income is accounted on accrual basis. Dividend income, if any is accounted for when the right to receive it is established.

IX. Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

X. Government grants, subsidies and export incentives

Subsidy received is credited to reserves and surplus.

XI. Employee benefits

Employee benefits include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

Defined contribution plans

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity fund and post-employment medical benefits, the cost of providing benefits is determined in accordance with the rules of the Company and are provided for based on the assumptions that such benefits are payable to employees at the end of the accounting year.

NOTES ON ACCOUNTS

1. Contingent liabilities not provided for in respect of:

- a. The company is in receipt of assessment order of Sales Tax for the years 05-06 & 06-07 by not considering the Input tax on the materials which were used in the Job works, against the said assessment order, the company has preferred for appeal before the Deputy Commissioner of Sales Tax, Hyderabad. The Company is expecting a favorable result from the appellate authority.

2. Secured Loans:

- a. The loans under hire purchase schemes are secured by hypothecation of vehicles owned by the company for Rs. 36.16 Lakhs
- b. M/s Sampre Nutritions Ltd. has received Rs. 1 Crore as Secured loan by primarily secured by first charge on Plot situated between Plot No. 133 & 135, APIIC, Industrial Estate, Medchal belongs to Sampre Nutritions Ltd.
3. The sundry debtors, current assets, loans and advances have a value on realization, in the ordinary course of business, at least equal to the amount at which they are stated by the company.
4. The company has corresponded with old debtors and creditors and the dues which were neither recoverable nor payable have been written off during the year. Still there are some parties from which the company is yet to receive confirmations in respect of balances outstanding in sundry debtors and creditors.
5. As per the information available with the company, it appears that no dues outstanding for more than 30 days in excess of Rs.1,00,000/- as on 31st March 2014 in respect of Small Scale Industrial Undertakings. It is reported that there are no specific claims on the company from the small scale industrial supplier under the "Interest on Delayed Payments to small Scale and Ancillary Industrial Undertaking Act, 1993" during the said year.

6. Payment to Auditors:

Particulars	31 st March, 2014 (Amount Rs.)	31 st March, 2013 (Amount Rs.)
Audit fees	100,000	1,00,000
Tax Audit Matters	30,000	30,000
Certification & Other Services	20,000	20,000
Total	1,50,000	1,50,000

7. Director's Remuneration:

Particulars	31 st March, 2014 (Amount Rs.)	31 st March, 2013 (Amount Rs.)
Salary & Allowances to Managing Director	6,60,000	6,60,000
Salary & Allowances to Other Directors	2,40,000	2,40,000
Total	9,00,000	9,00,000

8. There are no debts outstanding as on 31st March 2014 from Directors or other officers of the company other than imprest cash in order to meet running expenses.

9. Segment Reporting:

The company's business consists of one primary reportable business segment of manufacturing and sale of sugar boiled candies and toffees with manufacturing facility at single place and consists of major revenue on account of Processing charges, no separate disclosures pertaining to attributable revenues, profits, assets, liabilities and capital employed are given as required under Accounting Standard – 22.

10. Deferred Tax Liability:

Deferred tax liability as on 01.04.2014 due to timing differences between financial statements and taxation statements based on the return of income filed by the company as per applicable rate of taxation, estimated has been shown under Deferred Tax Liability in Balance Sheet as per the procedure prescribed in the Accounting Standard – 22.

The movement of Provision of Deferred Tax for the year ended 31-03-2014 is as given below:

Particulars	(Liability) / Asset as on 01.04.2013	Asset / (Liability) for the year	(Liability) / Asset as on 31.03.2014
Timing Differences on account of depreciation of assets	(68,35,490)	12,80,657	(55,54,834)

11. Earnings per Share (EPS)

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

Particulars	2013-14	2012-13
Profit attributable to Equity Share Holders (A)	21,09,941	16,92,528
Basic / Weighted Average Number of Equity Shares outstanding during the year (No. s) (B)	48,20,000	48,20,000
Nominal value of each equity Share (Rs.)	10/-	10/-
Earnings Per share	0.44	0.35

12. Taxes on income

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

13. Disclosure as required by Accounting Standard 18 (AS – 18)

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

Name of the related parties and description of relationship

- | | |
|-----------------------------|---|
| a) Associates: | M/s. Royes Industries Limited
M/s. Naturalle Health Products Pvt. Ltd. |
| b) Key Managerial Personnel | Shri Brahma K Gurbani (MD)
Smt. Meera B Gurbani (Director) |

c) Details of transactions during the year :

Particulars	Associates	Key Managerial Personnel	Relatives of Key Managerial Personnel
Remuneration	NIL	9,00,000	-
Rent Paid	Nil	1,80,000	90,000

14. Disclosure as required under Clause 32 of Listing Agreement.

Loans and Advance to associates and other related parties in normal course of business:

Name of the Co.mpany	Amount outstanding as on 31.03.2014	Max. Outstanding during the year
Royes Industries Limited	256 Lakhs	216.68
Naturalle Health Products Pvt. Ltd.	44 Lakhs	38.00

15. Previous year's figures have been re grouped / and or re arranged wherever necessary to confirm with the current year classification.
16. Provision for accruing liability for Super Annuation / Retirement benefits have been made in the basis of the liability as actually determined as at the year end.
17. Depreciation has been provided on straight line method in accordance with the provision of companies act, 1956.
18. There were no employees drawing remuneration of Rs.60.00lacs or more per annum or Rs.5.00 lacs or more per month, if employed for part of the year.
19. Paisa is rounded off to nearest rupee.
20. Micro and Medium Scale Business Entities:
There are no micro, small and medium enterprises, to whom the company over dues, which are outstanding for more than 45 days as at 31st March 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
21. ADDITIONAL INFORMATION pursuant to provisions of para 3, 4C and 4D of part II Schedule VI of the Companies Act, 1956.

Capacity production, Sales & Stocks

Sl. No.	Particulars	2013-14		2012-13	
		Value	Quantity	Value	Quantity
A	Capacity Production, Sales & Stocks				
1.	Capacity				
a.	Licensed Capacity	N.A.	6000 TPA	N.A.	2400 TPA
b.	Installed Capacity (Single shift basis)	N.A.	2600 TPA	NA	2400 TPA

(As certified by Management but not verified by auditors being a technical matter)

Particulars	2013 – 14		2012 – 13	
	Quantity (Kg)	Value	Quantity (Kg)	Value
Opening Stock	42800	27.94	778	2.88
Production (Sugar based candies)	5997074	N.A.	35829710	N.A.
Closing Stock	-	-	42800	27.94
Sales – Own product (Sugar based candies Confectionery)	621000	415.34	150545	128.14
Sales – Job work	5333274	1116.83	4706624	953.20

The quantitative details indicated above includes production & dispatches made on principal to principal basis and Loan license basis.

(Rs. in Lakhs)

Material Consumed	2013 – 14		2012 – 13	
	Quantity (Kg)	Value	Quantity (Kg)	Value
Raw Material (Nos / Kgs)				
- Sugar	181800	61.75	81890	27.02
- Glucose	238750	69.33	76700	19.94
- Flavours & others	24508	34.27	14508	14.45
Total	445058	165.35	173098	61.41
Packing Material (Nos.)				
Primary packing (laminate)	22186	38.23	6345	14.59
Others	-	-	-	-
Total	22186	38.23	179443	76.00

B. Value of Imports on CIF Basis	N.A.	NA	N.A.	N.A.
C. Expenses in Foreign Currency	NIL	N.A.	N.A.	N.A.

D. Value of Imported and Indigenous Materials consumed and % of each to total consumption

i. Imported	NIL	NIL
ii. Indigenous	NIL	8.48
iii Percentage	NA	100%

Signature to schedule 1 to 14

As per our report attached

For KJD SRINIVAS & CO

Chartered Accountants

(Firm No : 05352S)

Sd/-

KJD SRINIVAS

Partner.

Membership No: 200487

Place: Medchal

Date: 29.05.2014

for and on behalf of the Board

Sd/-

(B K GURBANI)

Chairman & Managing Director

Sd/-

(MEERA B GURBANI)

Director

SAMPRE NUTRITIONS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

PARTICULARS	Year ending 31.03.2014	Year ending 31.03.2013
Cash flow from operating activities		
(Loss) / profit before tax	4,425,003	2,097,189
Add: Shortfall in payment of advance income tax		
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortization	11,838,599	10,339,269
Interest/ Non-Operate Income	2,908,144	10,362,686
Loss/ (profit) on sale of fixed assets		-
Operating (loss) / profit before working capital changes	19,171,746	22,799,144
Movements in working capital :		
Increase/ (decrease) in other current liabilities	(11,831,700)	15,831,713
Decrease / (increase) in trade receivables	(13,068,282)	9,300,904
Decrease / (increase) in long-term loans and advances	-	-
Decrease / (increase) in short-term loans and advances	4,326,952	(1,843,734)
Decrease / (increase) in other current assets	2,636,765	(1,026,491)
Decrease / (increase) in other non-current assets	(1,280,649)	-
Cash generated from /(used in) operations	(45,169)	45,061,535
Direct taxes paid (net of refunds)	(2,315,062)	(1,731,423)
Net cash flow from/ (used in) operating activities (A)	(2,360,232)	43,330,112
Cash flows from investing activities		
Purchase of fixed assets, including capital work in progress and capital advances	(28,931,651)	(6,011,525)
Proceeds from Sale of Fixed Assets	2,002,542	-
Net cash flow from/ (used in) investing activities (B)	(26,929,109)	(6,011,525)
Cash flows from financing activities		
Proceeds from issuance of equity share capital (including share application money)		-
Long-term borrowings (net)	1,610,495	(44,592,559)
Short-term borrowings (net)	26,746,412	6,663,471
Finance Expenses	-	-
Net cash flow from/ (used in) in financing activities (C)	28,356,907	(37,929,089)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(932,434)	(610,501)
Cash and cash equivalents at the beginning of the year	1,306,190	1,916,691
Cash and cash equivalents at the end of the year	373,756	1,306,190
Components of cash and cash equivalents		
Cash on hand	63,006	257,702
With banks		
- on current account	310,750	1,048,487
- on deposit account	-	-
Less: Balances in margin money deposits placed to avail loans, Bank Guarantees from banks, financial institutions and as cash collateral in connection with asset assignments / securitization transactions.	-	-
Total cash and cash equivalents	373,756	1,306,190

As per our report attached

For KJD SRINIVAS & CO

for and on behalf of the Board

Chartered Accountants

(Firm No : 05352S)

Sd/-

Sd/-

Sd/-

KJD SRINIVAS

(B K GURBANI)

(MEERA B GURBANI)

Partner - M. No: 200487

Chairman & Managing Director

Director

M/s **KJD Srinivas & Co.**
Chartered Accountants
Plot No.67, Paigah Colony,
SP Road,
Secunderabad -500003

AUDITORS' CERTIFICATE

To
The Board of Directors,
Sampre Nutritions Limited
Plot No. 133, I.E. Medchal.

We have examined the attached Cash Flow Statement of M/s. Sampre Nutritions Limited for the year ended 31st March, 2014.

The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of listing agreement with the Stock Exchange and is based on and in agreement with the corresponding Statement Profit & Loss and Balance Sheet of the Company covered by our report of 31st March 2014 to the members of the Company.

For **M/s KJD SRINIVAS & CO.,**
CHARTERED ACCOUNTANTS
(Firm No : 05352S)

PLACE: Medchal
DATE : 29.05.2014

Sd/-
KJD SRINIVAS
Partner.
Membership No.200487

SAMPRE NUTRITIONS LIMITED
CIN: L15499TG1991PLC013515

Plot No. 133, Industrial Estate, Medchal - 501 401, Telangana

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

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

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

Name:	E-mail ID:
Address:	Signature:

Or failing him/her

Name:	E-mail ID:
Address:	Signature:

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on **Saturday, 27th September, 2014 At 11.00 A.M** at Lions Club Conference Hall, LIC Building, 2nd Floor, Paradise Circle, Secunderabad – 500 003. and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	Vote Yes/No
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014.	
2	Re-election of Smt. Meera Brahma Gurbani as Director	
3	Appointment of M/s. RRK & Associates as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2015.	
4	Appointment of Mr. Brahma Kishanchand Gurbani as Managing Director of the Company	
5	Appointment of Mr. Banala Jayaprakash Reddy, as an Independent Director of the Company for a term of upto five years.	
6	Appointment of Mr. George Kurian, as an Independent Director of the Company for a term of upto one year.	
7	Appointment of Mrs. Umra Singh Sirohi, as an Independent Director of the Company for a term of upto five years.	
8	To authorise the Board to Mortgage and/or create charge	

SAMPRE NUTRITIONS LIMITED
CIN: L15499TG1991PLC013515

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

ATTENDANCE SLIP
23rd ANNUAL GENERAL MEETING
Saturday, 27th September, 2014 at 11.00 A.M.

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

I / We hereby record my / our presence at the 23rd Annual General Meeting of the company at Lions Club Conference Hall, LIC Building, 2nd Floor, Paradise Circle, Secunderabad – 500 003.

Shareholder's / Proxy's Signature

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