



SAMPRE NUTRITIONS LIMITED

**33RD ANNUAL REPORT
FOR THE YEAR 2023-24**

CORPORATE INFORMATION

BOARD OF DIRECTORS

Brahma Gurbani	<i>Managing Director</i>
Vishal Ratan Gurbani	<i>Vice-President and Whole-Time Director</i>
Vimal Suresh ¹	<i>Independent Director</i>
Umra Singh Sirohi ²	<i>Independent Director</i>
Banala Jayaprakash Reddy ²	<i>Independent Director</i>
Vanita Khatter ³	<i>Additional Non-Executive Director (Independent)</i>
Nagaraju Kanneganti ³	<i>Additional Non-Executive Director (Independent)</i>
Kireet Modi ³	<i>Additional Non-Executive Director (Independent)</i>

STATUTORY COMMITTEES

Audit Committee

Umra Singh Sirohi	<i>Chairperson</i>
Vishal Ratan Gurbani	<i>Member</i>
Vimal Suresh	<i>Member</i>

Nomination and Remuneration Committee

Umra Singh Sirohi	<i>Chairperson</i>
Banala Jaya Prakash Reddy	<i>Member</i>
Vimal Suresh	<i>Member</i>

Stakeholders Relationship Committee

Umra Singh Sirohi	<i>Chairperson</i>
Vishal Ratan Gurbani	<i>Member</i>
Vimal Suresh	<i>Member</i>

KEY MANAGERIAL PERSONNEL

Vamshi Srinivas Vempati	<i>Chief Financial Officer</i>
Krishnama Nupur	<i>Company Secretary</i>

STATUTORY AUDITORS

RRK & Associates	<i>Chartered Accountants</i>
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¹ Vimal Suresh vacated as an Independent Director w.e.f. 13 February 2024

² Banala Jaya Prakash Reddy and Umra Singh Sirohi ceased as Independent Directors w.e.f. 26 September 2024

³ Vanita Khatter, Nagaraju Kanneganti and Kireet Modi were appointed as Additional Independent Directors w.e.f. 4 November 2024

BANKERS

The South Indian Bank Ltd.

Secunderabad

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Big Share Services Pvt. Ltd.

306, 3rd Floor, Right Wing,
Amrutha Ville, Somajiguda,
Hyderabad - 500082, Telangana

Phone No.: 040-40144582

Email ID: bsshyd1@bigshareonline.com

UNITS

Unit No. 1 (Owned Plant) Plot No. 133, Industrial Estate, Medchal - 501401, Telangana

Unit No. 2 (Leased Plant) Plot No. 127 & 128, Medchal - 501401, Telangana

REGISTERED OFFICE

Plot No. 133, Industrial Estate
Medchal - 501401, Telangana

Phone No.: 08418 - 222427/28

Fax No.: 08418 - 222429

Email ID: gurbani@gurbanigroup.in

Website: www.gurbanigroup.in

LISTED AT

The BSE Limited

Scrip Code: 530617

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting (“**AGM**”) of the members of Sampre Nutritions Limited (“**the Company**”) will be held on Saturday, 30 November 2024, at 11:00 A.M. (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following business:

ORDINARY BUSINESS:

Item No. 1: To Adopt the Audited Standalone Financial Statements

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as on 31 March 2024, the Statement of Profit and Loss for the year 2023-24, with the Cash Flow Statement as on that date, together with the Notes to Accounts, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Item No. 2: To Adopt the Audited Consolidated Financial Statements

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as on 31 March 2024, the Statement of Profit and Loss for the year 2023-24, with the Cash Flow Statement as on that date, together with the Notes to Accounts, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Item No. 3: To Reappoint Vishal Ratan Gurbani as a Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, (“**the Act**”) Vishal Gurbani (DIN: 07738685), Director of the Company who retires by rotation at this meeting and being eligible offers himself for reappointment, be and is hereby reappointed as the Director of the Company.”

Item No. 4: To Appoint NG Rao & Associates, Chartered Accountants, as the Statutory Auditors of the Company

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Act, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactment thereof, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, NG Rao & Associates, Chartered Accountants (Firm Registration Number: 009399S), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years, who shall hold office from the conclusion of this 33rd (Thirty-Third) AGM for the financial year 2023-24 till the conclusion of the 38th (Thirty-Eighth) AGM to be held for the year 2028-29, at a remuneration to be determined and recommended by the Audit Committee in consultation with the auditors and duly approved by the Board of Directors, plus reimbursement of out-of-pocket expenses, and taxes as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof) and / or any person authorised by the Board, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

SPECIAL BUSINESS:

Item No. 5: To Approve the Increase in the Authorised Capital and consequent Alteration of Capital Clause of Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 13, 61 and 64 of the Act and other applicable provisions of the Act with Rules thereunder, including any statutory modifications or re-enactment thereof, for the time being in force, and applicable provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to amend the Capital Clause of the Memorandum of the Company by increasing the authorised share capital by INR 17,00,00,000 (Indian Rupees seventeen crores) only from the existing INR 18,00,00,000 (Indian Rupees Eighteen Crores) only divided into 18000000 (One crore eighty lakhs) equity shares of INR 10 (Indian Rupees ten) per share to INR 35,00,00,000 (Indian Rupees thirty-five crores) only divided into 35000000 (Three crore fifty lakh) equity shares of INR 10 (Indian Rupees ten) per share.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

“V. The authorised share capital of the Company is INR 35,00,00,000 (Indian Rupees thirty-five crores) only divided into 35000000 (Three crore fifty lakh) equity shares of INR 10 (Indian Rupees ten) per share.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept, and give effect to any modifications therein and the terms and conditions of the issue, as may be required by statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent from the shareholders.”

Item No. 6: To Reappoint Brahma Gurbani as the Managing Director of the Company

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

“RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Act and Rules made thereunder, read with Schedule V to the said Act, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“LODR Regulations”**) amended from time to time, approval of the members be and is hereby accorded for the reappointment of Brahma Gurbani (DIN: 00318180) as the Managing Director of the Company for a period of 3 (Three) years from 1 September 2024 to 31 August 2027 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors which is set out in the explanatory statement annexed to the notice convening this Annual General Meeting.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration including annual increments based on the performance appraisal, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Act, read with Schedule V thereto.”

Item No. 7: To Appoint Vanita Khatter as the Non-Executive Independent Director of the Company

To Consider and if thought fit, to pass with or without modifications the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act, read with the Rules framed thereunder, and applicable provisions of the LODR Regulations, including any statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Vanita Khatter (DIN: 10794952), who was appointed as an Independent Director (Additional Director) with effect from 4 November 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till 3 November 2029, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 8: To Appoint Nagaraju Kanneganti as the Non-Executive Independent Director of the Company

To Consider and if thought fit, to pass with or without modifications the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act read with the Rules framed thereunder, and applicable provisions of the LODR Regulations, including any statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Nagaraju Kanneganti (DIN: 10794956), who was appointed as an Independent Director (Additional Director) with effect from 4 November 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till 3 November 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 9: To Appoint Kireet Modi as the Non-Executive Independent Director of the Company

To Consider and if thought fit, to pass with or without modifications the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act read with the Rules framed thereunder, and applicable provisions of the LODR Regulations, including any statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Kireet Modi (DIN: 00375261), who was appointed as an Independent Director (Additional Director) with effect from 4 November 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till 3 November 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Sampre Nutritions Limited

Brahma Gurbani
Managing Director
DIN: 00318180

Date: 4 November 2024
Place: Hyderabad, TG

Notes:

1. Pursuant to General Circular nos. 14/2020 and 17/2020 dated 8 April 2020, 13 April 2020, read with other relevant circulars, including General Circular No. 9/2023 dated 25 September 2023, respectively, issued by the Ministry of Corporate Affairs (“**MCA**”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 issued by the SEBI (hereinafter collectively referred to as “**the Circulars**”), companies are permitted to hold the General Meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid Circulars, the Annual General Meeting (“**AGM**”) of the Members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The VC / OAVM facility for Members to join the meeting, shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 15 minutes after closure of the AGM. Members can attend the AGM through VC / OAVM by following the instructions mentioned in this Notice.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the LODR Regulations as amended, read with the applicable circulars as aforesaid, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by NSDL.
4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**the ICSI**”), in respect of the directors seeking reappointment (as set out Item No. 3, 6, 7, 8 and 9) at this AGM is provided as an Annexure to this Notice.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

6. As per Regulation 40 of the LODR Regulations, the securities of listed entities can be transferred only in dematerialized form with effect from, 1 April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, **Bigshare Services Private Limited** - 500082, email: **amarendranath.r@bigshareonline.com** for assistance in this regard.
7. To promote green initiative, Members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with **Bigshare Services Private Limited**, in case the shares are held in physical form.
8. The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated 16 March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024), in supersession of the earlier Circular(s), has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.
9. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1 April 2024 upon registering the required details.
10. The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 27 November 2024 through email on **vamshi@gurbanigroup.in**. The same will be replied by the Company appropriately.
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company,

are liable to be transferred to the Investor Education and Protection Fund (“**IEPF**”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Form No. IEPF-5 in web mode available on **www.iepf.gov.in**.

13. In compliance with the aforesaid circulars, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the financial year 2023-24 will also be available on the Company’s website at **www.gurbanigroup.in**, website of the Stock Exchange i.e. BSE Limited at **www.bseindia.com** respectively and NSDL at **www.e-voting.nsdl.com**. Members whose email IDs are not registered with the Company / Depositories are requested to follow the process provided for registration of email IDs with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this Notice.

14. Since the AGM will be held through VC / OAVM, the route map of the venue of the meeting is not annexed hereto.

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

The remote e-voting period begins on Wednesday, 27 November 2024 at 9:00 A.M. (IST) and ends on Friday, 29 November 2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 22 November 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22 November 2024.

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





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

Step 1: Access to NSDL e-voting System

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.e-voting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username and password.2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option

	where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.e-voting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **<https://www.e-voting.nsdl.com/>** either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **<https://eservices.nsdl.com/>** with your existing IDEAS login. Once you log-in to NSDL*

eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**“(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.e-voting.nsdl.com**.
 - b) **Physical User Reset Password?**“(If you are holding shares in physical mode) option available on **www.e-voting.nsdl.com**.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **e-voting@nsdl.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

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

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

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

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to **akshitasurana@gmail.com** with a copy marked to **e-voting@nsdl.com** and **vamshi@gurbanigroup.in**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details / Password?**" or "**Physical User Reset Password?**" option available on **www.e-voting.nsdl.com** to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.e-voting.nsdl.com** or call on.: (022) 4886 7000 and (022) 2499 7000 or send a request to **e-voting@nsdl.com**

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

1. In case the shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (*front and back*), PAN (*self-attested and scanned copy*), and Aadhaar (*self-attested and scanned copy*) by email to **vamshi@gurbanigroup.in**.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhar Card) to **vamshi@gurbanigroup.in**. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e., **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder / members may send a request to **e-voting@nsdl.com** for procuring user ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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

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

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

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

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **vamshi@gurbanigroup.in**. The same will be replied by the Company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at **vamshi@gurbanigroup.in** till 1 November 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM
7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 1 November 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
9. The Company at its Board meeting dated **4 November 2024** have appointed **Akshita Surana**, Practicing Company Secretary as the scrutinizer to the e-voting process and voting at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
10. The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated Scrutiniser's Report

Sampre Nutritions Limited
Notice of the 33rd Annual General Meeting

of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

11. The scrutiniser shall submit his report to the Chairman or his delegate, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website at **www.gurbanigroup.in** and shall also be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., 30 November 2024.

By Order of the Board of Directors
For Sampre Nutritions Limited

Brahma Gurbani
Managing Director
DIN: 00318180

Date: 4 November 2024

Place: Hyderabad, TG

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN
RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE 33RD THIRTY-
THIRD ANNUAL GENERAL MEETING**

Item No. 4

This Explanatory Statement is provided in terms of Regulation 36(5) of the LODR Regulations, however, the same is strictly not required as per Section 102 of the Act.

In terms of the provisions of Section 139 of the Act, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (Two) terms of 5 (Five) consecutive years. After evaluating various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 4 November 2024, proposed the appointment of NG Rao & Associates, Chartered Accountants, as the Statutory Auditors of the Company, for a term of 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of the 38th AGM of the Company to be held in the year 2029. This reappointment is subject to the approval of members of the Company by way of an Ordinary Resolution.

NG Rao & Associates have consented to the aforesaid reappointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors as per the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Act and the Companies (Audit and Auditors) Rules, 2014, as applicable.

As per Section 142 of the Act the proposed remuneration payable to NG Rao & Associates for the statutory audit services for the financial year ending 31 March 2025, will be INR 5,00,000 (Indian Rupees five lakhs) only, plus reimbursements of out-of-pocket expenses, and taxes as applicable. Revision, if any, to the statutory audit fees for the remaining part of the tenure, shall be approved by the Audit Committee / Board of Directors, as may be required.

Further, the Company may obtain certifications from NG Rao & Associates under statutory regulations and avail other permissible non-audit services, as may be required from time to time. The remuneration / fee for certifications and non-audit services will be paid on mutually agreed terms.

None of the Directors and Key Managerial Personnel of the Company are in any way interested or concerned, financial or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any. The proposed resolution does not affect any other Company.

The Board of Directors recommends the resolution as set out in Item No. 4 for approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 5

The Board of Directors at their board meeting held on 4 November 2024 had discussed and deliberated to raise additional funds to provide the Company with greater financial flexibility and the ability to respond effectively to evolving business opportunities and market dynamics. The proposal to increase the authorised share capital of the Company by amending the Clause V of the Memorandum of Association was approved by the Board of Directors. The additional purpose of the proposed increase in authorised share capital is to support the long-term growth and sustainability of the Company. The increased share capital will facilitate any fund raising in future via further issue of securities shares of the Company.

The current authorised share capital of the Company is INR 18,00,00,000 (Indian Rupees Eighteen Crores) only divided into 18000000 (One crore eighty lakhs) equity shares of INR 10 (Indian Rupees ten) per share. The Board proposes to increase the authorised share capital by INR 17,00,00,000 (Indian Rupees seventeen crores) only to INR 35,00,00,000 (Indian Rupees thirty-five crores) only divided into 35000000 (Three crore fifty lakh) equity shares of INR 10 (Indian Rupees ten) per share.

The increase in the authorised share capital of the Company will also require approval of the members of the Company by way of passing an Ordinary Resolution to that effect. The draft amended copy of the Memorandum of Association has been placed at the registered office of the Company for inspection during the business hours, till the date and time of commencement of this meeting.

None of the Directors and Key Managerial Personnel of the Company are in any way interested or concerned, financial or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any. The proposed resolution does not affect any other Company.

The Board of Directors recommends the resolution as set out in Item No. 5, for approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 6

The members of the Company approved the appointment of Brahma Gurbani (DIN: 00318180) as Managing Director of the Company for a period of 5 years from 1 September 2019 to 31 August 2024 at a total remuneration not exceeding 5% of the net profits of the Company for the respective financial years. The tenure expired on 31 August 2024.

Under the dynamic and able leadership of Brahma Gurbani, the Company crossed various milestones and enhanced the stakeholders' value. Taking into consideration, the valuable

contributions made by him and the need for his strategic directions for the future growth of the Company, the Nomination and Remuneration Committee recommended his reappointment on the terms and conditions including remuneration as set out hereunder.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 13 August 2024, unanimously approved the reappointment of Brahma Gurbani as the Managing Director of the Company for a period of 3 (Three) years i.e., with effect from 1 September 2024 to 31 August 2027 (both dates inclusive), pursuant to the provisions of the Act, subject to the approval of the members of the Company. The approval of the members by way of special resolution is sought for Brahma Gurbani reappointment as Managing Director and for payment of remuneration to him for a period of 3 (Three) years from 1 September 2024 to 31 August 2027.

The Managing Director shall, subject to the supervision and control of the Board of Directors carry out such duties as may be entrusted to him by the directors and shall exercise such powers as are delegated to him by the Board of Directors.

The broad particulars of the terms and conditions of appointment including remuneration payable to Brahma Gurbani are as follows:

Sl. No.	Particulars	Remarks
1.	Period of Agreement	A tenure of 3 years from 1 September 2024 to 31 August 2027
2.	Remuneration	INR 60,00,000 (Indian Rupees sixty lakhs) only per annum
3.	Perquisites / Benefits / HRA / Accommodation	House rent allowance as may be applicable to the employees of the Company or provision of furnished accommodation.
4.	Provident Fund	Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income tax Act, 1961
5.	Other Benefits	Reimbursement of all actual expenses or charges including travel, entertainment or other out of pocket expenses incurred for and on behalf of the Company, in furtherance of its business shall be provided.

The terms and conditions of the said reappointment and / or agreement may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.

Annexure to the Explanatory Statement

Additional details of Director seeking appointment at the forthcoming Annual General Meeting

Information as required under Regulation 36(3) of the LODR Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the ICSI is given hereunder:

Sl. No.	Particulars	Remarks
1.	Name	Brahma Gurbani
2.	DIN	00318180
3.	Date of Birth	5 December 1953
4.	Age	71
5.	Date of first appointment on the Board	7 October 1992
6.	Expertise in specific functional area	Products, procurement, and marketing
7.	Qualifications	B.Com (H)
8.	Experience	More than 20 years
9.	Terms and Conditions of appointment / reappointment	As per Item No. 6 of the Explanatory Statement
10.	Directorship / Committee Chairpersonship / Committee Membership held in other Listed Companies	Nil
11.	Directorship held in other Companies <i>(Excluding Listed Companies)</i>	1. Naturalle Health Products Private Limited 2. Royes Industries Private Limited
12.	Chairpersonship / Membership of the Committees of other Companies <i>(Excluding Listed Companies)</i>	Nil
13.	Shareholding in the Company including shareholding as a beneficial owner	4.94%
14.	Relationships with other Directors / KMPs	Brahma Gurbani is one of the promoters and Vishal Ratan Gurbani is the nephew of Brahma Gurbani
15.	Resignation from the directorship of listed companies in the past three years	Nil
16.	Number of meetings of the Board attended during the year	7 (Seven)

Brahma Gurbani, the appointee, and Vishal Ratan Gurbani, Whole-Time Director of the Company are related to each other and are concerned or interested in the resolution as set out in Item No. 6 of this notice. None of the other directors and Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution, except to the extent of their shareholding in the Company, if any. The proposed resolution does not affect any other Company.

The Board, after taking into consideration the recommendation of the Nomination and Remuneration Committee recommends the resolution as set out in Item No. 6, for approval of the Members of the Company by way of a Special Resolution.

Item No. 7

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Vanita Khatter (DIN: 10794952), as an Independent Director of the Company, with effect from 4 November 2024 for a period of 5 (Five) years till 3 November 2029 (both dates inclusive), under Sections 149, 150, 152 and 161 of the Act and Articles of Association of the Company, subject to the approval of Members and any other approval as may be required from time to time.

Brief Profile of Vanita Khatter

Vanita Khatter brings over 35 years of experience as a Strategic Business Partner and now excels as a Leadership and Business Solutions Coach. She collaborates closely with clients to help them unlock their potential and shape effective business strategies, enhancing profitability, growth, and leadership development. Known for her dedication to authentic coaching, she specializes in guiding individuals, executives, and senior leaders to achieve their business goals, navigate complex challenges, and maintain productive relationships. She is a Professional Certified Coach (PCC) with over 750 hours of coaching corporate leaders, women leaders, and solopreneurs across diverse sectors, including IT, BPO, Pharmaceuticals, Manufacturing, BFSI, and public sector banking. She has been a coach and management facilitator for senior executives in organizations such as ASCI, SBI, and LASSIB. Additionally, she has delivered customized leadership and development programs and is a recognized speaker at prominent industry events, including the ISPE and Pharma IT Summit. She holds multiple certifications, including:

- Professional Certified Coach (PCC) – International Coaching Federation (*Pursuing*)
- Executive Coach – Phrenimos, affiliated with the International Coaching Federation
- Masters in Business Administration – specializing in Human Resources and Marketing
- Masters in Computer Science
- Certifications in DISC Behavioural Analysis, Risk Assessment (ISPE, USA), and Green Belt (GE and UL Solutions, USA)

Vanita Khatter has worked with clients across India, the USA, the UK, and multiple countries in Asia, Europe, and South America. Notable clients include Jash Engineering, Bharat Serums, Siemens, Aurobindo Pharma, State Bank of India, and Underwriters Laboratories, among others.

The Company has received the following from Vanita Khatter:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (“***the Appointment Rules***”);
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164(2) of the Act;
3. A declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under the LODR Regulations;
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
5. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
6. A declaration that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee had previously finalized the desired attributes for the selection of the Independent Directors. Based on those attributes, the Committee recommended the candidature of Vanita Khatter. In the opinion of the Board, she fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that her skills, background and experience are aligned to the role and capabilities identified by the Committee and that she is eligible for appointment as an Independent Director.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations and based on the recommendation of Nomination and Remuneration Committee the approval of the Members is sought for the appointment of Vanita Khatter as an Independent Director of the Company, as a Special Resolution as set out above.

Annexure to the Explanatory Statement

Additional details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Regulation 36(3) of the LODR Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the ICSI is given hereunder:

Sl. No.	Particulars	Remarks
1.	Name	Vanita Khatter
2.	DIN	10794952
3.	Date of Birth	27 July 1965
4.	Age	59 years
5.	Date of first appointment on the Board	4 November 2024
6.	Expertise in specific functional area	Leadership, strategy, training, risk, industry-specific coaching
7.	Qualifications	MBA (HR & Marketing), M.Sc. (Computer Science), JCI Graduate (Training, USA), Certified Outbound Trainer, Green Belt (GE & UL), DISC Analyst, Thomas Profiler.
8.	Experience	35 years
9.	Terms and Conditions of appointment / reappointment	As per Item No. 7 of the Explanatory Statement
10.	Directorship / Committee Chairpersonship / Committee Membership held in other Listed Companies	Nil
11.	Directorship held in other Companies <i>(Excluding Listed Companies)</i>	Nil
12.	Chairpersonship / Membership of the Committees of other Companies <i>(Excluding Listed Companies)</i>	Nil
13.	Shareholding in the Company including shareholding as a beneficial owner	Nil
14.	Relationships with other Directors / KMPs	Nil
15.	Resignation from the directorship of listed companies in the past three years	Nil
16.	Number of meetings of the Board attended during the year	1 (One)
17.	Skills and Capabilities required for the role and the manner in which the Independent Director meets such requirements	As per Item No. 7 of the Explanatory Statement

Except Vanita Khatter being the appointee, none of the Directors and Key Managerial Personnel of the Company are in any way interested or concerned, financial or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any. The proposed resolution does not affect any other Company.

The Board, after taking into consideration the recommendation of the Nomination and Remuneration Committee recommends the resolution as set out in Item No. 7, for approval of the Members of the Company by way of a Special Resolution.

Item No. 8

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Nagaraju Kanneganti (DIN: 10794956), as an Independent Director of the Company, with effect from 4 November 2024 for a period of 5 (Five) years till 3 November 2029 (both dates inclusive), under Sections 149, 150, 152 and 161 of the Act and Articles of Association of the Company, subject to the approval of Members and any other approval as may be required from time to time.

Brief Profile of Nagaraju Kanneganti

Nagaraju Kanneganti, who has been recommended by the Board of Directors for appointment as an Independent Director, brings with him a wealth of experience totalling over 15 years, with a significant 10-year tenure specifically within the food industry. He is a postgraduate with specialized expertise in finance and in-depth knowledge of the food sector. His background encompasses diverse roles that have contributed to his comprehensive understanding of industry practices, financial management, and regulatory compliance in the food sector. His strategic insight and seasoned experience in these areas are expected to contribute positively to the growth and governance of the Company.

The Company has received the following from Nagaraju Kanneganti:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Appointment Rules;
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164(2) of the Act;
3. A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under the LODR Regulations;
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
5. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company;

6. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies Appointment Rules, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the Committee recommended the candidature of Nagaraju Kanneganti. In the opinion of the Board, he fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his skills, background and experience are aligned to the role and capabilities identified by the Committee and that he is eligible for appointment as an Independent Director.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations and based on the recommendation of Nomination and Remuneration Committee the approval of the Members is sought for the appointment of Nagaraju Kanneganti as an Independent Director of the Company, as a Special Resolution as set out above.

Annexure to the Explanatory Statement

Additional details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Regulation 36(3) of the LODR Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the ICSI is given hereunder:

Sl. No.	Particulars	Remarks
1.	Name	Nagaraju Kanneganti
2.	DIN	10794956
3.	Date of Birth	15 April 1985
4.	Age	39 years
5.	Date of first appointment on the Board	4 November 2024
6.	Expertise in specific functional area	Finance and Food Industry
7.	Qualifications	Post Graduate
8.	Experience	15 years (out of which 10 years in food industry)
9.	Terms and Conditions of appointment / reappointment	As per Item No. 8 of the Explanatory Statement
10.	Directorship / Committee Chairpersonship / Committee Membership held in other Listed Companies	Nil
11.	Directorship held in other Companies (Excluding Listed Companies)	Nil

12.	Chairpersonship / Membership of the Committees of other Companies (<i>Excluding Listed Companies</i>)	Nil
13.	Shareholding in the Company including shareholding as a beneficial owner	Nil
14.	Relationships with other Directors / KMPs	Nil
15.	Resignation from the directorship of listed companies in the past three years	Nil
16.	Number of meetings of the Board attended during the year	1 (One)
17.	Skills and Capabilities required for the role and the manner in which the Independent Director meets such requirements	As per Item No. 8 of the Explanatory Statement

Except Nagaraju Kanneganti being the appointee, none of the Directors and Key Managerial Personnel of the Company are in any way interested or concerned, financial or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any. The proposed resolution does not affect any other Company.

The Board, after taking into consideration the recommendation of the Nomination and Remuneration Committee recommends the resolution as set out in Item No. 8, for approval of the Members of the Company by way of a Special Resolution.

Item No. 9

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Kireet Modi (DIN: 00375261), as an Independent Director of the Company, with effect from 4 November 2024 for a period of 5 (Five) years till 3 November 2029 (both dates inclusive), under Sections 149, 150, 152 and 161 of the Act and Articles of Association of the Company, subject to the approval of Members and any other approval as may be required from time to time.

The Company has received the following from Kireet Modi:

1. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Appointment Rules;
2. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164(2) of the Act;
3. A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under the LODR Regulations;

4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018 that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
5. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company;
6. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the Committee recommended the candidature of Kireet Modi. In the opinion of the Board, he fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his skills, background and experience are aligned to the role and capabilities identified by the Committee and that he is eligible for appointment as an Independent Director.

Brief Profile of Kireet Modi

Kireet Modi is an accomplished entrepreneur with a strong track record in building successful companies across sectors, namely: gifting, retail, automotive, and kitchen solutions. His personal experiences with his children's education led him to establish “After My School”, where he has managed strategic planning, marketing, operations, and finance for the past decade. “After My School”, founded by IIM alumni, leverages over 10 (Ten) years of expertise and research in learning methodologies to create proprietary tools that enhance children's academic potential. Its distinctive “Filling the Blanks” approach identifies gaps in understanding and develops tailored action plans for each student.

Key Initiatives Undertaken by Kireet Modi:

- 1. Corporate Restructuring:** Successfully designed and implemented a comprehensive corporate restructuring plan to enhance cost efficiency and centre operations around profitability.
- 2. Product Segment Rationalization:** Developed and executed a targeted product strategy, with emphasis on kitchen solutions, enhancing both the depth and breadth of key category drivers.

- 3. Outsourcing of After-Sales Service:** Transitioned the after-sales service model from a fixed cost to a variable cost structure by outsourcing labour-intensive functions, optimizing operational expenses.
- 4. Transition from SAP to Tally:** Recommended and oversaw the migration from an inflexible SAP system to a more adaptable Tally-based MIS system, significantly reducing time for sales planning and order processing.
- 5. Simplified Reporting Systems:** Streamlined reporting processes to accelerate decision-making across various operational functions.
- 6. Distributor Partnership Model:** Introduced a new channel policy centred on distributor partnerships, effectively reducing fixed costs and enhancing the market reach.
- 7. Channel Network Restructuring:** Strengthened the channel network by aligning with strategic partners to increase market share.
- 8. Flat Organizational Structure:** Effectively reduced hierarchical layers from nine to four within a year, focusing the organization towards market-centric operations.
- 9. Enhanced Management Practices:** Strengthened senior and middle management teams by promoting internal talent and hiring industry professionals, empowering them to drive both top-line and bottom-line growth.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations and based on the recommendation of Nomination and Remuneration Committee the approval of the Members is sought for the appointment of Kireet Modi as an Independent Director of the Company, as a Special Resolution as set out above.

Annexure to the Explanatory Statement

Additional details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Regulation 36(3) of the LODR Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the ICSI is given hereunder:

Sl. No.	Particulars	Remarks
1.	Name	Kireet Modi
2.	DIN	00375261
3.	Date of Birth	23 June 1970
4.	Age	54 years
5.	Date of first appointment on the Board	4 November 2024

6.	Expertise in specific functional area	Strategic restructuring and operational efficiency
7.	Qualifications	B.Com (H), PGDM (Marketing and Finance)
8.	Experience	10 years
9.	Terms and Conditions of appointment / reappointment	As per Item No. 9 of the Explanatory Statement
10.	Directorship / Committee Chairpersonship / Committee Membership held in other Listed Companies	Nil
11.	Directorship held in other Companies <i>(Excluding Listed Companies)</i>	2 (Two) Skan After My School Private Limited (Director) Greet Well Cards [India] Private Limited (Managing Director)
12.	Chairpersonship / Membership of the Committees of other Companies <i>(Excluding Listed Companies)</i>	Nil
13.	Shareholding in the Company including shareholding as a beneficial owner	Nil
14.	Relationships with other Directors / KMPs	Nil
15.	Resignation from the directorship of listed companies in the past three years	Nil
16.	Number of meetings of the Board attended during the year	1 (One)
17.	Skills and Capabilities required for the role and the manner in which the Independent Director meets such requirements	As per Item No. 9 of the Explanatory Statement

Except Kireet Modi being the appointee, none of the Directors and Key Managerial Personnel of the Company are in any way interested or concerned, financial or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any. The proposed resolution does not affect any other Company.

The Board, after taking into consideration the recommendation of the Nomination and Remuneration Committee recommends the resolution as set out in Item No. 9, for approval of the Members of the Company by way of a Special Resolution.

ANNEXURE I

Item No. 3

Additional details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Regulation 36(3) of the LODR Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the ICSI is given hereunder:

Sl. No.	Particulars	Remarks
1.	Name	Vishal Ratan Gurbani
2.	DIN	07738685
3.	Date of Birth	16 November 1989
4.	Age	35 years
5.	Date of first appointment on the Board	21 August 2017
6.	Expertise in specific functional area	Administration, finance and manufacturing
7.	Qualifications	MBA
8.	Experience	More than 10 years
9.	Terms and Conditions of appointment / reappointment	As per extant terms of his appointment
10.	Directorship / Committee Chairpersonship / Committee Membership held in other Listed Companies	Nil
11.	Directorship held in other Companies <i>(Excluding Listed Companies)</i>	VNG Global Private Limited
12.	Chairpersonship / Membership of the Committees of other Companies <i>(Excluding Listed Companies)</i>	Nil
13.	Shareholding in the Company including shareholding as a beneficial owner	0.04%
14.	Relationships with other Directors / KMPs	Vishal Ratan Gurbani is one of the promoters and is the nephew of Brahma Gurbani
15.	Resignation from the directorship of listed companies in the past three years	Nil
16.	Number of meetings of the Board attended during the year	7 (Seven)

BOARD'S REPORT

To
The Members of
Sampre Nutritions Limited

Your directors have pleasure in presenting the 33rd (Thirty-Third) Annual Report on the business and operations of Sampre Nutritions Limited (“**the Company**”) together with the audited financial statements for the financial period ended 31 March 2024.

BUSINESS, FINANCIAL POSITION AND CORPORATE STRUCTURE

1. State of Affairs

The company is engaged in the business of manufacturing, producing, and processing a wide range of food, beverage, healthcare, and personal care products, including soft drinks, confectioneries, cosmetics, and therapeutic items. It operates as a distributor, stockist, and liaison for these products both in India and internationally, representing various manufacturers and importers. The company also acquires scientific know-how, undertakes turnkey projects and collaborations to set up similar industries, and fabricates essential machinery and equipment to support its manufacturing activities.

Your directors are confident that the performance and operations of the Company will improve in the coming years. There has been no change in the business of the Company during the financial year ended 31 March 2024.

2. Financial Summary

During the financial period ended 31 March 2024, your Company has recorded standalone and consolidated financials, the summary of which is shown below:

(All amounts in INR Lacs except EPS)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Total Income	2,526.49	3,717.90	2,526.49	3,717.90
Total Expenses	(2,469.96)	(3,676.13)	(2,477.75)	(3,676.13)
Profit before Tax	56.53	41.77	48.74	41.77
Tax Expense	(25.58)	(7.03)	(25.58)	(7.03)
Profit after Tax	30.95	34.74	23.16	34.74
Other Comprehensive Income	–	–	–	–
Total Comprehensive Income	–	–	–	–
Basic & Diluted EPS	0.45	0.61	0.34	0.61

The above figures are extracted from the audited financial statements of the Company as per the Indian Accounting Standards. The equity shares are at nominal value of INR 10 (Indian Rupees ten) per share.

3. CFO and CS Certification

The Company is committed to upholding rigorous standards of financial integrity and accountability in all its operations. Although the requirement for CEO and CFO certification under Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("**LODR Regulations**") may not be mandatorily applicable to the Company, we voluntarily ensure that the Chief Financial Officer and the Company Secretary of the Company certify the Company's financial statements. Pursuant to the application provisions, the financial statements have been certified by Vamshi Srinivas Vempati, CFO and Krishnama Nupur, CS of the Company.

4. Appropriations

During the period under relevance, your Company has not transferred any amount to the reserves, and accordingly, the entire balance available in the Statement of Profit and Loss is retained in it.

5. Dividend

Your directors after considering holistically, the relevant circumstances have not recommended any dividend for the period under review considering the Company wishes to plough back the profits and conserve resources for future growth and expansion.

6. Details of Subsidiary, Joint Venture or Associate Companies

The Company has established wholly owned subsidiaries namely "Sampre Nutritions FZCO" in Silicon Oasis Free Zone, Dubai, United Arab Emirates and "Sampre Nutritions Holding Limited" in England, United Kingdom. Pursuant to Section 129(3) of the Act the statement containing the salient feature of the financial statement of a Company's subsidiary is given as '**Annexure 1**' in the Form AOC-1. The Company has no other Subsidiary, Joint Venture or an Associate Company.

7. Listing on Stock Exchanges

The Company's shares are listed on the BSE with the scrip code 530617.

CORPORATE GOVERNANCE

8. Management Discussion and Analysis

In terms of the provisions of Regulation 34 of the LODR Regulations, the Management's discussion and analysis forms part of this Annual Report and is set out in '**Annexure 2**'.

9. Corporate Governance

Our corporate governance practices, deeply rooted in our core values, encompass our culture, policies, and stakeholder relationships. Integrity and transparency are pivotal in fostering stakeholder trust. We prioritise member value, adhering to legal, ethical, and sustainable standards. The Board fulfils its broad fiduciary duties, acknowledging its significant responsibilities. Our disclosures adhere to international governance standards, reflecting our commitment to industry best practices. We persist in enhancing long-term member value while respecting minority member rights in our strategic decisions. The provisions of Regulation 15(2) of the LODR Regulations are not applicable to your Company. Therefore, there is no requirement to file quarterly Corporate Governance Reports and submit an annual Certificate of Corporate Governance.

10. Vigil Mechanism Policy

The Company is committed to fostering an ethical and transparent work environment where the directors and employees can report genuine concerns related to misconduct, ethical violations, or potential legal issues. While Regulation 22 of the LODR Regulations, is not applicable to the Company, we remain dedicated to supporting a workplace culture where individuals feel encouraged to raise concerns responsibly and without fear of retaliation, thus upholding the principles of accountability and integrity in all business operations.

BOARD OF DIRECTORS

11. Board Diversity

The Company acknowledges the significance of a diverse Board for its growth. We are confident that a genuinely diverse Board will harness variations in thought, perspective, regional and industry backgrounds, cultural and geographical diversity, age, ethnicity, race, gender, knowledge, and expertise. This inclusive approach extends to areas such as finance, diversity, global business, leadership, information technology, mergers and acquisitions, board service, governance, sales and marketing, Environmental, Social and Governance (ESG), risk management, cybersecurity, and other domains. This diversity is integral to maintaining a competitive advantage.

12. Board Composition and Key Managerial Personnel

The composition of the Board of Directors of the Company is outlined below:

Sl. No.	Name	Designation	DIN
1.	Brahma Gurbani	Managing Director	00318180
2.	Vishal Ratan Gurbani	Whole-Time Director	07738685
3.	Vimal Suresh	Independent Director	08361739
4.	Banala Jaya Prakash Reddy	Independent Director	00407438

5.	Umra Singh Sirohi	Independent Director	02622284
6.	Vamshi Srinivas Vempati	Chief Financial Officer	N.A.
7.	Krishnama Nupur	Company Secretary	N.A.

As per Section 152(6) of the Act and other applicable provisions of the Act, Vishal Ratan Gurbani, being liable to retire by rotation at ensuing Annual General Meeting of the Company has offered himself for reappointment.

The term of Vimal Suresh ceased on 13 February 2024. There has been no other change(s) in the constitution of Board during the year under review. With effect from 26 September 2024, Banala Jaya Prakash Reddy and Umra Singh Sirohi retired as Independent Directors of the Company owing to completion of the second term of 5 (Five) consecutive years.

The Nomination and Remuneration Committee of the Company has appointed Vanita Khatter, Nagaraju Kanneganti and Kireet Modi as Non-Executive Additional Directors (Independent) of the Company on Board Meeting dated 4 November 2024. Their appointment is subject to approval by the shareholders in the ensuing Annual General Meeting.

The number of directorships of the directors are within the limits of Section 165 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

13. Committees of the Board

As on 31 March 2024, the Company had 3 (Three) committees: Audit Committee, Nomination and Remuneration Committee, and Stakeholder Relationship Committee. None of the committees were reconstituted during the year. The composition of the committees is given below:

Audit Committee

The Audit Committee plays a crucial role in maintaining the integrity of the financial reporting process. It oversees the financial statements, audits, internal controls, and compliance with legal and regulatory requirements, thereby enhancing the transparency and accuracy of financial disclosures. As on 31 March 2024, the composition of the Audit Committee was as follows:

Sl. No.	Name of the Directors	Designation
1.	Umra Singh Sirohi	Chairperson
2.	Vishal Ratan Gurbani	Member
3.	Vimal Suresh (<i>Up to 13 February 2024</i>)	Member

Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee is vested with the powers to formulate the criteria for determining qualifications, positive attributes, independence of directors and recommend to the Board a policy relating to the remuneration of the directors and the key managerial personnel. It's also responsible for ensuring that remuneration policies align with the Company's strategic objectives. It promotes best practices for attracting, motivating, and retaining skilled talent while upholding principles of fairness and transparency in remuneration. As on 31 March 2024, the composition of the Nomination and Remuneration Committee was as follows:

Sl. No.	Name of the Directors	Designation
1.	Umra Singh Sirohi	Chairperson
2.	Banala Jaya Prakash Reddy	Member
3.	Vimal Suresh (<i>Up to 13 February 2024</i>)	Member

Stakeholders Relationship Committee

The Stakeholders Relationship Committee is dedicated to addressing the grievances and concerns of shareholders and other stakeholders. It works to foster a strong relationship between the company and its stakeholders by ensuring timely resolution of issues related to share transfers, statutory reports, dividend payments, and other matters of shareholder interest. As on 31 March 2024, the composition of the Stakeholders Relationship Committee was as follows:

Sl. No.	Name of the Directors	Designation
1.	Umra Singh Sirohi	Chairperson
2.	Vishal Ratan Gurbani	Member
3.	Vimal Suresh (<i>Up to 13 February 2024</i>)	Member

14. Board Meetings and Committee Meetings

The Board and the Committees meets at regular intervals to discuss and decide on the Company's business policy and strategy. The notice and agenda with notes on each agenda item for the board meetings and committee meetings is circulated at least a week prior to the date of the meeting. During the period under consideration 7 (Seven) Board Meetings were held pursuant to Section 173(1) of the Act. The Board of Directors met on 30 May 2023, 14 August 2023, 29 August 2023, 14 November 2023, 29 December 2023, 1 February 2024 and 12 February 2024. They are mentioned as follows:

Sl. No.	Directors Names	No. of Board Meetings	
		Entitled to Attend	Attended
1.	Brahma Gurbani	7	7

2.	Vishal Ratan Gurbani	7	7
3.	Vimal Suresh	7	7
4.	Banala Jaya Prakash Reddy	7	7
5.	Umra Singh Sirohi	7	7

The Committee Meeting details are provided in the Corporate Governance Report that forms part of this Annual Report. The details of committee meetings during the financial year are given below:

Sl. No.	Committee Names	Number of Meetings
1.	Audit Committee	4
2.	Nomination and Remuneration Committee	1
3.	Stakeholders Relationship Committee	1

The details of the committee meetings are mentioned as follows:

Audit Committee

During the year, 4 (Four) meetings of the Audit Committee was held. The Audit Committee met on 30 May 2023, 14 August 2023, 14 November 2023 and 12 February 2024. They are mentioned as follows:

Sl. No.	Committee Members Names	No. of Committee Meetings	
		Entitled to Attend	Attended
1.	Umra Singh Sirohi	4	4
2.	Vishal Ratan Gurbani	4	4
3.	Vimal Suresh	4	4

Nomination and Remuneration Committee

During the year, 1 (One) meeting of the Nomination and Remuneration Committee was held. The Nomination and Remuneration Committee met on 30 May 2023. They are mentioned as follows:

Sl. No.	Committee Members Names	No. of Committee Meetings	
		Entitled to Attend	Attended
1.	Umra Singh Sirohi	1	1
2.	Banala Jaya Prakash Reddy	1	1
3.	Vimal Suresh	1	1

Stakeholder Relationship Committee

During the year, 1 (One) meeting of the Stakeholder Relationship Committee was held. The

Stakeholder Relationship Committee met on 30 May 2023. They are mentioned as follows:

Sl. No.	Committee Members Names	No. of Committee Meetings	
		Entitled to Attend	Attended
1.	Umra Singh Sirohi	1	1
2.	Vishal Ratan Gurbani	1	1
3.	Vimal Suresh	1	1

15. Independent Directors

The Company has received necessary declarations from each independent director under Section 149(7) of the Act, that they meet the criteria of independence laid down in Section 149(6) of the Act and the LODR Regulations. The Independent Directors also have confirmed compliance with the provisions of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended relating to inclusion of their name in the databank of independent directors.

16. Familiarisation Program for Independent Directors

The Company's policy on programs and measures to familiarise Independent Directors about the Company, its business, updates and development includes various measures viz. issue of appointment letters containing terms, duties etc., management information reports, presentation and other programmes as may be appropriate from time to time. The policy and program aim to provide insights into the Company to enable independent directors to understand the business, functionalities, business model and other matters. The said Policy and details in this respect is displayed on the Company's website.

17. Statement Regarding Independent Director

In the opinion of the Board of Directors of your Company, the Independent Directors comprise persons of high integrity and possess relevant expertise and experience in their respective fields. All the Independent Directors of the Company have valid registration with the Independent Director's database maintained by the Indian Institute of Corporate Affairs and also completed the online proficiency test conducted by the Indian Institute of Corporate Affairs, wherever required.

18. Policy on Directors' Appointment and Remuneration

In terms of Section 178(3) of the Act, your Board has formulated a policy on qualifications, positive attributes and independence of a director, key managerial personnel and other employees. Furthermore, the policy also determines the diversity of the Board of Directors and criteria for determining the remuneration to the directors, key managerial personnel and senior management of the Company.

19. Board Performance Evaluation

Your Company has highly committed and dedicated professionals as well as directors on the Board of the Company. The Directors follow an efficient mechanism for annual evaluation of performance by directors and their committees. The mechanism basically is based upon the principle of enhancement in Company's efficient governance and bringing higher levels of transparency, legacy and accountability in working of the Company.

Broadly, the evaluation framework for assessing the performance of Directors comprises of the following key areas:

- a. Attendance of Board Meetings and Board Committee Meetings
- b. Quality of contribution to Board deliberations
- c. Strategic perspectives or inputs regarding future growth of Company and its performance
- d. Providing perspectives and feedback going beyond information provided by the management
- e. Commitment to member and other stakeholder interests

As per the Act, the formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual Directors. The Board of Directors has carried out annual performance evaluation of its own performance, the committee and Director individually including Independent Directors.

The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

20. Directors' Responsibility Statement

Pursuant to requirement of Section 134(3)(c) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. Your director(s) have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2024 and of the profit and loss of the Company for the period 2023-24;
- c. Your director(s) 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 fraud and other irregularities;

- d. Your director(s) have prepared the annual accounts on a going concern basis;
- e. Your directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. Your directors have devised proper systems to ensure compliance with the provisions of all applicable laws and systems are adequate and operating effectively.

21. Particulars of Managerial Remuneration

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as '**Annexure 3**'. Your directors state that none of the Executive Directors of the Company received any remuneration or commission from any of its Subsidiaries, and the remuneration is as per the remuneration policy of the Company.

22. Particulars of top 10 Employees

Statement containing particulars of top 10 employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

AUDIT AND AUDITORS

23. Statutory Auditors

NG Rao & Associates, Chartered Accountants (Firm Registration No.: 009399S), are proposed to be appointed as the Statutory Auditors of the Company in place of the retiring auditors, RRK & Associates, Chartered Accountants (Firm Registration No.: 009785S), whose term has concluded in accordance with the provisions of Section 139(2) of the Companies Act, 2013, read with Rules 5 and 6 of the Companies (Audit and Auditors) Rules, 2014, regarding mandatory auditor rotation. The appointment of NG Rao & Associates is proposed for approval in the ensuing Annual General Meeting for a term of 5 (Five) consecutive years, to hold office from the conclusion of the 33rd (Thirty-Third) Annual General Meeting for the financial year 2023-24 till the conclusion of the 38th (Thirty-Eighth) Annual General Meeting for the financial year 2028-29.

24. Secretarial Auditors

During the period under review Kashinath Sahu & Co., Company Secretaries (Unique Code No.: S2016TL445100) conducted the secretarial audit of your Company for the financial year 2023-24 pursuant to Section 204(1) of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report is attached to this Report in '**Annexure 4**'.

25. Audit Reports

Your directors informed that there are no qualifications / reservations / adverse remarks in the independent audit report as presented by the statutory auditors of the Company. The observations of the statutory auditors when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comments by the director(s).

Auditors Modified Opinion and Reply

The secretarial audit report in Form MR-3 for the financial year 2023-24 as submitted by Kashinath Sahu & Co., the secretarial auditors of the Company contains a modified / qualifying opinion concerning the Company's compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**"). *The Secretarial Auditors have noted that the Company did not submit the Structured Digital Database (SDD) Compliance Certificate for the said financial year.*

The Board of Directors of the Company acknowledges the observation highlighted in the report. The Board takes cognizance of this observation and is committed to addressing this matter in the forthcoming year to ensure full adherence to all regulatory obligations. A review of the Company's compliance processes is underway to strengthen oversight and prevent such instances in the future.

26. Reporting of Frauds by Auditors

During the year under review, there were no frauds which came to the cognizance of the statutory auditors or the secretarial auditor. Thus, the requirement by the statutory auditors or the secretarial auditor to report to the Government or the Audit Committee or the Board of Directors, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees does not arise. Thus, there are no details to be mentioned in the Board's report.

27. Secretarial Standards

During the year under review, the Company complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

28. Maintenance of Cost Records

The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Act.

SPECIFIED TRANSACTIONS

29. Unsecured Loan from Directors

During the year under review the Company has received funds from an unsecured loan from the following Directors:

Sl. No.	Name of Directors	Amount (INR)
1.	Brahma Gurbani	4,16,82,857
2.	Meera Gurbani	35,26,269

Further, pursuant to Section 73 of the Act, read with Rule 2(1)(c)(viii) of Companies (Acceptance of Deposit) Rules, 2014, a declaration in writing to the effect that the amount is given out of their owned funds and not being given out of funds acquired by them by borrowings or accepting loans or deposits from others was received from the Directors.

30. Deposits

The Company has not accepted any deposits from the public and members and as such there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

31. Particulars of Loans, Guarantees or Investments

During the year, the Company advanced a loan of INR 23,20,560 (Indian Rupees twenty-three lakhs twenty thousand five hundred sixty) only to Sampre Nutritions FZCO, their wholly-owned subsidiary.

32. Contracts or Arrangements with Related Parties

The Company is committed to maintaining transparency and accountability in its dealings, including transactions with related parties. Although Regulation 23 of the LODR Regulations is not applicable, we adhere to high standards of governance by ensuring that all related party transactions are conducted at arm's length and in the ordinary course of business. Since all related party transactions entered into by the Company were on an arm's length basis and in the ordinary course of business and the Company had not entered into any material related party contracts, the disclosure under Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not required to be provided.

SECURITIES AND CAPITAL STRUCTURE

33. Changes in Capital Structure and Debt Structure

During the financial year 2023-24, the Board had altered the capital structure by increasing the issued, subscribed and paid-up share capital. The Company issued 2600000 (Twenty-six) lakh convertible warrants to non-promoter to be converted into equal number of equity shares. During the year under review, the Company received an application from a non-promoter resident individual to convert 400000 (Four lakh) convertible warrants into 400000 (Four lakhs) equity shares of INR 10 (Indian Rupees ten) per share aggregating to INR 40,00,000 (Indian Rupees forty lakhs) only.

The Authorised Share Capital of the Company remained unaltered during the financial year 2023-24.

34. Investor Education and Protection Fund

In terms of the provisions of Section 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 made thereunder, the amount that remained unclaimed for a period of 7 (Seven) years is required to be transferred to the Investor Education and Protection Fund ("**IEPF**") administered by the Central Government. During the year under review there no amount of unpaid dividend and shares which were transferred to the IEPF.

CORPORATE SUSTAINABILITY

35. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The disclosures pursuant to Section 134(3)(m) of the Act, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo are given as below:

A. Conservation of Energy

a. *The steps taken or impact on conservation of energy*

The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption.

b. *The steps taken by the Company for utilising alternate sources of energy*

The Company is working on viability study and development on introducing renewable sources of energy at site and office to reduce the cost of energy. Your Company is in the process of phasing out electronics that use ozone depleting materials. Additionally, the Company continues to analyse energy consumption.

c. *The capital investment on energy conservation equipments*

There is no such capital investment made by the Company on energy conservation equipments.

B. Technology Absorption

a. *The efforts made towards technology absorption*

Information Technology is a critical for growth of business and hence your Company has introduced new technologies in its day-to-day operations. The Company is using computers and latest technology for speedy communication.

b. *The benefits derived like product improvement, cost reduction, product development or import substitution*

Due to adoption of information technology, the cost of communication has reduced to a great extent. Furthermore, the time to communicate has reduced, helping in effective and efficient governance and management of the affairs of the Company.

c. *In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)*

There is no such technology imported during the last three years by the Company.

d. *The expenditure incurred on research and development*

Your Company has made no expenditure on research and development during the period under review.

C. Foreign Exchange Earnings and Outgo

During the financial year 2023-24, the amount of foreign exchange earned in terms of actual inflow was INR 55.99 lakhs and the amount of foreign exchange outgo in terms of actual outflow was INR 30.25 lakhs.

36. Corporate Social Responsibility

The requirements of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 with respect to applicability of Corporate Social Responsibility (“**CSR**”) spending were not applicable to the Company as per the audited financial statements for the year 2023-24. Hence, your Company is not required to formulate and adopt the CSR Policy or constitute CSR Committee during the year under review.

RISK MANAGEMENT AND INTERNAL CONTROLS

37. Risk Management Policy

The Company has developed and implemented Risk Management Policy. The Board of Directors facilitates the execution of risk management practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. During the period under review, the Company has not identified any element of risk which may threaten the existence of the Company.

38. Internal Financial Controls

The Company has an adequate internal financial control system, commensurate with the size of its business operations, which are also monitored by the internal auditors. Significant audit observations and follow up actions thereon are reported to the Board / Audit Committee. The Board / Audit Committee review if the Company has adequate and effective internal control system and it also monitors the implementation of its recommendations.

HUMAN RESOURCES MANAGEMENT

39. Human Resources Management

The Company's goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences and other factors, and contribute to the best of their abilities. In line to make the workplace a safe environment, the Company has set up a policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, the Company has complied with the provisions relating to the constitution of Internal Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

The Company has not received any complaints of work place complaints, including complaints on sexual harassment during the year under review.

MISCELLANEOUS

40. Web Link of the Annual Return

Pursuant to Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, the annual return for the financial year 2023-24, which will be filed with Registrar of Companies, shall be uploaded on the Company's website and can be accessed at <https://www.gurbanigroup.in>.

41. Material Changes and Commitments

No material changes and commitments affecting the financial position of the Company

occurred between the end of the financial year to which this financial statement relates and the date of this report.

42. Details of Significant and Material Orders Passed by the Regulators, Courts and Tribunals

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

43. Details of Application Made or Proceeding Pending Under the Insolvency and Bankruptcy Code, 2016 During the Year along with their Status as at the End of the Financial Year

During the year under review, there were no applications or filed or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

44. Details of Difference between Valuation Amount on One Time Settlement and Valuation while Availing Loans from Banks and Financial Institutions

During the year under review, there has been no one-time settlement of loans taken from banks and financial institutions.

45. Data Privacy, Data Protection and Cybersecurity

In an ever-evolving digital landscape, our organisation continues to prioritise data privacy, data protection, and cybersecurity. Over the past quarter, we have taken significant strides in enhancing our defences and safeguarding sensitive information. Our approach encompasses rigorous data handling assessments, strict adherence to regulations, and proactive adoption of industry best practices. Our cybersecurity measures include regular audits, vulnerability assessments, and refined incident response protocols. Employee training has been intensified to bolster awareness, while our legal team ensures alignment with evolving data protection laws. As the threat landscape evolves, we remain dedicated to innovation and improvement, upholding stakeholder trust and positioning ourselves for enduring success.

46. Cautionary Statement

Statements in this Board's Report and the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements. Though these statements are based on reasonable and rational assumptions, their actual results may differ materially from those expressed or implied.

47. Acknowledgements

The director(s) wish to place on record their appreciation to the Government of India, the Governments of various states in India, Governments across various countries, and concerned Government departments and agencies for their cooperation. Additionally, the

Directors want to recognise the invaluable support and collaboration of the workers, employees, banks, customers, partners, and the consultants provided during the period. The Directors appreciate and value the assistance provided during the period, and are looking ahead for a fruitful relationship in future.

For Sampre Nutritions Limited

Brahma Gurbani
Managing Director
(DIN: 00318180)

Vishal Ratan Gurbani
Whole-Time Director
(DIN: 07738685)

Date: 4 November 2024

Place: Hyderabad, TG

Form AOC-1

Statement containing salient features of the Financial Statement of Subsidiaries / Associate Companies / Joint Ventures

[Pursuant to First Proviso to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Part A – Subsidiaries

(Amounts in INR)

Sl. No.	Particulars	Sampre Nutritions FZCO	Sampre Nutritions Holdings Limited
1.	Date since when the subsidiary was acquired	3 January 2023	11 January 2023
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 January 2023 to 31 December 2023	1 January 2023 to 31 December 2023
3.	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	AED	GBP
4.	Share capital	2,32,430.00	110.00
5.	Reserves and surplus	–	–
6.	Total assets	25,53,020.00	110.00
7.	Total liabilities	23,20,590.00	110.00
8.	Investments	–	–
9.	Turnover	–	–
10.	Profit before taxation	–	–
11.	Provision for tax	–	–
12.	Profit after taxation	–	–
13.	Proposed dividend	–	–
14.	Percentage of shareholding	100.00%	100.00%

- Names of subsidiaries which are yet to commence operations: **Nil**
- Names of subsidiaries which have been liquidated or sold during the year: **Nil**

Part B – Associates and Joint Ventures

Sl. No.	Particulars	Name
1.	Latest audited balance sheet date	Nil
2.	Shares of Associate / Joint Ventures held by the Company on the year end	
	No. of Shares	
	Amount of Investment in Associates / Joint Venture	
	Extent of Holding (% age)	
3.	Description of how there is significant influence	
4.	Reason why the Associate / Joint Venture is not Consolidated	
5.	Net Worth attributable to shareholding as per latest audited balance sheet	
6.	Profit / Loss for the year	
	i. Considered in consolidation	
	ii. Not considered in consolidation	

1. Names of associates or joint ventures which are yet to commence operations: **Nil**
2. Names of associates or joint ventures which have been liquidated or sold during the year:
Nil

For Sampre Nutritions Limited

Brahma Gurbani
Managing Director
(DIN: 00318180)

Vishal Ratan Gurbani
Whole-Time Director
(DIN: 07738685)

Date: 4 November, 2024

Place: Hyderabad, TG

MANAGEMENT DISCUSSION AND ANALYSIS

This Management Discussion and Analysis report provides an in-depth review of Sampre Nutritions Limited's ("**the Company**") performance, strategic initiatives, and market positioning for the fiscal year 2023-24. This report addresses key aspects of our operating environment, including the prevailing macroeconomic conditions, industry dynamics, and business performance metrics.

Indian Economy

State of the Economy 2023-24: Continued Resilience Amid Global Headwinds

India's real GDP growth for the fiscal year 2023-24 is projected at approximately 8.2%, a robust increase compared to 7.0% in the previous year. This growth is supported by strong manufacturing and construction sectors, which have grown by around 9.9% each in FY 2024. Moving into FY 2024-25, growth is expected to moderate slightly, with estimates ranging from 6.5% to 7.0% as the economy stabilizes post-pandemic and grapples with global challenges.

Macroeconomic Outlook

Looking ahead, the Indian economy is expected to maintain a stable trajectory, driven by robust domestic demand and a conducive policy environment. While global uncertainties persist, efforts to curb inflationary pressures and maintain a favourable interest rate environment are likely to provide additional support. Retail inflation has moderated, aligning within the Reserve Bank of India's target range, offering a boost to consumer confidence. With sustained urban employment growth, higher EPF registrations, and buoyant tax collections, India is well-positioned to sustain growth into 2024.

Industry Structure and Developments

Confectionery Industry Overview

India's confectionery industry, valued at INR 35,950 crores in 2023, has witnessed substantial growth driven by a surge in demand for candies, toffees, and chewing gum. With nearly 49 billion units sold in 2023, the sector saw a 6.3% increase over previous years. Companies such as Mondelez, Nestle, and Mars continue to dominate the chocolate segment, while regional players account for approximately 35% of the market, catering to diverse consumer preferences. The Company has positioned itself well within this sector, focusing on fortified candy solutions and unique offerings that cater to both domestic and international markets.

Key Industry Trends

- 1. Increased Demand for Healthier Alternatives:** Health-conscious consumers are fuelling demand for organic and sugar-free confectionery products, including fortified

options. The Company's innovation in fortified vitaminized candy aligns with this trend, positioning it favourably within both local and export markets.

- 2. E-commerce Expansion:** Confectionery sales through digital platforms continue to grow, allowing the Company to reach a broader consumer base and respond quickly to emerging consumer trends.
- 3. Rising Middle-Class Spending:** With increasing disposable incomes, consumers in emerging economies like India are willing to spend more on indulgent and innovative confectionery options. This trend supports growth in the Company's product offerings and expansion into new segments.

Emerging Trends

The market has seen notable shifts, with rising consumer interest in products with functional health benefits, such as fortified candies with added vitamins and minerals. This trend aligns well with the Company's focus on producing fortified candies targeted at health-conscious demographics, which the Company can capitalize on to strengthen its market position. Additionally, confectionery products with premium positioning, such as organic chocolates and healthier alternatives, are gaining traction as consumers seek new and diverse flavours alongside health benefits.

Opportunities and Threats

Key Market Opportunities

The confectionery market is anticipated to grow as more consumers view confectionery products as affordable luxury. The Company's initiatives in fortified candy cater to niche segments such as health-conscious consumers and specialty markets in countries facing nutritional challenges. The MoU with the African Peace and Security Union to manufacture fortified candies for women and children exemplifies the Company's strategic expansion into emerging markets.

Market Challenges and Risks

Increased input costs, supply chain vulnerabilities, and fluctuating raw material prices remain challenges for the confectionery industry. The Company is implementing measures to stabilize costs, including strategic sourcing and product innovation, to mitigate these risks effectively.

Product Performance

During the fiscal year 2023-24, the Company recorded a turnover of INR 2,514.68 lakhs, down from INR 3,710.66 lakhs in the previous year. The profit after tax was INR 23.16 lakhs, reflecting a decrease from INR 34.70 lakhs in 2022-23. To bolster future growth, the Company has issued 1,000,000 convertible warrants at INR 60.50 per warrant, aimed at enhancing operational

capacity and supporting expansion into new markets. The Company's continued partnership with Mondelez India Foods and a distribution agreement with Reliance Retail for a comprehensive confectionery range underscore the demand for expanded production capacities.

Outlook

The Company is poised for steady growth, driven by the resilience of the Indian economy and favourable market trends in the confectionery industry. With India's GDP projected to remain robust, the Company is well-positioned to leverage this economic momentum. Rising consumer demand for healthier alternatives, such as fortified and organic candies, aligns with the Company's innovation strategy, targeting both domestic and international markets. The expansion of e-commerce also presents an avenue to broaden its consumer base and stay responsive to market trends. Through partnerships and new product lines, the Company is committed to capitalizing on these growth opportunities, underpinned by operational improvements and strategic investments.

Risks and Concerns

Despite promising growth, the Company faces notable risks that could impact its financial stability and operational efficiency. Fluctuating raw material costs and supply chain vulnerabilities present challenges, potentially affecting production costs and profit margins. Additionally, slower receivables and inventory turnover could strain liquidity, necessitating tighter credit policies and enhanced inventory management. Rising operational expenses, combined with a slight dip in profitability, underscore the need for rigorous cost control and revenue optimization to safeguard profitability. Addressing these risks proactively will be crucial for the Company to maintain investor confidence and achieve sustainable growth.

Internal Control System and their Adequacy

The Company's internal controls remain robust and adequately aligned with its operational needs. The Company maintains a comprehensive internal audit framework, reviewed periodically to ensure accuracy and timeliness in financial reporting and operational efficiency. The Audit Committee regularly evaluates these controls to maintain integrity and operational security.

Discussion on Financial Performance

During the financial year ending 31 March 2024, the Company demonstrated a stable operational performance, supported by effective asset management and improved working capital efficiency. Total non-current assets saw a modest increase, with investments in PPE rising by 2.61% in 2024, reflecting a strategic emphasis on enhancing operational capacity.

The Company's liquidity and solvency ratios also indicate prudent financial management. The current ratio improved to 1.31 (from 1.08 in 2023) due to enhanced working capital management, ensuring adequate liquidity for operational needs. Furthermore, the debt-equity ratio reduced to 0.81 from 1.96, attributed to an increase in equity share capital, strengthening the Company's capital structure. Additionally, operational efficiencies were reflected in the inventory turnover ratio, which increased slightly due to revenue growth, indicating effective inventory management aligning with demand. The Company's return on equity (ROE) ratio reflects a minor decline, suggesting an area for focus in future financial strategy.

Overall, the Company has maintained a stable operational base with key improvements in liquidity and capital structure, positioning it for sustainable growth.

Material Developments in Human Resources and Industrial Relations

The Company emphasizes continuous development initiatives to enhance employee morale and foster a collaborative work environment. Industrial relations have remained positive throughout the year, with no major disruptions reported. The Company is committed to fostering an environment that supports career growth and organizational excellence, preparing employees to contribute effectively toward the Company's ambitious growth plans.

The Company's focus on strengthening its supply chain, expanding product lines, and forging strategic partnerships has positioned it to meet demand both domestically and internationally, where collaborations like the African Peace and Security Union partnership are paving the way for market expansion. The Board believes that the insights provided in this report will give stakeholders a comprehensive understanding of the Company's business environment and strategic direction, guiding our efforts to achieve sustainable growth and value creation.

Key Financial Ratios

In the financial year under review, the Company has experienced both positive developments and challenges that have impacted its overall performance. While there have been notable improvements in operational efficiency, some areas of concern have surfaced, particularly with regard to liquidity and profitability. The Company has made strides in optimizing its operational processes, yet it faces pressures from slower receivables and inventory turnover.

Additionally, profitability has been affected by rising operational costs, highlighting the need for ongoing focus on cost management and revenue optimization. The section below provides an overview of the key financial metrics, their implications, and the strategies being adopted to address the challenges and capitalize on opportunities for sustainable growth in the coming year.

Sl. No.	Particulars of Financial Ratios	2023-24	2022-23	Change (%)
1.	Debtors Turnover Ratio (days)	27	20	35.00%
2.	Inventory Turnover Ratio (days)	30	19	57.89%
3.	Interest Coverage Ratio (times)	1.25	1.28	(2.34%)
4.	Current Ratio (times)	1.31	1.46	(10.27%)
5.	Debt-Equity Ratio (times)	2.49	2.51	(0.80%)
6.	Operating Profit Margin (%)	9.58%	6.21%	54.20%
7.	Net Profit Margin (%)	0.92	0.94	(2.13%)

The Company's financial performance reveals notable shifts in efficiency, liquidity, and profitability. Improved operational efficiency suggests effective cost management and growth in revenue, though there are emerging concerns about cash flow due to slower collections. This calls for a reassessment of credit policies to maintain liquidity. Additionally, slower inventory movement may indicate overstocking or demand changes, signalling a need for better inventory management to avoid holding costs. A decline in profitability per share, likely from rising expenses or lower net income, could impact investor confidence, while reduced returns on shareholder equity point to the importance of maximizing operational efficiency. Strategic focus on expense control, cash flow, and efficient resource utilization will be critical in sustaining growth and enhancing investor trust.

Return on Net Worth Analysis: Enhancing Operational Efficiency Amidst Challenges

In the 2023-24 financial year, the Return on Net Worth for the food and confectionery company experienced a decline compared to the previous year. While this indicates some challenges, such as managing interest obligations and liquidity, the company has shown resilience in maintaining steady profitability margins amidst these pressures. Notably, operating profit margins improved, suggesting that the company has become more efficient in core operations, which could help strengthen returns in the long term. This focus on operational efficiency positions the company well to enhance shareholder returns in future periods.

Future View

Looking ahead, the Company faces both opportunities and challenges. The improvements in operational efficiency suggest a solid foundation for long-term profitability, provided these gains are maintained. However, there are emerging concerns about liquidity and working capital, as slower collections and inventory movement could strain cash flow. Strengthening collection policies and optimizing inventory management will be crucial to mitigate these risks and reduce holding costs. Additionally, the decline in profitability highlights the need to manage expenses more effectively and improve net profitability, especially in the face of potentially slower revenue growth. By focusing on cost control and operational improvements, the Company can enhance its financial resilience and, with the right adjustments, bolster investor confidence.

Cautionary Statement

This report contains forward-looking statements based on current assumptions and expectations regarding future events and trends, which may impact the Company's operations and financial performance. These statements involve inherent risks and uncertainties, including economic conditions, market dynamics, and regulatory changes, which could cause actual outcomes to differ materially. The Company undertakes no obligation to revise or update these statements, and investors are advised to exercise caution and rely on their own assessment of the Company's prospects.

REMUNERATION DISCLOSURES

Remuneration details of Directors and Key Managerial Personnel

[Pursuant to Section 197(12) of the Companies Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Sl. No.	Name of the Director / KMP	DIN	Designation	%age Change	MRE Ratio
1.	Brahma Gurbani	00318180	Managing Director	150.00%	24.43
2.	Vishal Ratan Gurbani	07738685	Whole-Time Director	50.00%	7.12
3.	Banala Jaya Prakash Reddy	00407438	Independent Director	N.A.	N.A.
4.	Umra Singh Sirohi	02622284	Independent Director	N.A.	N.A.
5.	Vimal Suresh	08361739	Independent Director	N.A.	N.A.
6.	Vamshi Srinivas Vempati	N.A.	Chief Financial Officer	45.00%	6.64
7.	Krishnama Nupur	N.A.	Company Secretary	Ref.Note	1.13

Notes:

- Here, MRE implies 'Median Remuneration of Employees', and this computation excludes the remuneration for directors and key managerial personnel.
- The MRE for the financial year 2023-24 was INR 2,45,645 (Indian Rupees two lakh forty-five thousand six hundred forty-five).
- Krishnama Nupur joined the Company on 2 May 2023, therefore the change in remuneration for the financial year 2023-24 with respect to the financial year 2022-23 are unavailable.
- Independent Directors are only entitled to sitting fees and they are not entitled to any fixed or variable remuneration.
- The remuneration details in the aforesaid table are on an accrual basis of accounting and not cash basis.

Form MR-3

Secretarial Audit Report

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To

The Members

Sampre Nutritions Limited

Plot No. 133, Industrial Estate,

Medchal – 501401, TG

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sampre Nutritions Limited (“**the Company**”). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2024 according to the provisions of:

1. The Companies Act, 2013 (“**the Act**”) and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”):
 - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”).
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SAST Regulations**”);

- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (“**LODR Regulations**”).
- d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”).
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **Not Applicable**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**; and
- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable to the Company subject to the following observations:

Following delay / deficiencies are being reported in compliance with the LODR Regulations and the Act:

The Company has not submitted SDD Compliance Certificate for the financial year 2023-24.

- 5. We further report that, after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, it has complied with the following laws that are applicable specifically to the Company:
 - a. The Income-tax Act, 1961
 - b. Central Goods and Services Tax Act, 2017
 - c. Employees' Provident Funds & Miscellaneous Provisions Act, 1952
 - d. Employees' State Insurance Act, 1948

- e. The Factories Act, 1948
- f. The Boilers Act, 1923
- g. Food Safety and Standards Act, 2006
- h. The Water (Prevention & Control of Pollution) Act, 1961
- i. The Air (Prevention & Control of Pollution) Act, 1981
- j. The Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016
- k. The Andhra Pradesh Commodities Dealers (Licensing & Distribution) Order, 1982

We have also examined compliance with the applicable clauses of the following:

Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) Secretarial Standards.

Management Responsibility

1. Maintenance of secretarial records, and to devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of Management. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

7. We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
8. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
9. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Kashinath Sahu & Co.
Company Secretaries

Kashinath Sahu
Proprietor
(Membership No.: 4790)
(Certificate of Practice No.: 4807)
(Peer Review No.: 2957/2023)

UDIN: F004790F00186283

Date: 4 November 2024

Place: Hyderabad, TG

INDEPENDENT AUDITOR'S REPORT
Report on the Audit of Standalone Financial Statements

To
The Members of
Sampre Nutritions Limited

Opinion

We have audited the accompanying Financial Statements of Sampre Nutritions Limited ("**the Company**"), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss, the Cash Flow Statement and the statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("**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 31 March 2024;
- b) in the case of the Statement of Profit and Loss, for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there were no such key audit matters to communicate in our report.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Act with respect to 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 principles generally accepted in India, including the Indian Accounting Standards ("**Ind AS**") specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("**the Order**" / "**CARO**") issued by the Central Government of India in terms of Section 143(11) of the Act, we given in the 'Annexure A' statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and 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 appears from our examination of those books.
- c. the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on 31 March 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in '**Annexure B**', and
- g. With respect to the other matters included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, to our best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies) including foreign entities ("**Intermediaries**"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("**Ultimate Beneficiaries**") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been

received by the Company from any person or entity, including foreign entities (“**Funding Parties**”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“**Ultimate Beneficiaries**”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.

- v. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.

- vi. The company has not declared or paid any dividend during the year in contravention of the provisions of Section 123 of the Act.

With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its director during the year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to directors is not in excess of the limit laid down under Section 197 (16) which are required to be commented upon by us.

UDIN: 24210777BKASIU9472

For R R K & Associates
Chartered Accountants
(Firm Registration No.: 09785S)

Date: 30 May 2024
Place: Hyderabad, TG

R. Radha Krishna
Partner (Membership No.: 210777)

Annexure 'A' To the Independent Auditor's Report
(This is the Annexure referred to in our Report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our verification and according to the explanations provided to us by the Company, we report that, the title in respect of free hold land as disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - a. The physical verification of inventory (excluding stocks with third parties) has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate. In respect of inventories of stores and spares, the Management has appropriate verification programme designed to cover all the items. The

discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

- b. The Company has been sanctioned working capital limits in excess of INR 5 Crore, in aggregate, from banks on the basis of security of current assets, according to the information and explanation given to us and on the basis of records examined by us, the quarterly returns and statements comprising stock and creditors statements, book debts and other stipulated financial information filed by the company with banks are not having material differences with the unaudited books of account of the Company for such respective quarters.
- iii. The Company has not made any investments in, or not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships, or to other parties, during the year, except for unsecured trade advances in normal course of business and hence reporting under Clause 3(iii) of the Order is not applicable.
- iv. The Company has been complied with provisions of Section 185 and Section 186 of the Act wherever applicable in respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits from the public. Accordingly, the Paragraph 3(v) of the Order is not applicable to the Company.
- vi. In our opinion, and according to the information and explanations given to us, the company is not required to maintain cost records and accounts as provided under Section 148(1) of the Act, accordingly, the Paragraph 3 (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - (a) According to the information and explanations given to us and based on records provided to us, the Company has not been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There have been significant delays in large number of cases in depositing statutory dues with appropriate authorities.

Further according to the information and explanations given to us, except for below mentioned, there were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in

arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

Particulars	INR (in Lakhs)
TDS and TCS	9.03
PF and Professional Tax	1.87

(b) According to the records of the Company and on the basis of the information and explanations given to us, *except for below mentioned*, there are no dues in respect of VAT, Service Tax, Duty of Excise, Income Tax, customs duty, wealth tax that have not been deposited with the appropriate authorities on account of any dispute.

Nature of Dues	Period to which the Amount relates	Forum Where the dispute is pending	Amount in Lakhs (INR)
Central Excise Act, 1944	F.Y. 2010-11	DGCEI	86.24

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) According to the information and explanation given to us, as also on the basis of the books and records examined by us, the Company has not defaulted in repayment of dues to financial institutions or banks or any lenders. The Company has not taken any loan or borrowing from Government and has not issued any debentures during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanation given to us and on the basis of the books and records examined by us, the term loans taken during the year have been applied for the purpose for which those were obtained.

(d) According to the information and explanation given to us and on an overall examination of the financial statements of the Company, we report that funds raised on short term basis have not been utilised for long term purposes.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate companies.

(f) According to the information and explanation given to us and as per our examination, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate companies.

- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under Clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and as per our examination, the Company has made preferential allotment of equity shares and convertible warrants during the year. In our opinion and according to the information and explanations given to us, the company has complied with the Section 42 of the Act in respect of preferential allotment of shares.

- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under Section 143(12) of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) The Company has not received any whistle blower complaints during the year (and up to the date of this report), and hence reporting under Clause 3(xi)(c) of the Order is not applicable.

- xii. The Company is not a Nidhi Company and hence reporting under Clause (xii) of the Order is not applicable.

- xiii. In our opinion, the Company is in compliance with Section 177 and Section 188 of the Act with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- xiv. (a) According to the information and explanation given to us, and in our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports for the year, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(b) of the Order is not applicable.
- xvii. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year, accordingly reporting under clause 3(xvii) of the Order is not applicable.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company is not required to make provision towards Corporate Social Responsibility (CSR), accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

UDIN: 24210777BKASIU9472

For R R K & Associates
Chartered Accountants
(Firm Registration No.: 09785S)

Date: 30 May 2024
Place: Hyderabad, TG

R. Radha Krishna
Partner
(Membership No.: 210777)

Annexure - B to The Independent Auditor's Report

Report on the Internal Financial Controls under Section 143(3)(c) of the Companies Act, 2013 (**"the Act"**)

We have audited the internal financial controls over financial reporting of Sampre Nutritions Limited (**"the Company"**) as of 31 March 2024 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (**"ICAI"**). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the **"Guidance Note"**) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

UDIN: 24210777BKASIU9472

For R R K & Associates
Chartered Accountants
(Firm Registration No.: 09785S)

Date: 30 May 2024
Place: Hyderabad, TG

R. Radha Krishna
Partner
(Membership No.: 210777)

PARTICULARS	Notes	31-Mar-24	31-Mar-23
I. ASSETS			
1. Non-Current Assets			
a) Property, Plant & Equipment	3	2,105.75	2,052.25
b) Capital work-in-progress	4	549.97	416.13
c) Financial assets			
Investments in Subsidiaries & Others	5	3.32	1.00
Other Financials Assets	6	247.73	253.19
d) Other non-current assets		-	-
		2,906.77	2,722.57
2. Current Assets			
a) Inventories	7	758.47	704.04
b) Financial Assets			
Trade Receivables	8	672.27	747.31
Cash and Cash Equivalents	9	10.76	12.59
Others Current Financial Assets	10	134.83	172.29
c) Other Current Assets		-	-
		1,576.33	1,636.23
		4,483.10	4,358.80
TOTAL ASSETS			
II. EQUITY AND LIABILITIES			
1. EQUITY			
a) Equity Share Capital	11	727.00	687.00
b) Other Equity	12	1,527.71	1,428.75
Total Equity		2,254.71	2,115.75
2. LIABILITIES			
Deferred tax liability (net)	13	60.95	47.66
Non-current liabilities			
Financial Liabilities			
Long term borrowings	14	948.92	1,074.06
		1,009.87	1,121.72
Current liabilities			
Financial Liabilities			
Short-term Borrowings	15	801.11	603.04
Trade payables	16	206.32	384.33
Other current liabilities	17	198.80	123.56
Short-term provisions	18	12.29	10.40
		1,218.52	1,121.33
		4,483.10	4,358.80
TOTAL EQUITY & LIABILITIES			
Summary of significant accounting policies	1-2	-	-
The accompanying notes referred above form an integral part of the financial statements.			
As per our report of even date attached			
For RRK & Associates		For and on behalf of the Board of Directors	
Chartered Accountants		of Sampre Nutritions Limited	
Firm Registration No.: 009785S			
R. Radha Krishna	Brahma Gurbani	Vishal Ratan Gurbani	
Partner	Managing Director	Director	
Membership No. 210777	DIN: 00318180	DIN: 07738685	
Date: 30 May 2024	Vamshi Srinivas Vempati	Krishnama Nupur	
Place: Hyderabad, TG	Chief Financial Officer	Company Secretary	

SAMPRE NUTRITIONS LIMITED**Statement of Profit and Loss for the year ended 31 March 2024**

(All amounts are in Indian rupees except as otherwise stated)



(Rupees in Lakhs except per share data)

PARTICULARS	Notes	31-Mar-24	31-Mar-23
REVENUE			
Revenue from operations	19	2,514.68	3,710.66
Other income	20	11.81	7.24
		2,526.49	3,717.90
EXPENSES			
Cost of Materials Consumed	21	501.21	1,521.15
Manufacturing expenditure	22	1,155.78	1,341.42
Employee benefits expense	23	188.28	160.32
Other expenses	24	249.34	282.25
Depreciation	25	183.29	182.15
Finance costs	26	192.06	188.84
		2,469.96	3,676.13
Profit before exceptional and extraordinary items and tax		56.53	41.77
Exceptional Items		-	-
Profit/ (loss) before tax		56.53	41.77
Tax expense		-	-
Current tax		12.29	10.39
Mat credit entitlement		(12.29)	(10.39)
Short /(Excess) Provision for Taxation		-	-
Deferred tax (credit)/charge	33	25.58	7.03
Total Tax Expenses		25.58	7.03
Profit/ (loss) for the period		30.95	34.74
Other Comprehensive Income		-	-
Total Comprehensive Income for the period		30.95	34.74
Earnings per equity share			
Basic		0.43	0.61
Diluted		0.33	0.61
Weighted average no. of equity shares		69,34,658	57,29,863

The accompanying notes referred above form an integral part of the financial statements.

As per our report of even date attached

For RRK & Associates*Chartered Accountants***Firm Registration No.: 009785S****For and on behalf of the Board of Directors
of Sampre Nutritions Limited****R. Radha Krishna***Partner***Membership No. 210777****Brahma Gurbani***Managing Director***DIN: 00318180****Vishal Ratan Gurbani***Director***DIN: 07738685****Date:** 30 May 2024**Place:** Hyderabad, TG**Vamshi Srinivas Vempati***Chief Financial Officer***Krishnama Nupur***Company Secretary*

SAMPRE NUTRITIONS LIMITED**Statement of Changes in Equity for the year ended 31 March 2024**

(All amounts are in lakhs except as otherwise stated)

**a) Equity Share Capital**

(Rupees in Lakhs except per share data)

Particulars	No. of Shares	Rs. In lakhs
Balance as at April, 01 2022	48,20,000	482.00
Changes in equity share capital during 2022-23	20,50,000	205.00
Balance as at March 31, 2023	68,70,000	687.00
Balance as at April 01, 2023	68,70,000	687.00
Changes in equity share capital during 2023-24	4,00,000	40.00
Balance as at March 31, 2024	72,70,000	727.00

b) Other Equity

Particulars	OTHER EQUITY			
	Securities premium	Retained Earnings	Money received against share warrants	Total
Balance as at April, 01 2022	37.00	590.05	-	627.05
Total Comprehensive Income for the Year	-	-	-	-
i) Additions during the year	-	-	-	-
ii) Utilisation during the year	-	-	-	-
iii) Profit / (Loss) for the year	-	34.70	-	34.70
iv) Other Comprehensive Income	-	-	-	-
v) an other change	533.00	-	234.00	767.00
Balance as at March 31, 2023	570.00	624.75	234.00	1,428.75
Balance as at April 01, 2023	570.00	624.75	234.00	1,428.75
Total Comprehensive Income for the Year	-	-	-	-
i) Additions during the year	-	-	-	-
ii) Utilisation during the year	-	-	-	-
iii) Profit / (Loss) for the year	-	30.96	-	30.96
iv) Other Comprehensive Income	-	-	-	-
v) an other change	104.00	-	(36.00)	68.00
Balance as at March 31, 2024	674.00	655.72	198.00	1,527.72

The accompanying notes referred above form an integral part of the financial statements.

For RRK & Associates*Chartered Accountants*

Firm Registration No.: 009785S

R. Radha Krishna*Partner*

Membership No. 210777

Date: 30 May 2024

Place: Hyderabad, TG

For and on behalf of the Board of Directors**of Sampre Nutritions Limited****Brahma Gurbani***Managing Director*

DIN: 00318180

Vamshi Srinivas Vempati*Chief Financial Officer***Vishal Ratan Gurbani***Whole-Time Director*

DIN: 07738685

Krishnama Nupur*Company Secretary*

SAMPRE NUTRITIONS LIMITED**Cash Flow Statement for the year ended 31 March 2024**

(All amounts are in Indian rupees except as otherwise stated)



(Rupees in Lakhs except per share data)

PARTICULARS	31-Mar-24	31-Mar-23
A. Cash flow from operating activities		
Profit/ (loss) before tax	56.53	41.73
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation expense	183.29	182.15
Interest income accrued	(0.60)	(0.17)
Interest Expense	190.37	177.68
Operating profit before working capital changes	429.44	401.14
Movements in Working Capital :		
(Increase)/ Decrease in inventories	(54.43)	5.29
(Increase)/ Decrease in Financials Assets	109.10	(320.17)
(Increase)/ Decrease in other non-current assets	-	-
(Increase)/ Decrease in Other Current Non Financial Assets	-	-
Increase / (Decrease) in Trade payables	(178.00)	2.99
Increase/ (decrease) in other current Financial Liabilities	75.25	24.36
Increase / (Decrease) in Other Non-Financial Liabilities	-	-
Cash generated / used in operations	381.36	113.61
Direct taxes (paid)/Refund (net)	21.68	(25.75)
Net cash generated/ (used) from operating activities (A)	403.04	87.86
B. Cash flow from investing activities		
Proceeds of fixed assets including Capital work - in - progress	(370.86)	(440.59)
Proceeds from sale of fixed assets	0.36	8.80
Investments in subsidiary	(2.32)	-
Loans to subsidiary	(23.21)	-
Interest received	0.60	0.17
Net cash generated/ (used) in investing activities (B)	(395.43)	(431.62)
C. Cash flow from financing activities		
Proceeds from equity	108.00	972.00
Proceeds from long term borrowings (Net of repayment)	(125.13)	(202.02)
Proceeds from short term borrowings	198.06	(244.20)
Interest expense paid	(190.37)	(177.68)
Net cash flow generated/ (used) in financing activities (C)	(9.44)	348.10
Net increase/ (decrease) in cash and cash equivalents (A + B+ C)	(1.83)	4.34
Cash and cash equivalents at the beginning of the year	12.59	8.25
Cash and cash equivalents at the end of the year	10.76	12.59
Components of cash and cash equivalents:		
Cash on hand	6.76	8.33
Deposits with banks	-	4.26
With banks - on current accounts	4.00	-
Cash and cash equivalents	10.76	12.59
	-	-

The accompanying notes referred above form an integral part of the financial statements.

(All amounts are in Indian rupees except as otherwise stated)

For RRK & Associates**Chartered Accountants****Firm Registration No.: 009785S****R. Radha Krishna****Partner****Membership No. 210777****Date:** 30 May 2024**Place:** Hyderabad, TG**For and on behalf of the Board of Directors
of Sampre Nutritions Limited****Brahma Gurbani****Managing Director****DIN: 00318180****Vishal Ratan Gurbani****Whole-Time Director****DIN: 07738685****Vamshi Srinivas Vempati****Chief Financial Officer****Krishnama Nupur****Company Secretary**

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

1 Company Overview and Significant Accounting Policies:

a) Company Overview

Sampre Nutritions Ltd' (the company) is a public limited company incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on Bombay Stock Exchange. The Company is into the activity of manufacturing of Sugar Candies. The principal place of business is situated at 133, TSIC Industrial Estate, Medchal-500401, Medchal Malkajgiri Dist, Telangana.

b) Basis of preparation of Financials Statements

The financial statements are separate financial statements prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). The standalone financial statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value

Certain financial assets and liabilities are measured at fair value (refer accounting policy regarding financial instruments). The standalone financial statements are presented in INR (Rupees in Lakhs)

2A Significant Accounting Policies

a) Property, Plant and Equipment & Depreciation

i) Recognition and Measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

Its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant part of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment are derecognised from financial statement, either on disposal or when no economic benefits are expected from its use or disposal. The gain or loss arising from disposal of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment recognised in the statement of profit and loss account in the year of occurrence.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if its is probable that the future economic benefits associated with the expenditure will flow to the company.

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

iii) Depreciation

Depreciation amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions / deductions is calculated pro-rata from / to the month of additions / deductions.

Assets costing less than INR 5,000/- are depreciated at 100% in the year of acquisition.

f) Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Interest income: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

g) Inventories

Raw materials and stores, work-in-progress, traded and finished goods are stated at the lower of cost, calculated on weighted average basis, and net realizable value. Cost of raw materials and stores comprise of cost of purchase. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other cost incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Items held for use in the production of inventory are not written below cost if the finished product in which these will be incorporated are expected to be sold at or above cost.

h) Foreign Currencies

Functional currency: The functional currency of the Company is the Indian rupee.

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

Transactions and translations: Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

i) Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax: Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax: Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of a deferred tax asset is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

j) Impairment of Assets

Non Financial Assets :The carrying value of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve for that asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

Financial assets: The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

k) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised in the Financial Statements.

4) Non-derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(a) Financial assets

Cash and cash equivalents For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade Receivables and Loans: Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Debt Instruments: Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

Equity Instruments: All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis.

(b) Financial assets– Subsequent measurement

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Notes to financial statements for the year ended 31 March 2024

Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL): Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

(c) Financial liabilities

Loans and borrowings: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost on accrual basis.

Financial guarantee contracts: Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

(d) Financial liabilities - Subsequent measurement

Financial liabilities are measured at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, carrying amounts approximate the fair value due to the short maturity of these instruments.

(e) Derecognition

The Company de-recognizes a financial assets when the contractual rights to the cash flows from the financial asset expires or it transfers the financial assets and the transfer qualifies for dercognition under Indian Accounting Standard 109 “Financial Instruments”. A financial liability (or a part of financial liability) is de-recognised from the Company’s balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

(f) Offsetting of financial instruments

Financial assets and financial liabilities are offsetted and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

m) Earnings Per Share

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

2B Critical accounting judgments and key sources of estimation uncertainty

- a The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Although these estimates are based upon management's best knowledge of current events, actual results may differ from these estimates under different assumptions and conditions.
- b The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.
- c **Critical Judgements** In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:
- d **Key sources of estimation uncertainty** : The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

e Key sources of estimation uncertainty : The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

f Income taxes: The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

g Operating Cycle and Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification in accordance with Part-I of Division- II of Schedule III of the Companies Act, 2013.

An asset is treated as current when (a) It is expected to be realised or intended to be sold or consumed in normal operating cycle; (b) It is held primarily for the purpose of trading; or (c) It is expected to be realised within twelve months after the reporting period, or (d) The asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when (a) It is expected to be settled in normal operating cycle; or (b) It is held primarily for the purpose of trading; or (c) It is due to be settled within twelve months after the reporting period, or (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, results in its settlement by the issue of equity instruments do not affect its classification. The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

3 Recent Accounting Pronouncements:

The Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015, by issuing the companies(Indian Accounting Standards) Amendment Rules,2023, applicable from April 1, 2023, as below:

a Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

b Ind AS 12 – Income Taxes

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group has evaluated the amendment and there is no impact on its financial statements.

c Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

4 Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III of the Companies Act, 2013 unless otherwise stated.

5 Non-Current Investments

	31-Mar-24	31-Mar-23
Investment in equity instruments in other companies		
Unquoted, Fully Paidup equity		
1000 equity share of Rs.100 each of Cosmos Co-Op Bank Ltd	1.00	1.00
Investments carried at cost in wholly owned subsidiary companies		
Unquoted, Fully Paidup equity		
10000 equity shares of (March, 2023: Nil) AED 10 each representing 100 % of share capital of M/s Sampre Nutritions FZCO, Dubai.	2.32	-
	3.32	1.00

10 Other Non-current Financial Assets

	31-Mar-24	31-Mar-23
Security deposits		
Unsecured, considered good	69.78	58.82
Other loans and advances		
Deferred Borrowing cost	87.47	14.20
Loans to subsidiaries	23.21	-
Advances to Suppliers	67.27	180.17
	247.73	253.19

7 Inventories (valued at lower of cost and net realisable value)

	31-Mar-24	31-Mar-23
Raw Materials	462.27	409.85
Packing Materials	296.21	294.19
	758.47	704.04

8 Trade receivables

	31-Mar-24	31-Mar-23
- Unsecured, considered good		
Trade Receivables	155.19	385.30
Recivables from related parties (Refer Note 38)	517.08	362.01
Trade Receivables which have significant credit risk	-	-
	672.27	747.31

Trade receivables Ageing for trade receivables as at March 31, 2023

	Outstanding for following periods from due date of payment					Total
	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade receivables	155.19	517.08	-	-	-	672.27
Undisputed Trade Receivables	-	-	-	-	-	-
Disputed Trade Receivables	-	-	-	-	-	-
Disputed Trade Receivables	-	-	-	-	-	-
Total	155.19	517.08	-	-	-	672.27

Trade receivables Ageing for trade receivables as at March 31, 2022

	Outstanding for following periods from due date of payment					Total
	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade receivables	427.27	320.03	-	-	-	747.30
Undisputed Trade Receivables	-	-	-	-	-	-
Disputed Trade Receivables	-	-	-	-	-	-
Disputed Trade Receivables	-	-	-	-	-	-
Total	427.27	320.03	-	-	-	747.30

9 Cash and Cash Equivalents

	31-Mar-24	31-Mar-23
Cash and Cash equivalents		
Balance with banks		
- On current accounts	4.00	-
Margin money deposit	-	2.26
Other deposits	-	2.00
Cheques/Drafts on hand	-	-
Cash on hand	6.76	8.33
	10.76	12.59

10 Other Current Financial Assets

	31-Mar-24	31-Mar-23
Security deposits		
Unsecured, considered good	-	-
Other loans and advances		
Advances to employees	89.55	40.68
Balance with Revenue authorities	45.28	131.61
Advances to Suppliers	-	-
	134.83	172.29

11 Share Capital

	31-Mar-24	31-Mar-23
Authorised Shares		
1,80,00,000 (March 31, 2023: 18,00,00,000) equity shares of Rs. 10 each	1,800.00	1,800.00
	-	-
Issued and subscribed shares		
68,70,000 (March 31, 2023: 68,70,000) equity shares of Rs. 10 each	727.00	687.00
	727.00	687.00

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the year

	31-Mar-24		31-Mar-23	
	No. of shares in Lacs	Amount	No. of shares in Lacs	Amount
At the beginning of the year	68.70	687.00	48.20	482.00
change during the year	4.00	40.00	20.50	205.00
Outstanding at the end of the year	72.70	727.00	68.70	687.00

b) Terms/right attached to equity shares

The Company has issued 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. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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

Name of the shareholder	31-Mar-24		31-Mar-23	
	No. of shares in Lacs	% shares	No. of shares in Lacs	% shares
Brahma K Gurbani	8.87	12.21	8.87	12.92%
Saritha. B. Gurbani	7.62	10.48	7.62	11.09%
Meera B. Gurbani	5.31	7.30	5.31	7.73%

As per the records of the Company, including its register of shareholders/members, the above shareholding represents legal and beneficial ownership.

e) Disclosure of Shareholding of Promoters

Shareholding of promoters as at March 31, 2024

Sl.No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
	Brahma K Gurbani	8.87	12.21%	0.00%
	Sarita B Gurbani	7.62	10.48%	0.00%
	Meera B Gurbani	5.31	7.30%	0.00%
	Saraswati Gurbani	2.22	3.05%	0.00%
	Deepa Gurbani	1.42	1.95%	0.00%
	Total	25.44		

Shareholding of promoters as at March 31, 2023

Promoter Name	Number of Shares	% of total shares	% Change during the year
Brahma K Gurbani	8.87	12.91%	0.00%
Sarita B Gurbani	7.62	11.09%	0.00%
Meera B Gurbani	5.31	7.73%	0.00%
Saraswati Gurbani	2.22	3.23%	0.00%
Deepa Gurbani	1.42	2.07%	0.00%
Total	25.44		

12 Other Equity

	31-Mar-24	31-Mar-23
Securities premium account	674.00	570.00
Surplus in the statement of profit and loss		
Balance as per last financial statements	624.75	590.05
Profit / (loss) for the period/year	30.96	34.70
Net surplus/(deficit) in the statement of profit and loss	655.71	624.75
Money received against share warrants	198.00	234.00
	1,527.71	1,428.75

13 Deferred Tax Liability (Net)

	31-Mar-24	31-Mar-23
Deferred Tax Liability, Net	98.95	73.37
Deferred Tax Asset, Net	-	-
	-	-
Mat Credit Entitlement (Net)	(38.00)	(25.71)
	60.95	47.66

14 Long-term borrowings

	31-Mar-24	31-Mar-23
Secured Loans		
Term Loans (Refer Note No.28)		
- Term loans From Banks	605.67	753.96
- Vehicle Loans From Banks	-	4.27
- Other Vehicle Loan from financial institutions	63.19	52.91
Less: Current Maturities of long term borrowings [Included in Note No.15]	172.03	149.44
	496.83	661.70
Unsecured Loans		
Loans from Directors and relatives	452.09	412.36
	948.92	1,074.06

- There has no default in repayment of loan and interest as at Balance Sheet date.

Other Vehicle loans were obtained from 'Daimler Financial Services India Private Ltd ' & Toyota Financial Services, under hire purchase schemes, secured by hypothecation of vehicles owned by the company.

15 Short term borrowings

	31-Mar-24	31-Mar-23
The South Indian Bank Bill Discounting	-	-
The South Indian Bank Cash Credit	629.08	453.60
Current maturities of Long term borrowings	172.03	149.44
	801.11	603.04

Notes:

- Working capital limits are availed from The south Indian Bank and Axis Bank and are secured by Hypothecation of entire Current Assets of the Company and equitable mortgage of Company land at effective interest rate of 10.75 % pa and repayable on demand.
- There has no default in repayment of loan and interest as at Balalance Sheet.

16 Trade payables

	31-Mar-24	31-Mar-23
a. Trade Creditors.	135.53	284.93
b. Creditor for Expenses	13.42	99.40
c. Creditors for Capital Goods	57.37	-
	206.32	384.33

Trade Payables ageing schedule as at March 31, 2024

	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	-	-	-	-	-
Others	206.32	-	-	-	206.32
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
	206.32	-	-	-	206.32

Trade Payables ageing schedule as at March 31, 2023

	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	-	-	-	-	-
Others	384.32	-	-	-	384.32
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
	384.32	-	-	-	384.32

Note:

Details of dues to micro and small enterprises as defined under the MSMED ACT, 2006

Based on information available with the Company, there are no suppliers who are registered as micro, small or medium enterprises under “The Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2022.

17 Other current liabilities

	31-Mar-24	31-Mar-23
Advances from customers	8.88	21.00
Dues to employees	65.44	10.85
Other statutory liabilities	115.56	64.91
Provision for gratuity	-	-
Provision for expenses	8.92	26.79
	198.80	123.56

18 Short term provisions

	31-Mar-24	31-Mar-23
Provision for income tax	12.29	10.40
	12.29	10.40

19 Revenue from operations

	31-Mar-24	31-Mar-23
Sales	2,460.96	3,710.66
Export Sales	53.71	-
	2,514.67	3,710.66

20 Other income

	31-Mar-24	31-Mar-23
Interest Income	2.28	0.17
Interest on income tax refund	1.47	-
Liabilities no longer payable, written back	7.00	-
Other non operating income	1.07	7.07
	11.82	7.24

21 Cost of Materials Consumed

	31-Mar-24	31-Mar-23
Opening Stock	704.04	709.33
Add: Purchases	555.64	1,515.86
Less: Closing stock	758.47	704.04
	501.21	1,521.15

22 Manufacturing expenditure

	31-Mar-24	31-Mar-23
Fuel & Power consumption	394.16	307.61
Factory salaries and Wages	321.87	441.81
Factory Expenses	381.70	448.21
Transport & Hamali Charges	28.05	83.28
Repairs & Maintenance	30.00	60.51
Packing Expenses	-	-
	1,155.78	1,341.42

23 Employee benefits expense

	31-Mar-24	31-Mar-23
Salaries, bonus and allowances	86.66	82.22
Staff Welfare Expenses	27.12	42.54
Directors Remuneration	74.50	35.56
	188.28	160.32

24 Other expenses

	31-Mar-24	31-Mar-23
Advertisement Expenses	-	0.49
AGM Expenses	0.35	0.80
Building Maintenance	-	4.16
Business Promotion Expenses	3.47	5.17
Computer Maintenance	0.41	0.87
Communication Expenses	1.00	1.02
Donations	-	-
General Expenses	21.26	19.96
Issure Fees	3.79	-
Insurance	14.11	13.28
Key Man Insurance Exp	16.98	20.08
Legal and professional	3.74	18.74
Loss on sale of Asset	-	-
Membership and Subscription Fee	-	-
Office Expenses	3.27	13.20
Payments to auditors	5.00	5.00
Printing and stationery	5.77	6.91
Rates and taxes	24.30	24.92
Rental Charges	96.00	73.50
Repairs and maintenance	-	-
Security Services	23.67	23.17
Sitting Fee	2.05	2.05
Telephone Expenses	3.54	3.76
Travelling and conveyance	17.00	34.63
Vehicle Maintainence	3.63	10.54
Membership Fee (Non GST)	-	-
	249.34	282.25

25 Depreciation

	31-Mar-24	31-Mar-23
Depreciation on property, plant and equipments	183.29	182.15
	183.29	182.15

26 Finance costs

	31-Mar-24	31-Mar-23
Interest on Term Loans	87.66	89.37
Interest on Working Capital loans	97.03	82.27
Interest on Vehicle Loans	5.68	6.04
Interest on Statutory Payments	-	-
Bank charges	1.69	11.16
	192.06	188.84

SAMPRE NUTRITIONS LIMITED

Notes to financial statements

(All amounts are in Indian rupees except as otherwise stated)

3 Property Plant and Equipment

(Rupees in Lakhs)

	Freehold Land	Misc Fixed Assets	Electrical Equipment	Factory Buildings	Plant and machinery	Office Buildings	Office Equipment	Computer equipment	Furniture and fixtures	Vehicles	Total fixed assets
Gross Carrying Amount											
As at March 31, 2022	21.24	6.39	250.57	925.25	2,068.47	130.93	52.17	9.26	151.96	335.66	3,951.89
Additions	-	-	14.28	9.09	-	-	-	1.09	-	-	24.46
Deletions	-	-	-	-	-	-	-	-	-	(15.72)	(15.72)
As at March 31, 2023	21.24	6.39	264.85	934.34	2,068.47	130.93	52.17	10.35	151.96	319.94	3,960.63
Additions	-	-	1.76	21.93	177.51	-	0.10	0.95	0.12	34.66	237.03
Deletions	-	-	-	-	-	-	-	-	-	(0.44)	(0.44)
As at March 31, 2024	21.24	6.39	266.61	956.27	2,245.98	130.93	52.27	11.30	152.08	354.16	4,197.22
Accumulated Depreciation											
As at March 31, 2022	-	6.30	182.67	398.95	751.70	18.96	41.79	6.30	99.61	227.16	1,733.44
Adjustment to opening Reserve	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	-	10.91	38.61	98.99	2.38	1.82	1.58	10.46	17.39	182.11
Deletions	-	-	-	-	-	-	-	-	-	(7.17)	(7.17)
As at March 31, 2023	-	6.30	193.58	437.56	850.69	21.34	43.61	7.88	110.07	237.38	1,908.38
Adjustment to opening Reserve	-	-	-	-	-	-	-	-	-	-	-
Charge for the period	-	-	11.11	38.97	99.26	2.39	1.61	1.73	10.35	17.87	183.26
Deletions	-	-	-	-	-	-	-	-	-	(0.23)	(0.23)
As at March 31, 2024	-	6.30	204.69	476.53	949.95	23.73	45.22	9.61	120.42	255.02	2,091.41
Net Carrying Amount											
As at March 31, 2022	21.24	0.09	67.90	526.30	1,316.77	111.97	10.38	2.96	52.35	108.50	2,218.45
As at March 31, 2023	21.24	0.09	71.27	496.78	1,217.78	109.59	8.56	2.47	41.89	82.56	2,052.25
As at March 31, 2024	21.24	0.09	61.92	479.74	1,296.03	107.20	7.05	1.69	31.66	99.14	2,105.81

4 Capital work - in - progress

As at March 31, 2023	416.13
As at March 31, 2024	549.97

27. Contingent liabilities not provided for in respect of

The company was in receipt of demand order in respect of Central Excise for FY 2010-11, against the said order, the company has filed an appeal before the appellate authorities in respective forums. The Company is expecting a favorable result from the appellate authority.

28. Secured Loans (Refer Note No.14)

a. Term loans from Banks:

The term loans from banks were availed for acquisition of Plant & Machinery, constructions of factory building from 'The South Indian Bank Ltd'. During the year.

Particulars	INR in Lakhs	Rate of Interest	Repayment terms
Term loans – Machinery & Factory Building	368.35	12.75%	Repayable in range of 58 months to 111 months including moratorium period of 14 months.
Working Capital Term Loan- (WCTL-1)	92.57	12.75%	Repayable in 79 months including moratorium period of 14 months.
Funded interest term loan (FITL 1, 2 &3)	144.76	13.25%	Repayable in 78 months including moratorium period of 18 months.

The above stated terms loans were secured by equitable mortgage of Industrial Property of land & building situated in plot no.133, Industrial estates, Medchal of the Company, further secured by collateral assets in the form of immovable properties belonging to the Promoter Directors and their relatives. It is further secured by personal guarantees of the directors and their relatives.

b. Vehicle Loans from Banks : NIL

c. Other Vehicle Loan

Other vehicle loans were obtained from Mercedes-Benz Financial Services India Pvt Ltd, Mahindra & Mahindra Financial Services Ltd, Kotak Mahindra Prime Ltd and Sundaram Finance Ltd under hire purchase schemes, secured by hypothecation of vehicles owned by the Company.

29. Dues to Micro and Small Enterprises

As per the information available with the company, it appears that no dues outstanding for more than 30 days in excess of INR 1.00 Lakh as on 31 March 2024 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.

30. Payment to Auditors

Particulars	31 March 2024	31 March 2023
Audit Fee	4.50	4.50
Tax Audit Matters	0.30	0.30
Certification & Other Services	0.20	0.20
Total	5.00	5.00

31. There are no debts outstanding as on 31 March 2024 from Directors or other officers of the company other than imprest cash in order to meet running expenses.

32. Segment Reporting

a) Business Segment

The company’s business consists of one primary reportable business segment of manufacturing of sugar boiled candies & toffees and consists of major revenue on account of processing charges; hence no separate disclosure is required in the context of Indian Accounting Standard 108 “Operating Segment”.

b) Geographical Segment:

During the period under report, the Company has engaged in its business primarily within India with two manufacturing facilities including of leasehold unit. The conditions prevailing in India being uniform, no separate geographical disclosure is considered necessary.

33. Deferred Tax Asset / (Liability):

The movement of Provision of Deferred Tax for the year ended 31-03-2024 is as given below:

Particulars	Asset / (Liability) As on 31.03.2023	Recognised in Profit & Loss Account	Others	Asset / (Liability) As on 31.03.2024
Timing Differences on account of Depreciation	(90.64)	14.84	-	75.80
Unabsorbed Tax Losses (Depreciation Loss)	17.27	10.75	-	28.02

MAT Credit Entitlement/ (Utilisation)	25.71	12.29	-	38.00
Total	(47.66)	8.20	-	(9.78)

34. 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	2023-24	2022-23
Profit attributable to Equity Share Holders (A) (INR In Lakhs)	30.96	34.70
Basic / Weighted Average Number of Equity Shares outstanding during the year (B) (Nos in Lakhs)	68.88	57.29
Nominal value of each equity Share	INR10/-	INR10/-
Earnings Per share	0.45	0.61
Diluted EPS	0.45	0.37

35. Taxes on income

The company made necessary provision for income tax as per the provisions of Income Tax Act, 1961.

36. Financial Risk Management and Policies

36.1 Capital risk management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Borrowings (Including Current maturities of long terms debts)	1750.03	1,677.10
Trade payables	206.32	384.33

Other financial liabilities	211.08	133.96
Less: Cash and cash equivalent	10.75	12.59
Net debts (A)	2156.68	2,182.80
Total Equity (B)	2254.71	2,115.75
Capital and net debt(C=A+B)	4411.39	4,298.55
Gearing Ratio (%) (A/C)	-	0.51

36.2 Financial risk management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Company's operations. The Company's principal financial assets comprise investments, cash and bank balance, trade and other receivables.

The Company is exposed to various financial risks such as market risk, credit risk and liquidity risk. The financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

a. Market risk

The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates and changes in interest rates. There have been no changes to the Company's exposure to market risk or the manner in which it manages and measures the risk in recent past.

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings and bank deposits.

i. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates is limited as the Company has only fixed deposit with bank.

ii. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's Financial Liabilities. The Company's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Company's policies.

b. Credit risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. The Company has adopted a policy of only dealing with creditworthy customers.

In many cases an appropriate advance or letter of credit / bank guarantee is taken from the customers to cover the risk. In other cases credit limit is granted to customer after assessing the credit worthiness based on the information supplied by credit rating agencies, publicly available financial information or its own past trading records and trends.

At 31 March 2023, the company did not consider there to be any significant concentration of credit risk, which had not been adequately provided for. The carrying amount of the financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the maximum exposure to credit risk.

c. Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities for the Company. The Company has established an appropriate liquidity risk management framework for its short-term, medium term and long-term funding requirement.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(Amounts in INR lakhs)

Particulars	Carrying Value	Less than 1year	1-5 years	> 5 years
31 March 2024				
Borrowings	1750.03	801.10	-	-
Trade and other payables	206.32	206.32	-	-
Other financial liabilities	211.08	211.08	-	-
31 March 2023				
Borrowings	1677.11	603.04	-	-
Trade and other payables	384.32	384.32	-	-
Other financial liabilities	133.96	133.96	-	-

37. Fair Value measurement

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a

forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- (a) Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments.
- (b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

A. Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31 March 2024 were as follows:

Particulars	Note No	Amortised cost	Financial Assets / Liabilities at Fair Value through Profit or Loss		Financial Assets / Liabilities at Fair Value through OCI		Total Carrying value	Total fair value
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:								
(a) Trade	8	672.27					672.27	672.27
(b) Other	10	134.84					134.84	134.84
(c) Cash and cash equivalent	9	10.75					10.75	10.75
(d) Bank balances (other than cash and cash equivalent)		-					-	-
Liabilities:								
(a)	14 &	1750.03					1750.03	1750.03
(b) Trade	16	206.32					206.32	206.32
(c) Other	17 &	211.08					211.08	211.08

B. The carrying value and fair value of financial instruments by categories as at 31 March 2023 were as follows:

Particulars	Note No	Amortised cost	Financial Assets / Liabilities at Fair Value through Profit or Loss		Financial Assets / Liabilities at Fair Value through OCI		Total Carrying value	Total fair value
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:								
(a) Trade	8	747.31					747.31	747.31
(b) Other	10	172.29					172.29	172.29
(c) Cash	9	12.59					12.59	12.59
(d) Bank balances (other than cash and cash equivalent)		-					-	-
Liabilities:								
(a)	14 &	1677.11					1677.11	1677.1
(b) Trade	16	384.32					384.32	384.32
(c) Other	17 &	133.96					133.96	133.96

38. Related Party Disclosures

“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) Enterprise which are owner or have significant influence of or are partners with key management personnel and their relative:

M/s. Royes Industries Pvt. Ltd.

M/s. Naturalle Health Products Pvt. Ltd.

- b) Key Managerial Personnel

Shri Brahma K Gurbani (MD)

Shri Vishal R Gurbani (WTD-VP)

- a) Related Party Transactions:

Name of Related Party	Nature of Transaction	Current Year	Previous Year
Shri. Brahma K Gurbani	Managerial Remuneration	57.00	24.00
Shri Vishal R Gurbani	Managerial Remuneration	17.50	11.56
Shri. Brahma K Gurbani	Unsecured Borrowings	(72.47)	(73.75)
Smt. Meera B Gurbani	Unsecured Borrowings	3.22	(58.61)
Royes Industries Pvt. Ltd	Lease Rentals	90.00	67.50
Royes Industries Pvt. Ltd	Purchases of Raw Material	387.10	302.50
Royes Industries Pvt. Ltd	Sale of Raw Materials	136.46	154.68
Royes Industries Pvt. Ltd	Sales of Machinery	-	---

b) Balances receivable /Payable

Name of Related Party	Nature of Transaction	As at 31 March 2024	As at 31 March 2023
Royes Industries Pvt. Ltd	Receivables	484.21	320.03
Naturalle Health Products Pvt. Ltd.	Receivables	32.87	41.97
Shri. Brahma K Gurbani	Unsecured Borrowings	446.34	373.87
Smt. Meera B Gurbani	Unsecured Borrowings	35.26	38.48

c) Disclosure of Unsecured Loans received from Directors and Relatives of Directors Pursuant to Rule 16A of Companies (Acceptance of Deposits) Rules 2014 is as follows.

Sl. No.	Name of Lender	Nature of Relation	Amount (INR in Lakhs)
1	Shri. Brahma K Gurbani	Director	446.34
2	Smt. Meera B Gurbani	Relative of Director	35.26

39. CIF Value of Imports

CIF Value of Imports	2023-24 (INR)	2022-23 (INR)
Raw Materials	-	-
Packing Materials	-	-
Traded Goods	-	-
Capital Goods	-	-

40. Previous year's figures have been re grouped / and or re-arranged wherever necessary to confirm with the current year classification.

41. 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.
42. Depreciation has been provided on the straight-line method as per the rates prescribed as of Schedule II of The Companies Act 2013.
43. There were no employees drawing remuneration of INR 60.00 lacs or more per annum or INR 5.00 lacs or more per month, if employed for part of the year.
44. 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 2023. 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.

45. Ratios

Particulars	Numerator	Denominator	As at		Variance in %	Notes
			31.03.2024	31.03.2023		
(a) Current Ratio (In times)	Current assets	Current liabilities	-	1.5	35.5%	1
(b) Debt-Equity Ratio (In times)	Total Debt	Share Holders Equity	-	0.8	-58.4%	2
(c) Debt Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	-	1.7	9.9%	
(d) Return on Equity Ratio (in%)	Net Profit after Tax	Avg. Share Holders Equity	-	1.3%	-30.3%	3
(e) Inventory turnover ratio (In times)	Turnover	Average Inventory	-	3.5	62.8%	4
(f) Trade Receivables turnover ratio (In times)	Turnover	Average Trade Receivables	-	3.5	39.4%	5
(g) Trade payables turnover ratio (In times)	Purchases	Average Trade Payables	-	2.6	157.0%	6

Sampre Nutritions Limited
Notes to Standalone Financial Statements

(h) Net capital turnover ratio (In times)	Turnover	Working Capital	-	7.2	-68.1%	7
(i) Net profit ratio (in %)	Net Profit after Tax	Turnover	-	0.9%	-29.7%	8
(j) Return on Capital employed (In %)	Earnings before Interest and Taxes	Capital Employed	-	7.1%	-18.9%	
(k) Return on investment (In %)	-	-				

Notes:

- 1) Due to better working capital management
- 2) Change is due to increase in equity share capital during the year.
- 3) Change is due to increase in equity share capital during the year.
- 4) Due to substantial increase in gross revenue during the year
- 5) Due to substantial increase in gross revenue during the year

- 6) Due to higher purchase volumes during the year
- 7) Due to substantial reduction in short term working capital loans, ratio effected
- 8) Due to higher raw material costs and increased depreciation.

46. Additional Information pursuant to provisions of the Companies Act, 2013.

- a) The Company does not have any Benami property, where any proceedings has been initiated or pending against the Company for holding Benami property.
- b) The Company has a working capital limit of INR 495.00 Lakhs comprising of fund based limits of INR 495.00 Lakhs. For the said credit facilities, the company has submitted stock and book debt statements to the lender bank on monthly/quarterly basis and there is no material differences with the books of accounts for the year.
- c) The Company has not been declared as a wilful defaulter by any bank or financial institution or any other lender.
- d) The Company do not have any such transactions which has not been recorded in the books of accounts but has been surrendered or disclosed as income during the year in

the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961)

- e) The Company does not have any transactions with struck-off Companies.
- f) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- g) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- h) Quantitative Details;

(As certified by Management of the Company)

Particulars	FY 2023-24		FY 2022-23	
	Quantity (Kg)	Value (INR Lakhs)	Quantity (Kg)	Value (INR Lakhs)
Opening Stock	645493	704.04	646452	709.33
Production (Sugar based candies)	9858458	N.A	9420870	N.A
Closing Stock	695397	758.47	645493	704.04
Sales – Own product (Sugar based candies Confectionery) & Job Work	7165224	2514.68	10573000	3710.66
Sales – Job Work				

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

Material Consumed	FY 2023-24		FY 2022-23	
	Quantity (Kg)	Value in Lakhs	Quantity (Kg)	Value in Lakhs
Raw Material (No. / Kgs)				
- Sugar	233428	155.42	621720	413.95
- Glucose	164144	140.82	508680	436.40
- Flavors & Others	302102	107.42	970595	345.12
Total	699674	403.66	2100995	1195.47
Primary packing Materials	52036	97.54	173745	325.68
Others	-	-	-	-
Total	751710	501.20	2274740	1521.15

Sampre Nutritions Limited
Notes to Standalone Financial Statements

B. Value of Imports on CIF Basis	N.A	Nil	Nil	Nil
C. Expenses on Foreign Currency	Nil	Nil	Nil	Nil

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

Particulars	Year ended 31 March 2024		Period ended 31 March 2023	
	Value	%	Value	%
Indigenous	501.20	100	1521.15	100
Imported	-	-	-	-
Total	501.20	100	1521.15	100

The accompanying notes referred above form an integral part of the financial statements.

As per our report of even date attached

For RRK & Associates
Chartered Accountants
(Firm Registration No. 009785S)

R. Radha Krishna
Partner
(Membership No. 210777)

Date: 30 May 2024
Place: Hyderabad, TG

For and on behalf of the Board of Directors
of Sampre Nutritions Limited

Brahma Gurbani
Managing Director
DIN: 00318180

Vishal Ratan Gurbani
Whole-Time Director
DIN: 07738685

Vamshi Srinivas Vempati
Chief Financial Officer

Krishnama Nupur
Company Secretary

45. Ratios

Particulars	Numerator	Denominator	As at		Variance in %	Notes
			31.03.2024	31.03.2023		
(a) Current Ratio (In times)	Current assets	Current liabilities	1.3	1.5	-11.3%	
(b) Debt-Equity Ratio ^(In times)	Total Debt	Share Holders Equity	0.8	0.8	-1.5%	
(c) Debt Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	1.1	1.2	-9.6%	
(d) Return on Equity Ratio (in%)	Net Profit after Tax	Avg. Share Holders Equity	0.9%	1.3%	-28.2%	Change is due to increase in equity share capital during the year.
(e) Inventory turnover ratio (In times)	Turnover	Average Inventory	2.3	3.5	-35.4%	Due to substantial decrease in gross revenue during the year
(f) Trade Receivables turnover ratio (In times)	Turnover	Average Trade Receivables	2.4	3.5	-32.2%	Due to substantial decrease in gross revenue during the year
(g) Trade payables turnover ratio (In times)	Purchases	Average Trade Payables	1.4	2.6	-47.1%	Due to decrease in purchase during the year
(h) Net capital turnover ratio (In times)	Turnover	Working Capital	7.0	7.2	-2.5%	
(i) Net profit ratio (in %)	Net Profit after Tax	Turnover	1.2%	0.9%	31.5%	Due to reduced raw material costs and better management of inventory
(j) Return on Capital employed (In %)	Earnings before Interest and Taxes	Capital Employed	7.6%	7.1%	6.9%	
(k) Return on investment (In %)	-	-				

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of Consolidated Financial Statements

To
The Members of
Sampre Nutritions Limited

Opinion

We have audited the accompanying Consolidated Financial Statements of Sampre Nutritions Limited ("**the Company**"), and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**") which comprise the Consolidated Balance Sheet as at 31 March 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "**Consolidated Financial Statements**").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements, give the information required by the Companies Act, 2013 ("**the Act**") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("**Ind AS**") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024 and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true

and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, 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, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to

provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the

independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The consolidated financials include the unaudited, management certified financial statements of the wholly owned foreign subsidiary. We did not audit the financial statements of wholly owned foreign subsidiary, whose financial statements reflects total assets of INR 17.72 Lakhs.

Report on other Legal and Regulatory Requirements

As required under Section 143(3) of the Act, we report, to the extent applicable, that:

1. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and 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 appears from our examination of those books.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of written representations received from the directors of the holding company, as on 31 March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over holding company financial reporting of the Company and its subsidiaries the operating effectiveness of such control, refer to our separate report in “**Annexure A**”; and

- g. With respect to the other matters included in the Auditor's Report in accordance with the Rule 11 of Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its consolidated financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. The Company does not require to transfer any amounts to the Investor Education and Protection Fund during the year.
 - iv.
 - (a) The respective Management of the Company and its subsidiaries which are companies incorporated in India, whose financial Statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person(s) or entity(ies) including foreign entities ("**Intermediaries**"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("**Ultimate Beneficiaries**") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The respective Management of the Company and its subsidiaries which are companies incorporated in India, whose financial Statements have been audited under the Act have been represented to us, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("**Funding Parties**"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("**Ultimate Beneficiaries**") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on such audit procedures that have been considered reasonable

and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.

- v. Based on our examination, which included test checks, the company and its subsidiaries incorporated in India, have used accounting software for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.

- vi. Since the Company or any of such subsidiaries has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Act does not arise.

2. With respect to the matters specified in Paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("**the Order**" / "**CARO**") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the Consolidated Financial Statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks *except for delays in statutory dues as reported* in these CARO reports.

UDIN: 24210777BKASIV7824

For R R K & Associates
Chartered Accountants
(Firm Registration No.: 09785S)

Date: 30 May 2024

Place: Hyderabad, TG

R. Radha Krishna
Partner
(Membership No.: 210777)

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statement (Reference to in Paragraph 1(f) under the heading "Report of other legal and regulatory requirements" in our Report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Section 143(3)(i) of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Sampre Nutritions Limited ("**the Company**") as of 31 March 2024 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("**the Guidance Note**") issued by the Institute of Chartered Accountants of India ("**ICAI**"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

UDIN: 24210777BKASIV7824

For R R K & Associates
Chartered Accountants
(Firm Registration No.: 09785S)

Date: 30 May 2024

Place: Hyderabad, TG

R. Radha Krishna
Partner (Membership No.: 210777)

PARTICULARS	Notes	31-Mar-24	31-Mar-23
I. ASSETS			
1. Non-Current Assets			
a) Property, Plant & Equipment	3	2,105.76	2,052.25
b) Capital work-in-progress	4	549.97	416.13
c) Financial assets			
Investments in Subsidiaries & Others	5	1.00	1.00
Other Financials Assets	6	224.51	253.19
d) Other non-current assets		-	-
		2,881.24	2,722.57
2. Current Assets			
a) Inventories	7	758.47	704.04
b) Financial Assets			
Trade Receivables	8	672.27	747.31
Cash and Cash Equivalents	9	28.47	12.59
Others Current Financial Assets	10	134.87	172.29
c) Other Current Assets		-	-
		1,594.08	1,636.23
		4,475.32	4,358.80
TOTAL ASSETS			
II. EQUITY AND LIABILITIES			
1. EQUITY			
a) Equity Share Capital	11	727.00	687.00
b) Other Equity	12	1,519.93	1,428.75
Total Equity		2,246.93	2,115.75
2. LIABILITIES			
Deferred tax liability (net)	13	60.95	47.66
Non-current liabilities			
Financial Liabilities			
Long term borrowings	14	948.93	1,074.06
		1,009.88	1,121.72
Current liabilities			
Financial Liabilities			
Short-term Borrowings	15	801.10	603.04
Trade payables	16	206.32	384.33
Other current liabilities	17	198.80	123.56
Short-term provisions	18	12.29	10.40
		1,218.51	1,121.33
		4,475.32	4,358.80
TOTAL EQUITY & LIABILITIES			
Summary of significant accounting policies	1-2	(0.00)	-
The accompanying notes referred above form an integral part of the financial statements.			
As per our report of even date attached			
For RRK & Associates		For and on behalf of the Board of Directors	
<i>Chartered Accountants</i>		of Sampre Nutritions Limited	
Firm Registraton No. 009785S			
R. Radha Krishna	Brahma Gurbani	Vishal Ratan Gurbani	
<i>Partner</i>	<i>Managing Director</i>	<i>Whole-Time Director</i>	
Membership No. 210777	DIN: 00318180	DIN: 07738685	
Date: 30 May 2024	Vamshi Srinivas Vempati	Krishnama Nupur	
Place: Hyderabad, TG	<i>Chief Financial Officer</i>	<i>Company Secretary</i>	

SAMPRE NUTRITIONS LIMITED**Consolidated Statement of profit and loss for the year ended 31 March 2024**

(All amounts are in Indian rupees except as otherwise stated)



(Rupees in Lakhs except per share data)

PARTICULARS	Notes	31-Mar-24	31-Mar-23
REVENUE			
Revenue from operations	19	2,514.68	3,710.66
Other income	20	11.81	7.24
		2,526.49	3,717.90
EXPENSES			
Cost of Materials Consumed	21	501.21	1,521.15
Manufacturing expenditure	22	1,155.78	1,341.42
Employee benefits expense	23	188.28	160.32
Other expenses	24	256.95	282.25
Depreciation	25	183.29	182.15
Finance costs	26	192.24	188.84
		2,477.75	3,676.13
Profit before exceptional and extraordinary items and tax		48.74	41.77
Exceptional Items		-	-
Profit/ (loss) before tax		48.74	41.77
Tax expense		-	-
Current tax		12.29	10.39
Mat credit entitlement		(12.29)	(10.39)
Short /(Excess) Provision for Taxation		-	-
Deferred tax (credit)/charge	33	25.58	7.03
Total Tax Expenses		25.58	7.03
Profit/ (loss) for the period		23.16	34.74
Other Comprehensive Income		-	-
Total Comprehensive Income for the period		23.16	34.74
Earnings per equity share			
Basic		0.34	0.61
Diluted		0.34	0.61
Weighted average no. of equity shares		68,70,000	57,29,863

The accompanying notes referred above form an integral part of the financial statements.

As per our report of even date attached

For RRK & Associates

Chartered Accountants

Firm Registraton No. 009785S

R. Radha Krishna

Partner

Membership No. 210777

Date: 30 May 2024

Place: Hyderabad, TG

For and on behalf of the Board of Directors

of Sampre Nutritions Limited

Brahma Gurbani

Managing Director

DIN: 00318180

Vamshi Srinivas Vempati

Chief Financial Officer

Vishal Ratan Gurbani

Whole-Time Director

DIN: 07738685

Krishnama Nupur

Company Secretary

SAMPRE NUTRITIONS LIMITED**Statement of Changes in Equity for the year ended 31st March, 2024**

(All amounts are in Indian rupees except as otherwise stated)

**a) Equity Share Capital****(1) Current reporting period**

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
687.00	-	-	205.00	892.00

(2) Previous reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
482.00	-	-	-	687.00

b) Other Equity**(1) Current reporting period**

Particulars	Reserves and Surplus		Money received against share warrants	Total
	Securities premium	Retained Earnings		
Balance at the beginning of the current reporting period	37.00	590.05	-	627.05
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-
Total Comprehensive Income for the current year	-	23.18	-	23.18
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change	-	-	302.00	302.00
Balance at the end of the current reporting period	37.00	613.23	302.00	952.23

(2) Previous reporting period

Particulars	Reserves and Surplus		Money received against share warrants	Total
	Securities premium	Retained Earnings		
Balance at the beginning of the current reporting period	37.00	559.26	-	596.26
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-
Total Comprehensive Income for the current year	-	34.70	-	34.70
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change	-	-	-	-
Balance at the end of the current reporting period	37.00	593.96	-	630.96

The accompanying notes referred above form an integral part of the financial statements.

For RRK & Associates

Chartered Accountants

Firm Registration No.: 009785S

R. Radha Krishna

Partner

Membership No. 210777

Date: 30 May 2024

Place: Hyderabad, TG

For and on behalf of the Board of Directors
of Sampre Nutritions Limited**Brahma Gurbani**

Managing Director

DIN: 00318180

Vamshi Srinivas Vempati

Chief Financial Officer

Vishal Ratan Gurbani

Whole-Time Director

DIN: 07738685

Krishnama Nupur

Company Secretary

PARTICULARS	31-Mar-24	31-Mar-23
A. Cash flow from operating activities		
Profit/ (loss) before tax	48.76	41.73
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation expense	183.29	182.15
Profit / (Loss) on sale of fixed assets / CWIP	(0.15)	(0.25)
Bad debts written off	-	-
Interest income accrued	(0.60)	(0.17)
Interest Expense	190.37	177.68
Operating profit before working capital changes	421.67	401.14
Movements in Working Capital :		
(Increase)/ Decrease in inventories	(54.43)	5.29
(Increase)/ Decrease in Financials Assets	109.07	(320.17)
(Increase)/ Decrease in other non-current assets	-	-
(Increase)/ Decrease in Other Current Non Financial Assets	-	-
Increase / (Decrease) in Trade payables	(178.00)	2.99
Increase/ (decrease) in other current Financial Liabilities	75.25	24.36
Increase / (Decrease) in Other Non-Financial Liabilities	-	-
Cash generated / used in operations	373.56	113.61
Direct taxes (paid)/Refund (net)	21.68	(25.75)
Net cash generated/ (used) from operating activities (A)	395.24	87.86
B. Cash flow from investing activities		
Proceeds of fixed assets including Capital work - in - progress	(370.86)	(440.59)
Proceeds from sale of fixed assets	0.36	8.80
Investments in subsidiary	-	-
Loans to subsidiary	-	-
Interest received	0.60	0.17
Net cash generated/ (used) in investing activities (B)	(369.91)	(431.62)
C. Cash flow from financing activities		
Proceeds from equity	108.00	972.00
Proceeds from long term borrowings (Net of repayment)	(125.14)	(202.02)
Proceeds from short term borrowings	198.06	(244.20)
Interest expense paid	(190.37)	(177.68)
Net cash flow generated/ (used) in financing activities (C)	(9.45)	348.10
Net increase/ (decrease) in cash and cash equivalents (A + B+ C)	15.88	4.34
Cash and cash equivalents at the beginning of the year	12.59	8.25
Cash and cash equivalents at the end of the year	28.47	12.59
Components of cash and cash equivalents:		
Cash on hand	6.76	8.33
Deposits with banks	-	4.26
With banks - on current accounts	21.71	-
Cash and cash equivalents	28.47	12.59
	-	-

The accompanying notes referred above form an integral part of the financial statements.

(All amounts are in Indian rupees except as otherwise stated)

For RRK & Associates

Chartered Accountants

Firm Registraton No. 009785S

R. Radha Krishna

Partner

Membership No. 210777

Date: 30 May 2024

Place: Hyderabad, TG

**For and on behalf of the Board of Directors
of Sampre Nutritions Limited**

Brahma Gurbani

Managing Director

DIN: 00318180

Vamshi Srinivas Vempati

Chief Financial Officer

Vishal Ratan Gurbani

Whole-Time Director

DIN: 07738685

Krishnama Nupur

Company Secretary

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

1 Company Overview and Significant Accounting Policies:

a) Company Overview

Sampre Nutritions Ltd' (the company) is a public limited company incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on Bombay Stock Exchange. The Company is into the activity of manufacturing of Sugar Candies. The principal place of business is situated at 133, TSIC Industrial Estate, Medchal-501401, Medchal Malkajgiri Dist, Telangana.

b) Basis of preparation of Financials Statements

The financial statements are separate financial statements prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). The standalone financial statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value.

Certain financial assets and liabilities are measured at fair value (refer accounting policy regarding financial instruments). The standalone financial statements are presented in INR (Rupees).

2A Significant Accounting Policies

a) Property, Plant and Equipment & Depreciation

i) Recognition and Measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

Its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

If significant part of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Property, plant and equipment are derecognised from financial statement, either on disposal or when no economic benefits are expected from its use or disposal. The gain or loss arising from disposal of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment recognised in the statement of profit and loss account in the year of occurrence.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

iii) Depreciation

Depreciation amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions / deductions is calculated pro-rata from / to the month of additions / deductions.

Assets costing less than INR 5,000/- are depreciated at 100% in the year of acquisition.

f) Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Interest income: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

g) Inventories

Raw materials and stores, work-in-progress, traded and finished goods are stated at the lower of cost, calculated on weighted average basis, and net realizable value. Cost of raw materials and stores comprise of cost of purchase. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other cost incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Items held for use in the production of inventory are not written below cost if the finished product in which these will be incorporated are expected to be sold at or above cost.

h) Foreign Currencies

Functional currency: The functional currency of the Company is the Indian rupee.

Transactions and translations: Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

i) Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax: Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax: Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of a deferred tax asset is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

j) Impairment of Assets

Non Financial Assets :The carrying value of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve for that asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

Financial assets: The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

k) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are not recognised in the Financial Statements.

l) Non-derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(a) Financial assets

Cash and cash equivalents For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade Receivables and Loans: Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Debt Instruments: Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

Equity Instruments: All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis.

(b) Financial assets- Subsequent measurement

Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL): Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

(c) Financial liabilities

Loans and borrowings: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost on accrual basis.

Financial guarantee contracts: Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

(d) Financial liabilities - Subsequent measurement

Financial liabilities are measured at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, carrying amounts approximate the fair value due to the short maturity of these instruments.

(e) Derecognition

The Company de-recognizes a financial assets when the contractual rights to the cash flows from the financial asset expires or it transfers the financial assets and the transfer qualifies for derecognition under Indian Accounting Standard 109 "Financial Instruments". A financial liability (or a part of financial liability) is de-recognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

(f) Offsetting of financial instruments

Financial assets and financial liabilities are offsetted and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

m) Earnings Per Share

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

SAMPRE NUTRITIONS LIMITED

Notes to financial statements for the year ended 31 March 2024

2B Critical accounting judgments and key sources of estimation uncertainty

- a** The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Although these estimates are based upon management's best knowledge of current events, actual results may differ from these estimates under different assumptions and conditions.
- b** The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.
- c** **Critical Judgements** In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:
- d** **Key sources of estimation uncertainty** : The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:
- e** **Key sources of estimation uncertainty** : The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:
- f** **Income taxes**: The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

g Operating Cycle and Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification in accordance with Part-I of Division- II of Schedule III of the Companies Act, 2013.

An asset is treated as current when (a) It is expected to be realised or intended to be sold or consumed in normal operating cycle; (b) It is held primarily for the purpose of trading; or (c) It is expected to be realised within twelve months after the reporting period, or (d) The asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when (a) It is expected to be settled in normal operating cycle; or (b) It is held primarily for the purpose of trading; or (c) It is due to be settled within twelve months after the reporting period, or (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, results in its settlement by the issue of equity instruments do not affect its classification. The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

5 Non-Current Investments

	31-Mar-24	31-Mar-23
Investment in equity instruments in other companies		
Unquoted, Fully Paid-up equity		
1000 equity share of Rs.100 each of Cosmos Co-Op Bank Ltd	1.00	1.00
Unquoted, Fully Paid-up equity		
*** equity shares of (March, 2023: 0) AED ** representing 100 % of share capital	-	-
	1.00	1.00

10 Other Non-current Financial Assets

	31-Mar-24	31-Mar-23
Security deposits		
Unsecured, considered good	69.78	58.82
Other loans and advances		
Deferred Borrowing cost	87.47	14.20
Loans to subsidiaries	-	-
Advances to Suppliers	67.27	180.17
	224.51	253.19

7 Inventories (valued at lower of cost and net realisable value)

	31-Mar-24	31-Mar-23
Raw Materials	758.47	704.04
Packing Materials	-	-
	758.47	704.04

8 Trade receivables

	31-Mar-24	31-Mar-23
- Unsecured, considered good		
Trade Receivables	155.19	385.30
Receivables from related parties (Refer Note 38)	517.08	362.01
Trade Receivables which have significant credit risk	-	-
	672.27	747.31

Trade receivables Ageing for trade receivables as at March 31, 2023

	Outstanding for following periods from due date of payment					Total
	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade receivables - considered good	-	-	-	-	-	-
Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables -considered good	-	-	-	-	-	-
Disputed Trade Receivables -considered doubtful	-	-	-	-	-	-
Total	-	-	-	-	-	-

Trade receivables Ageing for trade receivables as at March 31, 2022

	Outstanding for following periods from due date of payment					Total
	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	
Undisputed Trade receivables - considered good	427.27	320.03	-	-	-	747.30
Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables -considered good	-	-	-	-	-	-
Disputed Trade Receivables -considered doubtful	-	-	-	-	-	-
Total	427.27	320.03	-	-	-	747.30

9 Cash and Cash Equivalents

	31-Mar-24	31-Mar-23
Cash and Cash equivalents		
Balance with banks		
- On current accounts	21.71	-
Margin money deposit	-	2.26
Other deposits	-	2.00
Cheques/Drafts on hand	-	-
Cash on hand	6.76	8.33
	28.47	12.59

10 Other Current Financial Assets

	31-Mar-24	31-Mar-23
Security deposits		
Unsecured, considered good	-	-
Other loans and advances		
Advances to employees	89.55	40.68
Balance with Revenue authorities	45.31	131.61
Advances to Suppliers	-	-
	134.87	172.29

11 Share Capital

	31-Mar-24	31-Mar-23
Authorised Shares		
No.6,000,000 (March 31, 2021: 6,000,000) equity shares of Rs. 10 each	1,800.00	1,800.00
	-	-
Issued and subscribed shares		
No. 48,20,000 (March 31, 2021: 48,20,000) equity shares of Rs. 10 each	727.00	687.00
	727.00	687.00

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the year

	31-Mar-24		31-Mar-23	
	No. of shares in Lacs	Amount	No. of shares in Lacs	Amount
At the beginning of the year	68.70	687.00	48.20	482.00
change during the year	4.00	40.00	20.50	205.00
Outstanding at the end of the year	72.70	727.00	68.70	687.00

b) Terms/right attached to equity shares

The Company has issued 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

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

Name of the shareholder	31-Mar-24		31-Mar-23	
	No. of shares in Lacs	% shares	No. of shares in Lacs	% shares
Brahma K Gurbani	8.87	12.21	8.87	12.92%
Saritha. B. Gurbani	7.62	10.48	7.62	11.09%
Meera B. Gurbani	5.31	7.30	5.31	7.73%

As per the records of the Company, including its register of shareholders/members, the above shareholding represents legal and beneficial ownership.

e) Disclosure of Shareholding of Promoters

Shareholding of promoters as at March 31, 2024

Sl.No.	Promoter Name	Number of Shares	% of total shares	% Change during the year
	Brahma K Gurbani	8.87	12.21%	0.00%
	Sarita B Gurbani	7.62	10.48%	0.00%
	Meera B Gurbani	5.31	7.30%	0.00%
	Saraswati Gurbani	2.22	3.05%	0.00%
	Deepa Gurbani	1.42	1.95%	0.00%
	Total	25.44		

Shareholding of promoters as at March 31, 2023

Promoter Name	Number of Shares	% of total shares	% Change during the year
Brahma K Gurbani	8.87	12.92%	0.00%
Sarita B Gurbani	7.62	11.09%	0.00%
Meera B Gurbani	5.31	7.73%	0.00%
Saraswati Gurbani	2.22	3.23%	0.00%
Deepa Gurbani	1.42	2.07%	0.00%
Total	25.44		

12 Other Equity

	31-Mar-24	31-Mar-23
Securities premium account	570.00	570.00
Surplus in the statement of profit and loss		
Balance as per last financial statements	624.75	590.05
Profit / (loss) for the period/year	23.18	34.70
Net surplus/(deficit) in the statement of profit and loss	647.93	624.75
Money received against share warrants	302.00	234.00
	1,519.93	1,428.75

13 Deferred Tax Liability (Net)

	31-Mar-24	31-Mar-23
Deferred Tax Liability, Net	98.95	73.37
Deferred Tax Asset, Net	-	-
	-	-
Mat Credit Entitlement (Net)	(38.00)	(25.71)
	60.95	47.66

14 Long-term borrowings

	31-Mar-24	31-Mar-23
Secured Loans		
Term Loans (Refer Note No.28)		
- Term loans From Banks	605.67	753.96
- Vehicle Loans From Banks	13.06	4.27
- Other Vehicle Loan from financial institutions	50.13	52.91
Less: Current Maturities of long term borrowings [Included in Note No.15]	172.03	149.44
	496.84	661.70
Unsecured Loans		
Loans from Directors and relatives	452.09	412.36
	948.93	1,074.06

- There has no default in repayment of loan and interest as at Balance Sheet.

15 Short term borrowings

	31-Mar-24	31-Mar-23
The South Indian Bank Bill Discounting	-	-
The South Indian Bank Cash Credit	629.08	453.60
Current maturities of Long term borrowings	172.03	149.44
	801.10	603.04

Notes:

- Working capital limits are availed from The south Indian Bank are secured by Hypothecation of entire Current Assets of the Company and equitable mortgage of Company land at effective interest rate of 10.75 % pa and repayable on demand.
- There has no default in repayment of loan and interest as at Balalance Sheet.

16 Trade payables

	31-Mar-24	31-Mar-23
a. Trade Creditors.	135.53	284.93
b. Creditor for Expenses	13.42	99.40
c. Creditors for Capital Goods	57.37	-
1		
	206.32	384.33

Trade Payables ageing schedule as at March 31, 2023

	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
	-	-	-	-	-

Trade Payables ageing schedule as at March 31, 2022

	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
MSME	-	-	-	-	-
Others	384.32	-	-	-	384.32
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
	384.32	-	-	-	384.32

Note:

Details of dues to micro and small enterprises as defined under the MSMED ACT, 2006

Based on information available with the Company, there are no suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2022.

17 Other current liabilities

	31-Mar-24	31-Mar-23
Advances from customers	8.88	21.00
Dues to employees	65.44	10.85
Other statutory liabilities	115.56	64.91
Provision for expenses	8.91	26.79
	198.80	123.56

18 Short term provisions

	31-Mar-24	31-Mar-23
Provision for income tax	12.29	10.40
	12.29	10.40

19 Revenue from operations

	31-Mar-24	31-Mar-23
Sales	2,460.96	3,710.66
Export Sales	53.71	-
	2,514.68	3,710.66

20 Other income

	31-Mar-24	31-Mar-23
Interest Income	2.28	0.17
Interest on income tax refund	1.47	-
Liabilities no longer payable, written back	7.00	-
Other non operating income	1.07	7.07
	11.81	7.24

21 Cost of Materials Consumed

	31-Mar-24	31-Mar-23
Opening Stock	704.04	709.33
Add: Purchases	555.64	1,515.86
Less: Closing stock	758.47	704.04
	501.21	1,521.15

22 Manufacturing expenditure

	31-Mar-24	31-Mar-23
Fuel & Power consumption	394.16	307.61
Factory salaries and Wages	321.87	441.81
Factory Expenses	381.70	448.21
Transport & Hamali Charges	28.05	83.28
Repairs & Maintenance	30.00	60.51
Packing Expenses	-	-
	1,155.78	1,341.42

23 Employee benefits expense

	31-Mar-24	31-Mar-23
Salaries, bonus and allowances	86.66	82.22
Staff Welfare Expenses	27.12	42.54
Directors Remuneration	74.50	35.56
	188.28	160.32

24 Other expenses

	31-Mar-24	31-Mar-23
Advertisement Expenses	-	0.49
AGM Expenses	0.35	0.80
Building Maintenance	-	4.16
Business Promotion Expenses	3.47	5.17
Computer Maintenance	0.41	0.87
Communication Expenses	1.00	1.02
General Expenses	22.14	19.96
Insurance	14.11	13.28
Issure Fees	3.79	-
Key Man Insurance Exp	16.98	20.08
Legal and professional	3.74	18.74
Loss on sale of Asset	-	-
Membership and Subscription Fee	-	-
Office Expenses	3.27	13.20
Payments to auditors	5.00	5.00
Printing and stationery	5.77	6.91
Rates and taxes	31.03	24.92
Rental Charges	96.00	73.50
Repairs and maintenance	-	-
Security Services	23.67	23.17
Sitting Fee	2.05	2.05
Telephone Expenses	3.54	3.76
Travelling and conveyance	17.00	34.63
Vehicle Maintainence	3.63	10.54
Membership Fee (Non GST)	-	-
	256.95	282.25

25 Depreciation

	31-Mar-24	31-Mar-23
Depreciation on property, plant and equipments	183.29	182.15
	183.29	182.15

26 Finance costs

	31-Mar-24	31-Mar-23
Interest on Term Loans	87.66	89.37
Interest on Working Capital loans	97.03	82.27
Interest on Vehicle Loans	5.68	6.04
Interest on Statutory Payments	-	-
Bank charges	1.87	11.16
	192.24	188.84

SAMPRE NUTRITIONS LIMITED

Notes to financial statements

(All amounts are in Indian rupees except as otherwise stated)

3 Property Plant and Equipment

(Rupees in Lakhs)

Particulars	Freehold Land	Misc Fixed Assets	Electrical Equipment	Factory Buildings	Plant and machinery	Office Buildings	Office Equipment	Computer equipment	Furniture and fixtures	Vehicles	Total fixed assets
Gross Carrying Amount											
As at March 31, 2022	21.24	6.39	250.57	925.25	2,068.47	130.93	52.17	9.26	151.96	335.66	3,951.89
Additions	-	-	14.28	9.09	-	-	-	1.09	-	-	24.46
Deletions	-	-	-	-	-	-	-	-	-	(15.72)	(15.72)
As at March 31, 2023	21.24	6.39	264.84	934.35	2,068.47	130.93	52.17	10.36	151.96	319.94	3,960.63
Additions	-	-	1.76	21.93	177.51	-	0.10	0.95	0.12	34.66	237.03
Deletions	-	-	-	-	-	-	-	-	-	(0.44)	(0.44)
As at March 31, 2024	21.24	6.39	266.61	956.28	2,245.98	130.93	52.27	11.31	152.08	354.16	4,197.23
Accumulated Depreciation											
As at March 31, 2022	-	6.30	182.67	398.95	751.70	18.96	41.79	6.30	99.61	227.16	1,733.44
Adjustment to opening Reserve Charge for the year	-	-	10.91	38.61	98.99	2.38	1.82	1.59	10.46	17.39	182.15
Deletions	-	-	-	-	-	-	-	-	-	(7.17)	(7.17)
As at March 31, 2023	-	6.30	193.58	437.55	850.69	21.34	43.61	7.88	110.07	237.38	1,908.42
Adjustment to opening Reserve Charge for the period	-	-	11.11	38.97	99.26	2.39	1.61	1.73	10.35	17.87	183.29
Deletions	-	-	-	-	-	-	-	-	-	(0.23)	(0.23)
As at March 31, 2024	-	6.30	204.69	476.53	949.95	23.73	45.22	9.61	120.42	255.02	2,091.47
Net Carrying Amount											
As at March 31, 2022	21.24	0.09	67.90	526.31	1,316.76	111.97	10.38	2.96	52.34	108.50	2,218.45
As at March 31, 2023	21.24	0.09	71.26	496.79	1,217.78	109.58	8.56	2.47	41.88	82.56	2,052.25
As at March 31, 2024	21.24	0.09	61.92	479.75	1,296.03	107.19	7.05	1.69	31.66	99.14	2,105.76

4 Capital work - in - progress

As at March 31, 2023	416.13
As at March 31, 2024	549.97

27. Contingent liabilities not provided for in respect of:

The company was in receipt of demand order in respect of Central Excise for FY 2010-11, against the said order, the company has filed an appeal before the appellate authorities in respective forums. The Company is expecting a favorable result from the appellate authority.

28. Secured Loans (Refer Note No.14)

a. Term loans from Banks:

The term loans from banks were availed for acquisition of Plant & Machinery, constructions of factory building from 'The South Indian Bank Ltd'. During the year.

Particulars	INR In Lakhs	Rate of Interest	Repayment terms
Term loans – Machinery & Factory Building	368.35	12.75%	Repayable in range of 58 months to 111 months including moratorium period of 14 months.
Working Capital Term Loan- (WCTL-1)	92.57	12.75%	Repayable in 79 months including moratorium period of 14 months.
Funded interest term loan (FITL 1, 2 &3)	144.76	13.25%	Repayable in 78 months including moratorium period of 18 months.

The above stated terms loans were secured by equitable mortgage of Industrial Property of land & building situated in plot no.133, Industrial estates, Medchal of the Company, further secured by collateral assets in the form of immovable properties belonging to the Promoter Directors and their relatives. It is further secured by personal guarantees of the directors and their relatives.

b. Vehicle Loans from Banks : NIL

c. Other Vehicle Loan

Other vehicle loans were obtained from Mercedes-Benz Financial Services India Pvt Ltd, Mahindra & Mahindra Financial Services Ltd, Kotak Mahindra Prime Ltd and Sundaram Finance Ltd under hire purchase schemes, secured by hypothecation of vehicles owned by the Company.

29. Dues to Micro and Small Enterprises

As per the information available with the company, it appears that no dues outstanding for more than 30 days in excess of INR 1.00 Lakh as on 31st March 2024 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.

30. Payment to Auditors:

Particulars	31 March 2024	31 March 2023
Audit Fee	4.50	4.50
Tax Audit Matters	0.30	0.30
Certification & Other Services	0.20	0.20
Total	5.00	5.00

31. There are no debts outstanding as on 31st March 2024 from Directors or other officers of the company other than imprest cash in order to meet running expenses.

32. Segment Reporting:

a) Business Segment

The company’s business consists of one primary reportable business segment of manufacturing of sugar boiled candies & toffees and consists of major revenue on account of processing charges; hence no separate disclosure is required in the context of Indian Accounting Standard 108 “Operating Segment”.

b) Geographical Segment:

During the period under report, the Company has engaged in its business primarily within India with two manufacturing facilities including of leasehold unit. The conditions prevailing in India being uniform, no separate geographical disclosure is considered necessary.

33. Deferred Tax Asset / (Liability):

The movement of Provision of Deferred Tax for the year ended 31-03-2024 is as given below:

Particulars	Asset / (Liability) As on 31.03.2023	Recognised in Profit & Loss Account	Others	Asset / (Liability) As on 31.03.2024
Timing Differences on account of Depreciation	(90.64)	14.84		75.80

			-	
Unabsorbed Tax Losses (Depreciation Loss)	17.27	10.75	-	28.02
MAT Credit Entitlement/ (Utilisation)	25.71	12.29	-	38.00
Total	(47.66)	8.20	-	(9.78)

34. 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	2023-24	2022-23
Profit attributable to Equity Share Holders (A) (INR In Lakhs)	23.18	34.70
Basic / Weighted Average Number of Equity Shares outstanding during the year (B) (No. s in Lakhs)	68.70	57.29
Nominal value of each equity Share	INR 10	INR 10
Earnings Per share	0.32	0.61
Diluted EPS	0.24	0.37

35. Taxes on income

The company made necessary provision for income tax as per the provisions of Income Tax Act, 1961.

36. Financial risk management and policies

36.1 Capital risk management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
-------------	-----------------------------	-----------------------------

Borrowings (Including Current maturities of long terms debts)	1750.03	1,677.10
Trade payables	206.32	384.33
Other financial liabilities	211.08	133.96
Less: Cash and cash equivalent	28.47	12.59
Net debts (A)	2138.96	2,182.80
Total Equity(B)	2246.93	2,115.75
Capital and net debt(C=A+B)	4385.89	4,298.55
Gearing Ratio (%) (A/C)	-	0.51

36.2 Financial risk management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Company's operations. The Company's principal financial assets comprise investments, cash and bank balance, trade and other receivables.

The Company is exposed to various financial risks such as market risk, credit risk and liquidity risk. The financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

a. Market risk

The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates and changes in interest rates. There have been no changes to the Company's exposure to market risk or the manner in which it manages and measures the risk in recent past.

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings and bank deposits.

i. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates is limited as the Company has only fixed deposit with bank.

ii. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's Financial Liabilities. The Company's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Company's policies.

b. Credit risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. The Company has adopted a policy of only dealing with creditworthy customers.

In many cases an appropriate advance or letter of credit / bank guarantee is taken from the customers to cover the risk. In other cases credit limit is granted to customer after assessing the credit worthiness based on the information supplied by credit rating agencies, publicly available financial information or its own past trading records and trends.

At 31 March 2023, the company did not consider there to be any significant concentration of credit risk, which had not been adequately provided for. The carrying amount of the financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the maximum exposure to credit risk.

c. Liquidity risk

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities for the Company. The Company has established an appropriate liquidity risk management framework for its short-term, medium term and long-term funding requirement.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(INR In lakh)

Particulars	Carrying Value	Less than 1year	1-5 years	> 5 years
31 March 2024				
Borrowings	1750.03	801.10	-	-
Trade and other payables	206.32	206.32	-	-
Other financial liabilities	211.08	211.08	-	-
31 March 2023				

Borrowings	1677.11	603.04	-	-
Trade and other payables	384.32	384.32	-	-
Other financial liabilities	133.96	133.96	-	-

37. Fair Value measurement

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- (a) Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments.
- (b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

A. Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31 March 2024 were as follows:

Particulars	Note No	Amortised cost	Financial Assets / Liabilities at Fair Value through Profit or Loss		Financial Assets / Liabilities at Fair Value through OCI		Total Carrying value	Total fair value
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:								
(a) Trade	8	672.27					672.27	672.27
(b) Other	10	134.84					134.84	134.84
(c) Cash and cash equivalent	9	28.47					28.47	28.47
(d) Bank balances (other than cash and cash equivalent)		-					-	-
Liabilities:								

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(a)	14 &	1750.03					1750.03	1750.03
(b) Trade	16	206.32					206.32	206.32
(c) Other	17 &	211.08					211.08	211.08

B. The carrying value and fair value of financial instruments by categories as at 31 March 2023 were as follows:

Particulars	Note No	Amortised cost	Financial Assets / Liabilities at Fair Value through Profit or Loss		Financial Assets / Liabilities at Fair Value through OCI		Total Carrying value	Total fair value
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
Assets:								
(a) Trade	8	747.31					747.31	747.31
(b) Other	10	172.29					172.29	172.29
(c) Cash	9	12.59					12.59	12.59
(d) Bank balances (other than cash and cash equivalent)		-					-	-
Liabilities:								
(a)	14 &	1677.11					1677.11	1677.11
(b) Trade	16	384.32					384.32	384.32
(c) Other	17 &	133.96					133.96	133.96

38. Related Party Disclosures

“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) Enterprise which are owner or have significant influence of or are partners with key management personnel and their relative:

M/s. Royes Industries Pvt. Ltd.

M/s. Naturalle Health Products Pvt. Ltd.

- b) Key Managerial Personnel

Shri Brahma K Gurbani (MD)

Shri Vishal R Gurbani (WTD-VP)

a) Related Party Transactions:

Name of Related Party	Nature of transaction	Current Year	Previous Year
Shri. Brahma K Gurbani	Managerial Remuneration	57.00	24.00
Shri Vishal R Gurbani	Managerial Remuneration	17.50	11.56
Shri. Brahma K Gurbani	Unsecured Borrowings	(72.47)	(73.75)
Smt. Meera B Gurbani	Unsecured Borrowings	3.22	(58.61)
Royes Industries Pvt. Ltd.	Lease Rentals	90.00	67.50
Royes Industries Pvt. Ltd.	Purchases of Raw Material	387.10	302.50
Royes Industries Pvt. Ltd.	Sale of Raw Materials	136.46	154.68
Royes Industries Pvt. Ltd.	Sales of Machinery	-	---

b) Balances receivable /Payable

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023
Royes Industries Pvt. Ltd.	Receivables	484.21	320.03
Natural Health Products Pvt Ltd	Receivables	32.87	41.97
Shri. Brahma K Gurbani	Unsecured Borrowings	446.34	373.87
Smt. Meera B Gurbani	Unsecured Borrowings	35.26	38.48

c) Disclosure of Unsecured Loans received from Directors and Relatives of Directors Pursuant to Rule 16A of Companies (Acceptance of Deposits) Rules 2014 is as follows.

Sl. No.	Name of Lender	Nature of Relation	Amount (INR in Lacs)
1	Shri. Brahma K Gurbani	Director	446.34
2	Smt. Meera B Gurbani	Relative of Director	35.26

39. CIF Value of Imports

CIF Value of Imports	2023-24 (INR)	2022-23 (INR)
Raw Materials	-	-
Packing Materials	-	-
Traded Goods	-	-
Capital Goods	-	-

40. Previous year's figures have been re grouped / and or re-arranged wherever necessary to confirm with the current year classification.

41. 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.
42. Depreciation has been provided on the straight-line method as per the rates prescribed as of Schedule II of The Companies Act 2013.
43. There were no employees drawing remuneration of INR60.00 lacs or more per annum or INR5.00 lacs or more per month, if employed for part of the year.
44. 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 2023. 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.

45. Ratios

Particulars	Numerator	Denominator	As at		Variance in %	Notes
			31.03.2024	31.03.2023		
(a) Current Ratio (In times)	Current assets	Current liabilities	-	1.5	35.5%	1
(b) Debt-Equity Ratio (In times)	Total Debt	Share Holders Equity	-	0.8	-58.4%	2
(c) Debt Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	-	1.7	9.9%	
(d) Return on Equity Ratio (in%)	Net Profit after Tax	Avg. Share Holders Equity	-	1.3%	-30.3%	3
(e) Inventory turnover ratio (In times)	Turnover	Average Inventory	-	3.5	62.8%	4
(f) Trade Receivables turnover ratio (In times)	Turnover	Average Trade Receivables	-	3.5	39.4%	5

(g) Trade payables turnover ratio (In times)	Purchases	Average Trade Payables	-	2.6	157.0%	6
(h) Net capital turnover ratio (In times)	Turnover	Working Capital	-	7.2	-68.1%	7
(i) Net profit ratio (in %)	Net Profit after Tax	Turnover	-	0.9%	-29.7%	8
(j) Return on Capital employed (In %)	Earnings before Interest and Taxes	Capital Employed	-	7.1%	-18.9%	
(k) Return on investment (In %)	-	-				

Notes:

- 1) Due to better working capital management
- 2) Change is due to increase in equity share capital during the year.
- 3) Change is due to increase in equity share capital during the year.
- 4) Due to substantial increase in gross revenue during the year
- 5) Due to substantial increase in gross revenue during the year

- 6) Due to higher purchase volumes during the year
- 7) Due to substantial reduction in short term working capital loans, ratio effected
- 8) Due to higher raw material costs and increased depreciation.

46. Additional Information pursuant to provisions of the Companies Act, 2013.

- a) The Company does not have any Benami property, where any proceedings has been initiated or pending against the Company for holding Benami property.

- b) The Company has a working capital limit of 495.00 Lakhs comprising of fund based limits of Rs 495.00 Lakhs .For the said credit facilities, the company has submitted stock and book debt statements to the lender bank on monthly/quarterly basis and there is no material differences with the books of accounts for the year.

- c) The Company has not been declared as a wilful defaulter by any bank or financial institution or any other lender.

- d) The Company do not have any such transactions which has not been recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961)
- e) The Company does not have any transactions with struck-off Companies.
- f) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- g) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- h) Quantitative Details;

(As certified by Management of the Company)

Particulars	FY 2023-24		FY 2022-23	
	Quantity (Kg)	Value (INR Lakhs)	Quantity (Kg)	Value (INR Lakhs)
Opening Stock	645493	704.04	646452	709.33
Production (Sugar based candies)	9858458	N.A	9420870	N.A
Closing Stock	695397	758.47	645493	704.04
Sales – Own product (Sugar based candies Confectionery) & Job Work	7165224	2514.68	10573000	3710.66
Sales – Job Work				

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

Material Consumed	FY 2023-24		FY 2022-23	
	Quantity (Kg)	Value in Lakhs	Quantity (Kg)	Value in Lakhs
Raw Material (No. / Kgs)				
- Sugar	233428	155.42	621720	413.95
- Glucose	164144	140.82	508680	436.40
- Flavors & Others	302102	107.42	970595	345.12
Total	699674	403.66	2100995	1195.47
Primary packing Materials	52036	97.54	173745	325.68
Others				
Total	751710	501.20	2274740	1521.15

Sampre Nutritions Limited
Notes to Consolidated Financial Statements

B. Value of Imports on CIF Basis	N.A	Nil	Nil	Nil
C. Expenses on Foreign Currency	Nil	Nil	Nil	Nil

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

Particulars	Year ended 31 March 2024		Period ended 31 March 2023	
	Value	%	Value	%
Indigenous	501.20	100	1521.15	100
Imported	-	-	-	-
Total	501.20	100	1521.15	100

The accompanying notes referred above form an integral part of the financial statements.

As per our report of even date attached

For RRK & Associates
Chartered Accountants
(Firm Registration No. 009785S)

For and on behalf of the Board of Directors
of Sampre Nutritions Limited

R. Radha Krishna
Partner
(Membership No. 210777)

Brahma Gurbani
Managing Director
DIN: 00318180

Vishal Ratan Gurbani
Whole Time Director
DIN: 07738685

Date: 30 May 2024
Place: Hyderabad, TG

Vamshi Srinivas Vempati
Chief Financial Officer

Krishnama Nupur
Company Secretary

45. Ratios

Particulars	Numerator	Denominator	As at		Variance in %	Notes
			31.03.2024	31.03.2023		
(a) Current Ratio (In times)	Current assets	Current liabilities	1.3	1.1	21.5%	Due to better working capital management
(b) Debt-Equity Ratio (In times)	Total Debt	Share Holders Equity	0.8	2.0	-58.9%	Change is due to increase in equity share capital during the year.
(c) Debt Service Coverage Ratio	Earnings Available for Debt Service	Debt Service	1.2	1.6	-24.3%	
(d) Return on Equity Ratio (in%)	Net Profit after Tax	Avg. Share Holders Equity	0.8%	1.9%	-55.7%	Change is due to increase in equity share capital during the year.
(e) Inventory turnover ratio (In times)	Turnover	Average Inventory	2.3	2.2	5.2%	Due to substantial increase in gross revenue during the year
(f) Trade Receivables turnover ratio (In times)	Turnover	Average Trade Receivables	2.4	2.5	-5.5%	Due to substantial increase in gross revenue during the year
(g) Trade payables turnover ratio (In times)	Purchases	Average Trade Payables	1.4	1.0	36.0%	Due to higher purchase volumes during the year
(h) Net capital turnover ratio (In times)	Turnover	Working Capital	6.7	22.6	-70.4%	Due to substantial reduction in short term working capital loans, ratio effected
(i) Net profit ratio (in %)	Net Profit after Tax	Turnover	0.9%	1.3%	-30.8%	Due to higher raw material costs and increased depreciation
(j) Return on Capital employed (In %)	Earnings before Interest and Taxes	Capital Employed	7.4%	8.8%	-15.7%	
(k) Return on investment (In %)	-	-				



SAMPRE NUTRITIONS LIMITED

END OF ANNUAL REPORT