

SAMPRE NUTRITIONS LIMITED



CIN: L15499TG1991PLC013515

08.10.2016

To
The Corporate Relationship Department
BSE Limited
P J Towers, Dalal Street Fort,
MUMBAI.

Dear Sir,

Sub: Submission of Annual Report for the Financial Year 2015-16 - Reg

Script Code: 530617

With reference to above cited subject, we are herewith enclosing Annual Report of the Company for the Financial Year 2015-16 pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

This is for you kind information and necessary records.

Thanking you,

Yours Truly,
For **SAMPRE NUTRITIONS LIMITED**

B K GURBANI
Chairman & Managing Director

Encl: As Above



SAMPRE NUTRITIONS LTD

***TWENTY FIFTH ANNUAL REPORT
2015-2016***



The Product Pass Pass **PULSE** developed by
M/s Sampre Nutritions Limited for Dharampal Satyapal Limited

GURBANI



GROUP

SAMPRE NUTRITIONS LIMITED

(CIN: L15499TG1991PLC013515)

BOARD OF DIRECTORS:

SRI B K GURBANI	:	Chairman and Managing Director
SMT MEERA BRAHMA GURBANI	:	Director
SRI BANALA JAYAPRAKASH REDDY	:	Director
SMT UMRA SINGH SIROHI	:	Director

SRI VAMSHI SRINIVAS VEMPATI	:	Chief Financial Officer
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AUDITORS	:	M/s. RRK & Associates Chartered Accountants H.No. 6-3-1117, Flat No. 511 5th Floor, Maruthi Sadan, Begumpet, Hyderabad - 500 016.
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BANKERS	:	The Cosmos Co-operative Bank Ltd. Secunderabad.
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REGISTERED OFFICE & WORKS	:	Plot No. 133, Industrial Estate, Medchal – 501 401 R.R. District, Telangana, India Phone: 08418 - 222427/28 Fax: 08418 - 222429 E-Mail: gurbani@gurbanigroup.in Website: www.sampreltd.com
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REGISTRARS & TRANSFER AGENTS	:	M/s. Big Share Services Private Limited 306, 3 rd Floor, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Road, Somajiguda Hyderabad – 500 082. Email: bsshyd@bigshareonline.com Phone: 040-23374967
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NOTICE

Notice is hereby given that the **Twenty Fifth Annual General Meeting** of the Members of the Company will be held on **THURSDAY, 29TH SEPTEMBER, 2016** at 10.00 A.M. at Lions Club Conference Hall, LIC Building, 1st Floor, Paradise Circle, Secunderabad – 500 003 to transact the following items of business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 along with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mrs. Meera Gurbani who retires by rotation and being eligible, offers herself for re-appointment.

3. Ratification of Appointment of Auditors:

To ratify the appointment of Auditors of the Company, who were appointed at the Twenty Third Annual General Meeting to hold office for a period of five years till the conclusion of the Annual General Meeting of the company to be held in the Financial year 2019 and to authorize the Board of Directors to fix their remuneration.

By Order of the Board
For **SAMPRE NUTRITIONS LIMITED**

Place : Medchal
Date : 12.08.2016

Sd/-
B K GURBANI
Chairman and Managing Director
DIN: 00318180

NOTES:

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

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

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

2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
3. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will be remain closed from 24th September, 2016 to 29th September, 2016 (both days inclusive)
5. Members are requested to quote ledger folio number in all their correspondence to avoid delay in communication. Members are advised to consolidate their ledger folios where they are holding shares in different folios in the same name.
6. Additional information pursuant to Regulation 36 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at the AGM are furnished and forms a part of Notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment as per Companies Act, 2013 and rules thereunder.
7. In terms of Sections 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
8. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for receiving the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.

9. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

12. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting platform provided by Central Depository Services (India) Ltd., (CDSL).

The facility of voting through ballot paper will also be made available at the AGM and member attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Member who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for remote e-voting are as under:

- a. Use the following URL for e-voting: CDSL website: <https://www.evotingindia.com>.
- b. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 21st September, 2016 may cast their vote electronically.
- c. Click on Shareholders.
- d. The shareholders can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- e. Now Enter your User ID
 - For CDSL : 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. Follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Bank Account or Date of Birth (DOB)	<p>Enter the Bank Account or Date of Birth (DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field as mentioned in instructions (d).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for **Sampre Nutritions Limited** on which you choose to vote.
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. The Portal will be open for voting from 9 A.M. on 26th September, 2016 to 5 P.M. on 28th September, 2016.
- u. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The Company has appointed Mr. Vasanth Kumar Bajaj, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
- III. The results of remote e-voting will be announced by the Company on CDSL Evoting website and also informed to the stock exchanges.

**Additional information on Directors recommended for appointment
/ re-appointment as require under Regulation 36 of SEBI
(Listing obligations and Disclosure Requirements) Regulations, 2015.**

Name of Director	SMT. MEERA BRAHMA GURBANI
DIN No.	00318319
Date of Birth	24.09.1953
Date of First Appointment	27.09.1997
Experience in Specific Functional Area	She is actively involved in social activities, especially in the field of upliftment of poor children through "ROUSHANI" organization at Secunderabad. As a Director of the Company, she is advising in HR Activities and welfare of workers.
No. of Shares held in the company	5,30,762
Qualification	Intermediate

By Order of the Board
For **SAMPRE NUTRITIONS LIMITED**

Place : Medchal
Date : 12.08.2016

Sd/-
B K GURBANI
Chairman & Managing Director
DIN: 00318180

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the Twenty Fifth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2016.

1. REVIEW OF PERFORMANCE:

(Amount in Lakhs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
Income (Including Other Income)	4508.92	1024.84
Expenses (Including exceptional items)	4414.19	1003.77
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	216.60	138.03
Finance Charges	64.03	46.95
Depreciation & amortization	115.48	116.97
Net Profit/(Loss) Before Tax	101.12	21.06
Provision for tax including Deferred Tax	15.25	8.14
Net Profit/(Loss) after tax	85.87	12.92
Add / (Less): Share of Profit / (Loss) on Associate Companies	-	-
Add / (Less): Minority Interest - Share of Profit / (Loss)	-	-
Net Profit / (Loss)	85.87	12.92
EPS		
Basic	1.78	0.27
Diluted	1.78	0.27

2. OPERATIONAL REVIEW:

During the year under review the company continued the manufacturing of "Eclairs" for M/s. Mondelez Foods India Pvt. Ltd. Over the year, the quantities produced saw a remarkable increase.

During the year 2015-16, your Company has recorded a tremendous growth of 446% in revenue due to good orders in hand for which the Company has doubled its production capacity and has taken additional unit on lease to cater to increase in demand for the products, resulting in 15 times increase in its profits as compared to the previous year.

At the instance, during the year 2015-16, our total turnover increased to Rs. 4508.92 Lakhs from Rs. 1024.84 Lakhs in the previous year and total Profit increased to Rs. 85.87 Lakhs from Rs. 12.92 Lakhs in the previous year.

3. DIVIDEND:

During the year, your directors do not recommend any dividends for the financial year 2015-16 as profits are planed to be ploughed back into the business of the Company.

4. DEPOSITS:

Company has not accepted any deposits falling under Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014, during the year.

5. SUBSIDIARY/ASSOCIATE COMPANIES:

Your Company did not have any subsidiary or Associate Company for the financial year ended on 31st March, 2016.

In accordance with the provisions of Section 136 of the Companies Act 2013, the audited financial Statements and related information of the Company are available on our website. The said information is also available for inspection at the Registered Office of the company during business hours and separate of copy of such statements will be provided at the request of the members.

6. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

7. PARTICULARS OF EMPLOYEES:

There are no employees whose particulars are required to be furnished pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as the remuneration of none of the employees has exceed the limits specified therein.

Some of the disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Form MGT-9 forming part of the Annual Report.

8. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Directors of your Company hereby confirm that:

- a) In the preparation of Annual Accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any, there from;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2016 and of the profit and loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls by the Company and that such internal financial controls are adequate and operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS:

i) Board Meetings:

The Board of Directors of the Company met 08 times during the year 2015-16. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013. The detail of number of meetings attended by each director is as follows:

S. No.	Names of Directors	Board Meetings							
		30.04.2015	30.05.2015	27.07.2015	08.08.2015	19.10.2015	18.12.2015	01.01.2016	12.02.2016
1.	B K Gurbani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Meera B Gurbani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Banala Jayaprakash Reddy	Yes	Yes	No	Yes	Yes	No	No	Yes
4.	Umra Singh Sirohi	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

ii) Changes in Directors & Key Managerial Personnel:

During the year, there were no changes in the composition of the Board of Directors.

iii) Re-Appointment:

Mrs. Meera Gurbani, Director of the company retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment.

iv) Independent Directors:

The following Independent Directors who were appointed at the 23rd Annual General Meeting held on 27th September 2014 for a period of Five (5) years, will continue to be on the Board till the conclusion of Annual General Meeting to be held in the calendar year 2019.

1. Mr. Banala Jayaprakash Reddy
2. Mrs. Umra Singh Sirohi

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Act, that they meet the criteria of independence as laid down in Section 149(6) of the Act.

v) Board Committees:

The Company has the following Committees of the Board:

(a) Audit Committee

The primary objective of Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency in financial reporting. The Company has a qualified and independent Audit Committee comprising of Independent & Promoter Directors. The Chairman of the Committee is an Independent Director.

Composition:

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

1. Mr. Banala Jayaprakash Reddy - Chairman
2. Mrs. Meera Gurbani - Member
3. Mrs. Umra Singh Sirohi - Member

The committee met Four times during the financial year 30.05.2015, 08.08.2015, 19.10.2015 and 12.02.2016 attendance of each Member of Committee is as follows.

S. No.	Names of the Member	Designation	No. of Meetings held	No. of Meetings attended
1	Banala Jayaprakash Reddy	Chairman	4	4
2	Meera Gurbani	Member	4	4
3	Umra Singh Sirohi	Member	4	4

Terms of Reference:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Examination of the financial statement and auditor's report thereon.
- Approval or any subsequent modification of transaction of the company with related parties.
- Scrutiny of intercorporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary.
- evaluation of internal financial control and risk management systems.
- Monitoring the end use of funds and related matters.

Others task as may be assigned by the board.

Review of information:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions, as defined by the Committee, submitted by the management;
- c) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) the appointment, removal and terms of remuneration of the Chief Internal Auditor.

Audit Committee Recommendation:

During the year, all the recommendations of the Audit Committee were accepted by the Board.

(b) Nomination and Remuneration Committee:

Brief description of terms of reference:

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

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

The Chairman of the nomination and remuneration committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, it would be up to the Chairman to decide who should answer the queries.

Composition:

The Nomination & Remuneration Committee constitutes of following directors:

- | | | | |
|----|------------------------------|---|----------|
| 1. | Mr. Banala Jayaprakash Reddy | - | Chairman |
| 2. | Mrs. Meera Gurbani | - | Member |
| 3. | Mrs. Umra Singh Sirohi | - | Member |

Meetings and Attendance during the year:

The committee met One time during the financial year on 30.05.2015 attendance of each Member of Committee is as follows.

S. No.	Name of the Members	Designation	No. of Meetings held	No. of Meetings attended
1	Banala Jayaprakash Reddy	Chairman	1	1
2	Meera Gurbani	Member	1	1
3	Umra Singh Sirohi	Member	1	1

Remuneration Policy and details of remuneration paid to the Directors:

The policy framed by the Nomination and Remuneration Committee under the provisions of Section 178(4) of the Act, is as below:

The remuneration policy of the Company has been so structured in order to match the market trends of the confectionery industry. The Board in consultation with the Nomination and Remuneration Committee decides the remuneration policy for Directors. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. Remuneration/ Commission payable to Directors is determined by the contributions made by the respective Directors for the growth of the Company.

Presently, the Non-Executive Directors do not receive any remuneration from the Company except sitting fees.

The aggregate value of salary and perquisites for the year ended 31.03.2016 to Managing Director is as under:

Name	Designation	Remuneration paid/to be paid for Financial year 2015-16 (in ₹.)		
		Salary & Perks	Commission	Total
B K Gurbani	Chairman & Managing Director	15.00 Lakhs	--	15.00 Lakhs

(a) Stakeholders Relationship Committee:

Composition of Stakeholders Relationship Committee is as follows:

S. No.	Names	Designation
1.	Meera B Gurbani	Chairman
2.	Banala Jayaprakash Reddy	Member

The role of Stakeholders' Relationship Committee is as follows:

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

Sub-committees:

Share transfer Committee

Our Share Transfer Committee meets often as required.

i) Remuneration policy:

The policy framed by the Nomination and Remuneration committee under the provisions of Section 178(4) of the Act, is as below:

The remuneration policy of the Company has been so structured in order to match the market trends of the confectionery industry. The Board in consultation with the Nomination and Remuneration & Compensation Committee decides the remuneration policy for directors. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. Remuneration / Commission payable to Directors is determined by the contributions made by the respective directors for the growth of the Company.

ii) Board Evaluation:

As required under the provisions of Section 134(3)(p), the Board has carried out an annual performance evaluation of its own performance, and the manner in which such performance evaluation was carried out is as under.

The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination and Remuneration & Compensation Committee shall carry out evaluation of Director's performance.

The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he is a member/ general meetings, participation constructively and actively in the meetings of the Board / Committees of the Board, etc.

iii) Vigil Mechanism:

The Company has established a whistle-blower policy and also established a mechanism for Directors and employees to report their concerns.

Whistle Blower Policy:

The Company has established a mechanism for employees to report concerns about unethical behaviors, actual or suspected fraud, and violation of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against victimization of employees who avail the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. We affirm that during the Financial Year 2015-16, no employee has been denied access to the Audit Committee.

i) Related Party Transactions:

The related party transactions that were entered into during the financial year were on an arm's length basis and there no material related party transactions made by the Company with Directors and other related parties which may have potential conflict with the interest of the company.

Details of the related party transactions as required pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 is attached herewith as **Annexure - 1**.

10. AUDITORS:

At the 23rd Annual General Meeting held on 27th September, 2014, M/s. RRK & Associates., Chartered Accountants were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2019. In terms of the first proviso of Section 139 of the Companies Act, 2013 and the Rules framed there under, the appointment of the Auditors shall be placed for the ratification at every AGM and members to authorize the Board of Directors to fix their remuneration. Accordingly, the appointment of M/s. RRK & Associates, as Statutory Auditors of the Company is placed for ratification by the Shareholders.

The Auditors' Report for fiscal 2016 does not contain any qualification, reservation or adverse remark. The *Auditors' Report* is enclosed with the financial statements in this annual report.

11. SECRETARIAL AUDITOR:

In accordance with the provisions of Section 204 of the Companies Act, 2013 and as a measure of good corporate governance practice, the Board of Directors of the Company appointed M/s. V K Bajaj & Associates, Practicing Company Secretaries, to conduct Secretarial Audit of the Company for the Financial Year 2015-16. The Secretarial Audit Report for Financial year 2015-16 is herewith appended as **Annexure 2** to the Board's report

With reference to remarks of secretarial auditors regarding appointment of Company Secretary as Key Managerial Person, your Board of Directors would like to bring to your kind notice that Company is putting all efforts to recruit a Company Secretary at the earliest.

With regards to advances to sister concerns Board would like to inform you that those advances are given in the ordinary course of business.

12. SIGNIFICANT AND MATERIAL DISORDERS:

There are no significant and material disorders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in the future.

13. EXTRACT OF ANNUAL RETURN:

In accordance with Section 134(3)(a) of the Companies Act, 2013, and extract of Annual Return in Form MGT 9 is annexed herewith as **Annexure 3** to the Boards' Report.

14. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186:

Company has neither made any investments nor given any guarantee during the financial year except outstanding advances to the Associate Companies.

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

The particulars as prescribed under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in the **Annexure 4** to this Report.

16. PERFORMANCE OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

In accordance with Section 134(3)(p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014, your Directors have reviewed and evaluated the performance of the Board of Directors and their committees, along with performance of individual Director in the light of Company's performance. The performance of the Directors individually and collectively and performance of committees are found satisfactory.

With the spirit of wealth creation for the shareholders of the Company, your Directors are committed to give their best efforts towards the development of the Company.

17. MANAGEMENT DISCUSSION & ANALYSIS REPORT :

As per Regulation 34 (2) and para B of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis report is attached and forms part of this report, as **Annexure 5**.

18. RISK MANAGEMENT:

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework.

19. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company has in place an Anti Sexual Harassment policy in line with the requirement of the Sexual Harassment women at work place (Prevention Prohibition and Redressal) Act, 2013. The internal complaints committee ("ICC") has been setup to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

During the year there were no complaints referred to the ICC.

20. ACKNOWLEDGEMENTS:

Your Directors have pleasure in recording their appreciation for the assistance extended to the Company by various officials of the Central and State Governments and Commercial Banks.

Your Directors would also like to place on record their sincere appreciation and gratitude to the Shareholders, Investors, Suppliers, Bankers for their support and co-operation. Your Directors express their heartfelt gratitude to the employees for their exceptional commitment and loyalty to the Company.

By the Order of the Board
For **SAMPRE NUTRITIONS LIMITED**

Place: Medchal
Date: 12.08.2016

Sd/-
B K GURBANI
Chairman & Managing Director
DIN: 00318180

Sd/-
MEERA GURBANI
Director
DIN: 00318319

Annexure - 1

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis.

Sl. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	Nil
b.	Nature of contracts/arrangements/transaction	Nil
c.	Duration of the contracts/arrangements/transaction	Nil
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e.	Justification for entering into such contracts or arrangements or transactions'	Nil
f.	Date of approval by the Board	Nil
g.	Amount paid as advances, if any	Nil
h.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

Details of contracts or arrangements or transactions at Arm's length basis.

S. No.	Particulars	Details	Details
a.	Name (s) of the related party & Nature of relationship	M/s. Royes Industries Limited Enterprise in which Directors have significant influence	M/s. Naturalle Health Products Private Limited Enterprise in which Directors have significant influence
b.	Nature of contracts/arrangements/transaction	Lease Deed	Lease Deed
c.	Duration of the contracts/arrangements/ transaction	--	--
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Lease Rental of Rs. 5,00,000/- p.m towards factory premises alongwith Plant and Machinery	Lease Rental of Rs. 8,50,000/- p.m towards factory premises alongwith Plant and Machinery
e.	Date of approval by the Board	30.04.2015	19.10.2015
f.	Amount paid as advances, if any	Advance of Rs. 24,63,685/- paid as Security Deposit	Advance of Rs. 85,00,000/- paid as Security Deposit

ANNEXURE – 2

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED **31.03.2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SAMPRE NUTRITIONS LIMITED
Plot No. 133, Industrial Estate
Medchal – 501 401

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SAMPRE NUTRITIONS LIMITED** (hereinafter called the company). 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 my verification of **M/s. SAMPRE NUTRITIONS LIMITED** 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 31.03.2016 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 31st March, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 amended to Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 w.e.f from 16th May 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 amended to Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 herein referred as Listing Regulations w.e.f 2nd September, 2015.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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:

- a) Company has not yet appointed Company Secretary one of the Key Managerial Person.
 - b) Company has given advances to sister concerns in non-compliance with the provisions of the Act.
- vi. 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) Food Safety and Standards Act, 2006.
 - (b) Water (Prevention & Control of Pollution) Act, 1961
 - (c) Drugs and Cosmetics Rules, 1945
 - (d) The Andhra Pradesh Commodities Dealers (Licensing & Distribution) Order 1982
 - (e) Standards of Weights & Measures (ENF) Act, 1985

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India – Not Applicable as not notified during the year under review.
- ii) The Listing Agreement entered into by the Company with BSE Limited;

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.

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 decisions are carried through while the dissenting members's views are captured and recorded as part of minutes.

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, regulation and guidelines.

For **V K Bajaj & Associates**
Company Secretaries

Place: Hyderabad
Date: 12.08.2016

Sd/-
Vasanth Kumar Bajaj
Company Secretary
FCS 6868 C P No. 5827

To,
The Members,
SAMPRE NUTRITIONS LIMITED
Plot No. 133, Industrial Estate
Medchal – 501 401.

Our Secretarial Audit Report of even date is to be read along with this letter.

1. It is the Management's Responsibility to maintain 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.
2. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
4. 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.

For **V K Bajaj Associates**
Company Secretaries

Place: Hyderabad
Date: 12.08.2016

Sd/-
Vasanth Kumar Bajaj
Company Secretary
FCS No. 6868
C P No.: 5827

ANNEXURE - 3**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31.03.2016**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1. CIN	L15499TG1991PLC013515
2. Registration Date	03.12.1991
3. Name of the Company	SAMPRE NUTRITIONS LIMITED
4. Category / Sub-Category of the Company	Company Limited By Shares / Indian Non-Government Company
5. Address of the Registered office and contact details	Plot No. 133, Industrial Estate, Medchal – 501 401 Telephone: 08418 - 222427/28 Fax: 08418 - 222429 E-mail: gurbani@gurbanigroup.in
6. Whether listed company Yes / No	YES
7. Name, Address and Contact details of Registrar and Transfer Agent	M/s. Big Share Services Private Limited 306, 3 rd Floor, Right Wing, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082 Phone: 040 – 23374967 Fax: 040 – 23370295 e-mail: bsshyd@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Manufacture of other cocoa, chocolate, sugar confectionery products n.e.c.	10739	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING / SUBSIDIARY ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NIL					

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2015				No. of Shares held at the end of the year i.e. 31/03/2016				% Changes during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2572563	0	2572563	53.37	2572563	0	2572563	53.37	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub – Total (A) (1):-	2572563	0	2572563	53.37	2572563	0	2572563	53.37	0
(2) Foreign									
a) NRIs –Individual	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub - Total (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2572563	0	2572563	53.37	2572563	0	2572563	53.37	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others(specify)	0	0	0	0	0	0	0	0	0
(i-a) Foreign Portfolio Investor -II	0	0	0	0	0	0	0	0	0
Sub-total (B) (1):-	0	0	0	0	0	0	0	0	0
2.Non- Institutions									
a) Bodies Corp.									
i) Indian	62189	2600	64789	1.34	54370	2600	56970	1.18	-0.16
ii) Overseas	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Individual									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	955055	454522	1409577	29.24	933810	446722	1380532	29.91	0.67
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs	500971	0	500971	10.39	490830	0	490830	8.92	-1.47
c) Other (specify)									
(c-i) Clearing Members	700	0	700	0.01	6675	0	6675	0.14	0.13
(c-ii) Non-Resident Indians	52900	218500	271400	5.63	99530	212900	312430	6.48	0.85
Sub - Total (B) (2):-	1571815	675622	2247437	46.63	1585215	662222	2247437	46.63	0
Total Public Shareholding (B) = (B)(1)+ (B)(2)	1571815	675622	2247437	46.63	1585215	662222	2247437	46.63	0
C. Shares held by Custodian for GDRs & ADRs									
	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4144378	675622	4820000	100	4157778	662222	4820000	100	0

ii) Shareholding of Promoters:

S. No.	Names of the Shareholders'	Share Holding at the beginning of the year			Share Holding at the end of the Year			% change in share Holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Brahma K Gurbani	9,16,016	19.00	0	9,16,016	19.00	0	0
2.	Saritha B Gurbani	7,61,762	15.80	0	7,61,762	15.80	0	0
3.	Meera B Gurbani	5,30,762	11.01	0	5,30,762	11.01	0	0
4.	Saraswathi Gurbani	2,22,023	4.61	0	2,22,023	4.61	0	0
5.	Deepa Gurbani	1,42,000	2.95	0	1,42,000	2.95	0	0
Total		25,72,563	53.37	0	25,72,563	53.37	0	0

iii) Change in Promoters' Shareholding:

S. No	Names of the Shareholders'	Shareholding at the beginning of the year		Reason for Increase / Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the company
Nil						

iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No	Names of the Shareholders	Particulars	Shareholding at the beginning of the year		Date	Cumulative Shareholding during the year	
			No. of shares	% of total shares		No. of shares	% of total shares
1.	Dheeraj Kumar Lohia	At the beginning of the year	76774	1.59	01.04.2015	76774	1.59
		At the end of the year	76774	1.59	31.03.2016	76774	1.59
2.	Raj Kumar Lohia	At the beginning of the year	59677	1.24	01.04.2015	59677	1.24
		At the end of the year	59677	1.24	31.03.2016	59677	1.24
3.	Vikas Bansal (HUF)	At the beginning of the year	0	0	01.04.2015	49851	1.03
		At the end of the year	49851	1.03	31.03.2016	49851	1.03
4.	Tanvi J Mehta	At the beginning of the year	0	0	01.04.2015	49364	1.02
		At the end of the year	49364	1.02	31.03.2016	49364	1.02
5.	Uday R Shah (HUF)	At the beginning of the year	0	0	01.04.2015	42300	0.88
		At the end of the year	42300	0.88	31.03.2016	42300	0.88
6.	Subhadra Ramesh Shah	At the beginning of the year	0	0	01.04.2015	38700	0.80
		At the end of the year	38700	0.80	31.03.2016	38700	0.80
7.	Nipun Kishorchandra Mahida	At the beginning of the year	1000	0.02	01.04.2015	38200	0.02
		At the end of the year	38200	0.79	31.03.2016	38200	0.79
8.	Narender Surana	At the beginning of the year	0	0	01.04.2015	29000	0.37
		At the end of the year	29000	0.37	31.03.2016	29000	0.37
9.	Kailashben Ashokkumar Patel	At the beginning of the year	25880	0.54	01.04.2015	25000	0.52
		At the end of the year	25000	0.52	31.03.2016	25000	0.52
10.	Surendra Kancheti	At the beginning of the year	20000	0.41	01.04.2015	20000	0.41
		At the end of the year	20000	0.41	31.03.2016	20000	0.41

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Shareholding		Date	Increase / Decrease in Share Holding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning / end of the year	% of total shares of the company				No. of shares at the beginning/ end of the year	% of total shares of the company
1.	Brahma K Gurbani	9016016	19.00	01.04.2014	0	No change	9016016	19.00
		9016016	19.00	31.03.2015			9016016	19.00
2.	Meera B Gurbani	5,30,762	11.01	01.04.2014	0	No Change	5,30,762	11.01
		5,30,762	11.01	31.03.2015			5,30,762	11.01
3.	Banala Jayaprakash Reddy	0	0	01.04.2014	0	NA	0	0
		0	0	31.03.2015			0	0
4.	Umra Singh Sirohi	0	0	01.04.2014	0	NA	0	0
		0	0	31.03.2015			0	0
5.	Vamshi Srinivas Vempati	0	0	01.04.2014	0	NA	0	0
		0	0	31.03.2015			0	0

IV. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(In ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid	3,90,86,316	-	-	3,90,86,316
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,90,86,316	-	-	3,90,86,316
Change in indebtedness during the financial year				
• Addition/(Reduction)	3,99,20,610	-	-	3,99,20,610
Net Change	3,99,20,610	-	-	3,99,20,610
Indebtedness at the end of the financial year				
i) Principal Amount	7,90,06,926	-	-	7,90,06,926
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	7,90,06,926	-	-	7,90,06,926

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In ₹)

S. No.	Particulars of Remuneration	B K Gurbani Managing Director	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	15,00,000	15,00,000
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - others, specify...	--	--
5.	Others, please specify	--	--
Total (A)		15,00,000	15,00,000
Ceiling as per the Act*		42,00,000	42,00,000

B. Remuneration to other directors:**(In ₹)**

Sl. No.	Particulars of Remuneration	Meera B Gurbani	Banala Jayaprakash Reddy	Umra Singh Sirohi	Total
1.	Independent Directors				
	• Fee for attending board / committee meetings	-	50,000	65,000	1,15,000
	• Commission	-	-	-	-
	• Others, please specify	-	6,500	6,500	13,000
	Total (1)	-	56,500	71,500	1,28,000
2.	Other Non-Executive Directors				
	• Fee for attending board / committee meetings	65,000	-	-	65,000
	• Commission	-	-	-	-
	• Others, please specify	7,000	-	-	7,000
	Total (2)	72,000	-	-	72,000
	Total (B)=(1+2)	72,000	56,500	71,500	2,00,000
	Total Managerial Remuneration	72,000	56,500	71,500	2,00,000
	Overall Ceiling as per the Act*	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD:**(In ₹)**

S. No.	Particulars of Remuneration	Vamshi Srinivas Vempati Chief Financial Officer	Total
1.	Gross salary (a+b+c)	8,52,000	8,52,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,52,000	8,52,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total	8,52,000	8,52,000

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties or punishments levied on the company during the year. Also, there was no necessity for the company to compound any offence.

ANNEXURE – 4

Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outflow

[Clause (m) of sub-section (3) of Section 134 of the Act,
r/w Rule 8 of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY:

- (i) The steps taken or impact on conservation of energy:
Company is taking steps to conserve energy to the extent possible, one of them being
* Using Briquettes in Boiler.
- (ii) The steps taken by the Company for utilizing alternate source of energy:
Company is looking to install solar panels for its lighting requirement where ever it is feasible.
- (iii) The Capital Investment on energy conservation equipments:
Amount spent on conservation of energy is not significant, when compared to size of the balance sheet.

B. TECHNOLOGY ABSORPTION:

- (i) the efforts made towards technology absorption.
- (ii) the benefits derived like product improvement, cost reduction, production development or import substitute.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year: Not Applicable)
 - a. the details of technology imported
 - b. the year of Import
 - c. whether the technology been fully absorbed
 - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and.
- (iv) the expenditure incurred on research and development.
The Company has invested in additional upgradation of the equipment to deliver high quality of "ECLAIRS" product of its principle customer M/s. Mondelez India Food Pvt Limited, for which the cream center filling equipment is replaced by a new one including 3 tier conveyer was installed to maintain the 80°C temperature for cooling the product at 1 ton per hour.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

(IN ₹)

Particulars	March 31, 2016
Foreign exchange earnings	30,40,431/-
Foreign exchange outgo	Nil

ANNEXURE - 5

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Indian Economy is said to be at a much sweeter spot when compared to the rest of the world. According to the UNIDO's (United Nations Industrial Development Organization) industrial statistics 2016, India has climbed up three positions to become the sixth largest industrial country in the world during 2015, up from ninth position in the previous year.

India is working up a voracious appetite for chocolates. A delectable combination of rising disposable incomes, changing lifestyles and a young population's growing penchant for indulgence has transformed India into one of the world's fastest growing chocolate markets.

The confectionery market is one of the growing sectors globally. Usually, confections are low in nutrients and high in calorie. Sugar-free confections are gaining popularity in the recent years due to factors such as increasing obesity rate, increasing number of diabetic patients, increasing nutritional and health concerns, and changing lifestyle. The confectionery market can be primarily divided into two broad categories: sugar confectionery and bakers' confectionery. Sugar confectionery includes sweets, candies, chocolates, and chewing gum. Bakers' confectionery includes pastries, cakes, doughnuts, and cookies.

OUTLOOK OF THE SUGAR CONFECTIONERY MARKET:

Technavio's market research analyst predicts the global sugar confectionery market to grow at a CAGR of more than 3% during the forecast period. The rising trend of gifting confectionery items is a key growth driver for this market. Consumers are purchasing chocolate and sugar confectionery products not only for individual consumption but also as a gift item for others on birthdays or anniversaries. Sugar confectionery brands are also using attractive packaging to bring about this transition in consumers. For instance, Stockley's Quality Sweets, a UK-based sweet manufacturer, provides a selection of gifting options that can be purchased through its website.

The growing demand for organic and natural candies is also expected to aid market growth during the forecast period. There is a strong perception among consumers that organic products are healthier and of good quality; therefore, they do not hesitate to spend more on such products. This will also result in increased profit margins for manufacturers. Manufacturers can target quality-seeking consumers, especially middle-aged consumers who usually have low per capita consumption of sugar confectionery products owing to the high sugar content. St. Claire's organic liquorice sweets, Yummy Earth organic gummy bears, Hillside Candy's range of "go organic" candies, and Surf Sweets organic jelly beans are a few examples of organic candies available in the market.

Chocolate Industry at a Glance:

Growth of the chocolate industry over the last decade has been driven in large part by an increasing awareness of the health benefits of certain types of chocolate and growing popularity in Asian Pacific countries.

This powerful growth in demand - both locally and globally - is poorly matched against an unpredictable supply. However, chocolate consumers are considerably price insensitive. Except in rare circumstances consumers are willing to purchase what they consider an "affordable luxury."

Premium and dark chocolate are the strongest segments of the market in terms of growth, though not market share. Unique products and consumption experiences are keeping consumers coming back for more.

Globally the driver of growth continues to be changing tastes in Asian Pacific countries. As consumers in these areas grow more accustomed to “western” tastes, demand for chocolate has been booming. These changing tastes and an increasing per capita income in China, India and other nations of the region have some analysts predicting a 30% increase in global cocoa demand by 2020.

Candy:

Candy sales are on the fast track, thanks to hard-boiled candies (HBC) such as Mango Bite, Pulse Candy and Alpenliebe that are pushing the Rs 6,000-crore sweet candy market to grow at 1.5 times the FMCG industry growth in the country.

Despite constituting a third of the total candy market, the hard-boiled segment is witnessing heightened traction due to entry of new players and innovation. For instance, Dharampal Satyapal (DS) Group’s Pulse Candy reached Rs 100 crore within just eight months of its launch, its maker said, equalling the record of Coca-Cola’s diet drink Coke Zero.

“Eclairs and soft toffees segment grew in single digits in comparison to hard-boiled candy segment. Lollipops are the other segment witnessing healthy growth,”

Industry experts said, Pulse Candy, a kaccha aam (raw mango) hard boiled candy with a tangy salt filled centre, was one such innovation. “We launched it at Re 1. Other companies followed suit. Before that, everybody was selling 4gm hard boiled candies for 50 paise,” said Shashank Surana, VP, new product development, at DS Group.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

There are an abundance of chocolate franchise opportunities for the interested entrepreneur much of the variety comes from niche products such as chocolate drink fountains, premium selections or unique recipes.

The chocolate industry has proven both resilient during the recession and innovative to meet changing consumer tastes and criteria. Growth will remain strong as chocolate gains in popularity in new markets and the global economy powers ahead. Healthier varieties are gaining market share and discerning consumers are willing to pay a premium for ethical production, but through it all, chocolate demand continues to grow.

The economic and business environment is fast evolving, and with the rapid transformation of technology and the impact of cultural changes, society and consumers are also transforming on multiple dimensions.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

During the year 2015-16, your Company has recorded a tremendous growth of 446% in revenue due to good orders in hand for which the Company has doubled its production capacity and has taken additional unit on lease to cater to increase in demand for the products, resulting in 15 times increase in its profits as compared to the previous year.

At the instance, during the year 2015-16, our total turnover increased to Rs. 4508.92 Lakhs from Rs. 1024.84 Lakhs in the previous year and total profit increased to Rs. 85.87 Lakhs from Rs. 12.92 Lakhs in the previous year.

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

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

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

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

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT:

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

Your Company's human resource management systems and processes are designed to enhance employee engagement, organizational capability and vitality so as to ensure that competitive superiority and capable of achieving your Company's ambitious plans for growth.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
SAMPRE NUTRITIONS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SAMPRE NUTRITIONS LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("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 Accounting Standards 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required

and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the profit 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.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 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 Accounting Standards 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, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report 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 financial position
 - ii. 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.

For R R K & Associates

Chartered Accountants
FRN No. 09785S

Sd/-

R. Radha Krishna

Partner

M.No.210777

Date : 30-05-2016

Place : Hyderabad

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT
(This is the Annexure referred to in our Report of even date)

- i.
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. All fixed assets have been physically verified by the Management during the year, in our opinion, is reasonable having regard to the size of the Company and the nature of its Assets. No material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us all the title deeds of immovable properties are held in the name of the company.
- ii.
 - a. The Management has conducted physical verification of inventory at reasonable intervals during the year.
 - b. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii.
 - a. The Company has granted unsecured Advances to the parties covered in the register maintained under section 189 of the Companies Act, 2013.
 - b. The terms of the loans granted above are not prejudicial to the interest of the company and repayments including interest thereon have been regular according to the schedule as stipulated there under.
- iv. The Company has been complied with provisions of section 185 and 186 of the Companies Act, 2013 wherever applicable in respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits from the public.
- 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 sub section (1) of section 148 of the Companies Act, 2013.
- vii.
 - a. According to the records provided to us, the Company is regular in depositing undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues applicable to it with appropriate authorities and according to the information and explanations given to us, no undisputed amounts payable in respect of Income- tax, Sales-tax, Wealth-tax, Service Tax, Customs Duty, Excise Duty and Cess were in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable.
 - 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.

Name of the Statute	Nature of the Dues	Amount Rs.	Period to relates	Forum where pending
Central Excise Act, 1944	Excise Duty	Excise Duty Rs.74, 45,614/-, & Penalty of Rs.74, 45,614/-.	From April-2007 To March-2011	CESTAT, Hyderabad, Final Order no: 20533-20535/2014, dated: 7/4/2014. Remand back to Commissioner (Appeals)- Attended PH during June - 2015.
Central Excise Act, 1944	Excise Duty	Excise Duty Rs.20, 03,700/-, & Penalty of Rs.60, 00,000/-.	From April-2011 To January-2012.	CESTAT, Hyderabad, OIA 42/2013 submitted on 31-01-201, Remand back to Commissioner of Central Excise Appeals Attended PH during June-2015.Waiting for final Order.
Central Excise Act, 1944	Excise Duty	Excise Duty Paid is Rs.3, 40,194/- & Interest and Penalty paid of Rs.1, 25,872/- & Rs.85, 049/-.	From April-2008 To March-2009	CESTAT, Hyderabad, OIO No.04/2012 Dated: 12.03.2012
Central Excise Act, 1944	Excise Duty	Excise Duty of Rs.21, 83,993/- and Penalty of Rs.2, 00,000/-.	From February-2012 To September-2012.	Remand back to Commissioner of Central Excise Appeals O.R.No.34/2013. Attended PH during June -2015.
Central Excise Act, 1944	Excise Duty	Excise Duty of Rs.10, 05,000/- .	From September-2012-March 2013	Remand back to Commissioner of Central Excise Appeals. Attended PH during June -2015. Waiting for final Order
Central Excise Act, 1944	Excise Duty	Excise Duty on Freebies Paid Rs. 63 49,974/-.	From June-2008 To January-2013	Commissioner of Central Excise O.R.No.127/2013.Dated:02.07.2013 appeal filed on 22.12.2014.
Central Excise Act, 1944	Excise Duty	Excise Duty on Freebies Paid Rs. 11 54,946/-.	From January-2013- Dec 2013	CESTAT, Hyderabad, SCN:40/2014 issued 03-03-2014.Appeal filed on 24.07.2015
Central Excise Act, 1944	Excise Duty	Excise Duty on Freebies Payable Rs.95,96,005/-.	From Apr-2014-Dec 2014	O.R.No.101/2015-Adjn (Commr.) (C.E.), O.I.O No.HYD-EXCUS-004-COM-041-15-16 Dated: 15.10.2015.Appeal Filed on 11.02.2016.
Central Excise Act, 1944	Excise Duty	Excise Duty on Freebies Payable Rs.2,51,86,222/-	From Apr-2014-Dec 2014	O.I.O No.HYD-EXCUS-0004-COM-017-15-16 Dated: 24.06.2015. Appeal Filed on 08.10.2015
Income Tax Act, 1961	Income Tax	Rs.53 Lakhs	A.Y.2005-06	CIT (A), Circle 3(1), Hyderabad

- viii. The Company has not defaulted in repayment of loans or borrowings to the financial institutions or banks or government or dues to debenture holders.
- ix. In our opinion, Term Loans were applied for the purpose for which the said loans were obtained.
- x. As per the checks carried out by us, no fraud on or by the company has been noticed or reported during the year under report.
- xi. According to the records of the Company and on the basis of the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.
- xii. The Company is not a Nidhi Company.
- xiii. In our opinion, and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;
- xiv. In our opinion, and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. In our opinion, and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For RRK & Associates
Chartered Accountants
FRN No.09785S

Sd/-
R.Radha Krishna
Partner
M.No.210777

Date : 30-05-2016
Place : Hyderabad

Annexure – A to the Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub - section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s. Sampre Nutritions Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the 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 (the “Guidance Note”). These responsibilities include 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 accounting records, and timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s 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 standards on Auditing prescribed under section 143(10) of the Companies Act, 2013 and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Notes 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 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 controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 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 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, to the best of our information and according to the explanations given to us, the company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016 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.

For RRK & Associates

Chartered Accountants
Firm Registration No. 09785S

Sd/-

R.Radha Krishna

Partner

M.No.210777

Date : 30-05-2016

Place : Hyderabad

SAMPRE NUTRITIONS LIMITED
BALANCE SHEET AS ON 31.03.2016

Amount in Rupees

PARTICULARS	Notes	AS ON 31.03.2016	AS ON 31.03.2015
Equity and liabilities			
Shareholders' funds			
Share capital	3	48,200,000	48,200,000
Reserves and surplus	4	46,261,750	37,594,251
		<u>94,461,750</u>	<u>85,794,251</u>
Share application money pending allotment	-	-	-
Non-current liabilities			
Long-term borrowings	5	38,941,099	16,579,292
Long-term provisions	6	-	-
Deferred Tax Liability (net)	11	4,606,789	4,804,486
		<u>43,547,888</u>	<u>21,383,779</u>
Current liabilities			
Short-term borrowings	7	35,103,939	17,833,320
Other current liabilities	8	63,318,776	39,587,975
Short-term provisions	6	1,722,411	1,564,825
		<u>100,145,126</u>	<u>58,986,120</u>
TOTAL		<u>238,154,764</u>	<u>166,164,150</u>
Assets			
Non-current assets			
Fixed assets			
Tangible assets	9	90,133,981	96,887,694
Intangible assets		-	-
Capital Work in Progress	9A	38,600,483	-
Non-current investments	10	100,000	100,000
Deferred tax assets (net)	-	-	-
Long-term loans and advances	-	787,797	875,330
		<u>129,622,261</u>	<u>97,863,024</u>
Current assets			
Current investments		-	-
Inventories	14	24,901,948	14,009,335
Trade receivables	15	60,508,820	36,939,466
Cash and bank balances	16	2,331,067	367,626
Short-term loans and advances	12	20,790,669	16,984,700
Other current assets	-	-	-
		<u>108,532,503</u>	<u>68,301,127</u>
TOTAL		<u>238,154,764</u>	<u>166,164,150</u>

Summary of significant accounting policies 1,2

The accompanying notes are an integral part of the financial statements

As per our report of even date

For RRK & Associates

Chartered Accountants

Firm No. : 009785S

Sd/-

R.Radha Krishna

Partner

M.No.210777

Place : Medchal

Date : 30-05-2016

for and on behalf of the Board

Sampre Nutritions Limited

Sd/-

(B K GURBANI)

Chairman & Managing Director

DIN: 00318180

Sd/-

(MEERA B GURBANI)

Director

DIN: 00318319

Sd/-

(V. VAMSHI SRINIVAS)

Chief Financial Officer

SAMPRE NUTRITIONS LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2016

		Amount in Rupees	
PARTICULARS	Notes	Year ended 31.03.2016	Year ended 31.03.2015
A. Income			
Revenue from operations	17	450,892,175	100,901,340
Other income	18	639,544	1,582,273
Total revenue (I)		451,531,718	102,483,613
Expenses			
Raw Material Consumed	19	302,044,584	13,927,999
Manufacturing Expenses	20	95,780,531	53,377,752
Increase or Decrease in WIP & Finished Goods	21	-	-
Employee benefit expenses	22	4,750,043	4,383,858
Finance costs	23	6,403,256	4,695,028
Other expenses	24	20,893,338	12,295,498
Depreciation and amortization expense	25	11,547,754	11,697,218
Preliminary Exp written off		-	-
Total expenses (II)		441,419,506	100,377,352
(Loss) / profit before tax (III)=(I)-(II)		10,112,213	2,106,261
Tax expenses			
Current tax		1,722,411	1,564,825
Deferred tax		(197,697)	(750,348)
(Excess)/short provision of tax relating to earlier years		-	-
Total tax expense (IV)		1,524,714	814,477
(Loss) / profit for the year (III)-(IV)		8,587,499	1,291,784
Less/Add: Prior Period Expenditure		-	-
Balance carried to Balance Sheet		8,587,499	1,291,784

Earnings per equity share

Basic (Computed on the basis of total (loss) / profit for the year)	1.78	0.27
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Diluted (Computed on the basis of total (loss) / profit for the year)	1.78	0.27
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Summary of significant accounting policies 1,2

The accompanying notes are an integral part of the financial statements

For RRK & Associates

Chartered Accountants
Firm No. : 009785S

for and on behalf of the Board
Sampre Nutritions Limited

Sd/-
R.Radha Krishna
Partner
M.No.210777

Sd/-
(B K GURBANI)
Chairman & Managing Director
DIN: 00318180

Sd/-
(MEERA B GURBANI)
Director
DIN: 00318319

Place : Medchal
Date : 30-05-2016

Sd/-
(V. VAMSHI SRINIVAS)
Chief Financial Officer

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
3. Share capital		
Authorized shares		
60,00,000 (March 31, 2015: 60,00,000) equity shares of	60,000,000	60,000,000
Issued, subscribed and fully paid-up shares		
48,20,000 (March 31, 2015: 48,20,000) equity shares of Rs.10/- each fully paid up	48,200,000	48,200,000
Total issued, subscribed and fully paid-up share	48,200,000	48,200,000

(a) Reconciliation of the shares outstanding at the beginning and at the end of the Equity Share

	31-Mar-2016		31-Mar-2015	
	No. of Shares	(in Rs)	No. of Shares	(in Rs)
At the beginning of the year	4,820,000	48,200,000	4,820,000	48,200,000
Issued during the year – Additional Issue	-	-	-	-
Issued during the year – Stock options	-	-	-	-
Outstanding at the end of the period	4,820,000	48,200,000	4,820,000	48,200,000

(b) Terms/ rights attached to equity shares

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

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

(c) Details of shareholders holding more than 5%

Equity shares of Rs.10 each fully paid	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% holding	No. of Shares	% holding
1. Brahma K Gurbani	916,016	19.00%	916,016	19.00%
2. Saritha. B. Gurbani	761,762	15.80%	761,762	15.80%
3. Meera B. Gurbani	530,762	11.01%	530,762	11.01%

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

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
4. Reserves and surplus		
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	32,394,251	31,102,467
Add: Profit/ (Loss) for the year	8,587,499	1,291,784
Less: Share of profit of firm already transferred	-	-
Add / Less : Transfer of Balances	1,580,000	-
Net surplus/ (deficit) in the statement of profit and loss	<u>42,561,750</u>	<u>32,394,251</u>
State Subsidy	-	1,500,000
Share Premium	3,700,000	3,700,000
Total reserves and surplus	<u>46,261,750</u>	<u>37,594,251</u>
5. Long-term borrowings		
Term Loans -		
From banks (Secured)		
- Term Loan (The Cosmos Co-Op Bank Ltd.)	41,504,755	18,771,426
- Vehicle Loans	2,398,232	2,481,570
	<u>43,902,987</u>	<u>21,252,996</u>
Less : Current Maturity shown under Other current Liabilities	4,961,888	4,673,704
	<u>38,941,099</u>	<u>16,579,292</u>
6. Provisions		
Long Term Provisions		
Provision for Taxation	-	-
Short term provisions		
Provision for taxation (Net of advance tax)	1,722,411	1,564,825
Other provisions	-	-
	<u>1,722,411</u>	<u>1,564,825</u>
	<u>1,722,411</u>	<u>1,564,825</u>
7. Short-term borrowings		
Loan repayable on demand		
The Cosmos Co-Op Bank Ltd	35,103,939	17,833,320
Other loans and advances		
Loan against Deposits	-	-
Unsecured borrowings	-	-
	<u>35,103,939</u>	<u>17,833,320</u>
The above amount includes		
Secured borrowings	35,103,939	17,833,320
Unsecured borrowings	-	-

Notes : Cash Credit availed from The Cosmos Co-op Bank Ltd has secured by hypothecation of Book Debts & Inventory.

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
8. Other current liabilities		
Trade payables (including acceptances and no MSME paybles)	33,780,921	9,846,988
Others Trade payables (including acceptances and no MSME payables)	5,315,649	2,079,207
Audit Fee Payable	156,750	153,540
Other liabilities		
Advance from Customers	6,599,997	15,399,993
Employee benefit payable	5,308,921	3,386,374
Statutory dues payable	2,554,030	1,299,715
Expenses and other payable	4,640,621	2,748,455
Current Maturity of Long Term Borrowing	4,961,888	4,673,704
	<u>63,318,776</u>	<u>39,587,975</u>
10. Non Current Investments		
Other Investments	100,000	100,000
	<u>100,000</u>	<u>100,000</u>
11. Deferred tax asset/ (liability) (net)		
Opening Balance	(4,804,486)	(5,554,834)
Deferred Tax Asset / Liability for the period	197,697	750,348
Deferred tax asset (net)	<u>(4,606,789)</u>	<u>(4,804,486)</u>
12. Loans and advances		
A. Security deposits		
Electricity and other Deposits	13,483,700	2,546,875
	(A) <u>13,483,700</u>	<u>2,546,875</u>
B. Advances recoverable in cash or kind		
Capital Advances	-	-
Receivables from Directors	-	-
Unsecured, considered doubtful	-	-
	-	-
Provision for doubtful advances	-	-
	(B) -	-
C. Other loans and advances		
Employee Loans, Advances (Secured, considered good)	1,818,596	8,890,164
Loans to Others(Unsecured, considered good)	-	-
Balances with Revenue Authorities	-	-
Balances with Revenue Authorities Excise Duty	-	-
Balances with Revenue Authorities Vat	1,535,405	1,477,335
Balances with Revenue Authorities Income Tax TDS	3,952,969	3,619,127
Advance income tax	-	-
Prepaid expenses (Chit Loss)	-	451,200
Other Advances	-	-
	(C) <u>7,306,969</u>	<u>14,437,825</u>
Total (A+B+C)	20,790,669	16,984,700

M/s.Sampre Nutritions Limited

Depreciation As Per Companies Act for the Financial Year Ended 31.03.2016

Block Name	Gross Block			As at 31.03.16	Depreciation			Net Block		
	As at 01.04.15	Additions during the period	Deletions during the period		Up to 31.03.15	For the period	Adjustments due to deletions during the period	Up to 31.03.16	As on 31 March 16	As on 31 March 15
Sch No. 9 - Tanbible Assets										
FREE HOLD LANE	2,124,163	-	-	2,124,163	-	2,805,224	-	-	2,124,163	2,124,163
BUILDINGS	58,714,743	-	-	58,714,743	19,599,463	66,914	-	22,404,687	36,310,056	39,115,280
OFFICE AND CANTEN	2,237,920	2,079,953	-	4,317,873	775,269	6,781,785	-	842,183	3,475,690	1,462,651
PLANT AND MACHINERY	107,528,438	-	-	107,528,438	62,874,610	71,433	-	69,656,395	37,872,043	44,653,828
AIR CONDITIONERS	6,534,440	556,523	-	7,090,963	6,240,756	71,433	-	6,312,189	778,774	293,684
ELECTRICAL EQUIPMENTS	7,200,457	92,703	-	7,293,160	5,841,917	120,958	-	5,962,875	1,330,285	1,358,540
FURNITURE AND FIXTURES	4,819,687	196,405	-	5,016,092	4,278,468	72,300	-	4,350,769	665,323	541,219
LABORATORY EQUIPMENT	2,083,801	14,760	-	2,098,561	1,437,680	72,567	-	1,510,246	588,315	646,121
OFFICE EQUIPMENT	1,974,190	-	-	1,974,190	1,884,180	27,155	-	1,911,336	62,854	90,010
COMPUTERS AND PRINTERS	376,000	32,857	-	408,857	326,566	42,176	-	368,742	40,115	49,434
VEHICLES	20,679,476	1,804,860	-	22,484,336	14,425,056	1,426,503	-	15,851,559	6,632,777	6,254,420
GENERATOR	2,051,407	15,980	-	2,067,387	1,849,894	19,423	-	1,869,318	198,069	201,513
MISC FIXED ASSETS	601,196	-	-	601,196	504,364	41,316	-	545,680	55,516	96,832
Total	216,925,918	4,794,041	-	221,719,959	120,038,224	11,547,754	-	131,585,978	90,133,981	96,887,694
Sch 9A: Capital WIP	-	38,600,483	-	38,600,483	-	-	-	-	38,600,483	-
Grand Total (A+B)	216,925,918	43,394,524	-	260,320,442	120,038,224	11,547,754	-	131,585,978	128,734,464	96,887,694
Previous Year	209,809,982	7,115,936	-	216,925,918	108,341,006	11,697,218	-	120,038,224	96,887,694	101,468,976

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
13. Other assets		
Misc Expenditure to the extent not written off	787,797	875,330
	<u>787,797</u>	<u>875,330</u>
Provision for doubtful others	-	-
	<u>787,797</u>	<u>875,330</u>
14. Inventories		
(a) Raw materials	16,126,186	9,182,940
(b) Packing Materials	8,775,762	4,826,395
(c) Work-in-progress	-	-
(d) Finished goods	-	-
	<u>24,901,948</u>	<u>14,009,335</u>
15. Trade receivables		
Receivables(Outstanding for a period of more than six months)	-	-
Other receivables (Outstanding for a period less than six months from the date they are due for payment)	45,240,248	7,933,312
Within Group Receivable	15,268,572	29,006,154
Unsecured, considered good	-	-
Doubtful	-	-
	-	-
Provision for doubtful trade receivables	-	-
	<u>60,508,820</u>	<u>36,939,466</u>
	<u>60,508,820</u>	<u>36,939,466</u>
16. Cash, bank balances		
Cash and Cash Equivalents		
Balances with banks:		
On current accounts	2,170,242	-12,213
Deposits with original maturity of less than three months	-	-
Cash on hand	160,825	379,839
	<u>2,331,067</u>	<u>367,626</u>
Other bank balances		
Margin money deposit	-	-
Amount disclosed under non-current assets	-	-
	<u>2,331,067</u>	<u>367,626</u>

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
17. Revenue from operations		
Sale of products	363,255,282	29,210,032
Processing Charges	87,636,893	71,691,308
	<u>450,892,175</u>	<u>100,901,340</u>
18. Other income		
Interest on deposits	305,554	1,059,786.00
Dividend Income	225,337	522,487.00
Other non operating income	108,653	-
	<u>639,544</u>	<u>1,582,273</u>
19. Raw Materials and Packing Materials Consumed		
Opening stock	14,009,335	265,520
Add: Purchases	312,937,197	27,671,814
	<u>326,946,532</u>	<u>27,937,334</u>
Less: Closing stock	24,901,948	14,009,335
Cost of material consumed	<u>302,044,584</u>	<u>13,927,999</u>
20. Other Manufacturing Expenses		
Fuel & Power Consumption	18,586,587	11,159,966
Factory Salaries and Wages (Including Provident fund and other funds)	61,799,404	21,726,841
Factory Expenses	4,098,195	1,511,153
Transport and Hamali Charges	8,384,851	836,962
Processing Loss and Other Charges	-	272,090
Repairs and Maintenance	2,412,270	2,511,333
Subcontracting Expenses	499,225	15,359,408
	<u>95,780,531</u>	<u>53,377,752</u>
21. Increase / Decrease in WIP & Finished Goods		
Inventories at the end of the year		
Finished Goods	-	-
Work in Progress	-	-
	<u>-</u>	<u>-</u>
Inventories at the beginning of the year		
Finished Goods	-	-
Work in Progress	-	-
	<u>-</u>	<u>-</u>
Increase / (Decrease) in stock	<u>-</u>	<u>-</u>
22. Employee benefit expenses		
Salaries and wages including Provident Fund and other funds	3,167,210	2,444,855
Bonus	82,833	-
Gratuity	-	296,101
Directors Remuneration	1,500,000	1,642,902
	<u>4,750,043</u>	<u>4,383,858</u>

SAMPRE NUTRITIONS LIMITED
NOTES TO BALANCE SHEET

Amount in Rupees

PARTICULARS	AS ON 31.03.2016	AS ON 31.03.2015
23. Finance costs		
Interest		
On Term Loans & Other Finance Costs	6,175,788	4,281,716
Other finance costs - Vehicle	59,075	359,494
Bank charges	168,393	53,817
	<u>6,403,256</u>	<u>4,695,027</u>
24. Other expenses		
Advertisement Expenses	66,649	105,856
AGM Expenses	10,100	15,700
Building Maintenance	1,195,114	429,096
Business Promotion Expenses	1,768,039	997,366
Chit Loss	451,200	1,375,800
Computer Maintenance	64,491	52,816
Courior and Postal Charges	233,655	56,192
Donations	74,509	20,502
Electricity Charges	155,540	58,139
General Expenses	3,010,771	1,317,154
Insurance	993,318	179,332
Internet Expenses	-	-
Legal and professional	223,000	319,923
Loan Processing Fee	99,043	172,006
Medical Expenses	171,140	144,311
Membership and Subscription Fee	47,559	105,000
Miscellaneous expenses	-	28,033
Office Expenses	-	-
Payments to auditors	150,000	168,540
Preliminary Expenses written off	87,533	97,259
Printing and stationery	512,194	367,063
Professional Tax	58,950	42,900
Rates and taxes	12,377	330,047
Rental Charges	5,187,097	-
Repairs and maintenance	284,191	224,467
Service Tax Paid	-	99,222
Security Services	1,209,502	483,281
Sitting Fee	200,000	213,401
Staff Welfare Expenses	2,759,711	1,704,872
Telephone Expenses	542,695	578,457
Travelling and conveyance	976,600	2,169,669
Vehicle Maintenance	348,360	439,094
	<u>20,893,338</u>	<u>12,295,498</u>
25. Depreciation and amortization expense		
Depreciation of tangible assets	11,547,754	11,697,218
	<u>11,547,754</u>	<u>11,697,218</u>

SAMPRE NUTRITIONS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2016

PARTICULARS	Year ending 31.03.2016	Year ending 31.03.2015
Cash flow from operating activities		
(Loss) / profit before tax	10,112,213	2,106,261
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortization	11,547,754	11,697,218
Non-Operate Income	(145,337)	(522,487)
Deferred Tax Asset / (Liability)	-	750,348
Finance Cost	6,403,256	4,695,027
Operating (loss) / profit before working capital changes	27,917,886	18,726,367
Movements in working capital :		
Increase/ (decrease) in other current liabilities & Provisions	23,888,387	4,436,592
Decrease / (increase) in trade receivables	(23,569,354)	(3,317,585)
Decrease / (increase) in long-term loans and advances	-	-
Decrease / (increase) in short-term loans and advances	(3,805,969)	(7,322,296)
Decrease / (increase) in other current assets	(10,892,613)	(13,646,556)
Decrease / (increase) in other non-current assets	87,533	(750,348)
Cash generated from /(used in) operations	13,625,871	(1,873,826)
Direct taxes paid (net of refunds)	-1722411	(1,564,825)
Net cash flow from/ (used in) operating activities (A)	(11,903,460)	(3,438,651)
Cash flows from investing activities		
Purchase of fixed assets, including capital work in progress and capital	(43,394,524)	(7,115,936)
Proceeds from Sale of Fixed Assets	-	-
Purchase of Current investments	-	(100,000)
Dividend from Investments	225,337	522,487
Net cash flow from/ (used in) investing activities (B)	(43,169,187)	(6,693,449)
Cash flows from financing activities		
Proceeds from issuance of equity share capital (including share application money)	-	-
Long-term borrowings (net)	22,361,807	12,962,721
Short-term borrowings (net)	17,270,619	1,858,274
Finance Expenses	(6,403,256)	(4,695,027)
Net cash flow from/ (used in) in financing activities (C)	33,229,169	10,125,968
Net increase/(decrease) in cash and cash equivalents (A + B + C)	1,963,442	(6,131)
Cash and cash equivalents at the beginning of the year	367,626	373,757
Cash and cash equivalents at the end of the year	2,331,068	367,626
Components of cash and cash equivalents		
Cash on hand	160,825	379,839
With banks		
- on current account	-	(12,213)
- on deposit account	-	-
Less: Balances in margin money deposits placed to avail loans, Bank Guarantees from banks, financial institutions and as cash collateral in connection with asset assignments / securitization transactions.	-	-
Total cash and cash equivalents	160,825	367,626

Summary of significant accounting policies 1,2

The accompanying notes are an integral part of the financial statements

Note : 80000 is Prior Period Income

As per our report of even date

for and on behalf of the Board
Sampre Nutritions Limited

For RRK & Associates

Chartered Accountants

Firm No. : 009785S

Sd/-

R.Radha Krishna

Partner

M.No.210777

Place : Medchal

Date : 30-05-2016

Sd/-

(B K GURBANI)

Chairman & Managing Director

DIN: 00318180

Sd/-

(MEERA B GURBANI)

Director

DIN: 00318319

Sd/-

(V. VAMSHI SRINIVAS)

Cheif Financial Officer

Notes 1-2

Corporate information

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

SIGNIFICANT ACCOUNTING PLOICES:

I. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The financial statements of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

II. Use of estimates

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

III. Inventories

The basis for valuation of inventories is as under:

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

IV Cash and cash equivalents

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

V Depreciation and amortization

Depreciation has been provided on the straight-line method as per the life period prescribed in Schedule II of The Companies Act 2013

VI Revenue recognition

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

II Other income

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

VIII Tangible fixed assets

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

IX Government grants, subsidies and export incentives

Subsidy received is credited to reserves and surplus.

X Employee benefits

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

Defined contribution plans

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

Defined benefit plans

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

NOTES ON ACCOUNTS

1. Contingent liabilities not provided for in respect of:

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

2. Secured Loans:

- a. Term Loan taken from The Cosmos Co-Op Bank Ltd has been secured by way of charge on Industrial Land & Factory building of the company as collateral security.
- b. Vehicle loans under hire purchase schemes are secured by hypothecation of vehicles owned by the company.

3. The sundry debtors, current assets, loans and advances have a value on realization, in the ordinary course of business, at least equal to the amount at which they are stated by the company.
4. The company has corresponded with old debtors and creditors and the dues which were neither recoverable nor payable have been written off during the year. Still there are some parties from which the company is yet to receive confirmations in respect of balances outstanding in sundry debtors and creditors.
5. As per the information available with the company, it appears that no dues outstanding for more than 30 days in excess of Rs.1,00,000/- as on 31st March 2016 in respect of Small Scale Industrial Undertakings. It is reported that there are no specific claims on the company from the small scale industrial supplier under the "Interest on Delayed Payments to small Scale and Ancillary Industrial Undertaking Act, 1993" during the said year.

6. Payment to Auditors:

Particulars	31 st March, 2016	31 st March, 2015
	(Amount in Rs.)	(Amount in Rs.)
Audit Fee	100,000	100,000
Tax Audit Matters	30,000	30,000
Certification & Other Services	20,000	20,000
Total	1,50,000	1,50,000

7. There are no debts outstanding as on 31st March 2016 from Directors or other officers of the company other than imprest cash in order to meet running expenses.

8. Segment Reporting:

The company's business consists of one primary reportable business segment of manufacturing and sale of sugar boiled candies and toffees with manufacturing facility at single place and consists of major revenue on account of Processing charges, no separate disclosures pertaining to attributable revenues, profits, assets, liabilities and capital employed are given as required under Accounting Standard – 17

9. Deferred Tax Liability:

Deferred tax liability as on 01.04.2016 due to timing differences between financial statements and taxation statements based on the return of income filed by the company as per applicable rate of taxation, estimated has been shown under Deferred Tax Liability in Balance Sheet as per the procedure prescribed in the Accounting Standard – 22.

The movement of Provision of Deferred Tax for the year ended 31-03-2016 is as given below:

Particulrs	Asset / (Liability) As on 31.03.2015	Asset / (Liability) for the year	Asset / (Liability) As on 31.03.2016
Timing Differences on account of Depreciation	(48,04,486)	197,697	(46,06,789)

10. 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	2015-16	2014-15
Profit attributable to Equity Share Holders (A)	85,87,499	12,91,784
Basic / Weighted Average Number of Equity Shares outstanding during the year (No. s) (B)	48,20,000	48,20,000
Nominal value of each equity Share	Rs.10/-	Rs.10/-
Earnings Per share	1.78	0.27
Diluted EPS	1.78	0.27

11. Taxes on income

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

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

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

Name of the related parties and description of relationship

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

M/s. Royes Industries Limited
M/s. Natural Health Products Pvt. Ltd.

- b) Key Managerial Personnel
Shri Brahma K Gurbani (MD)

- a) Transaction during the year

Name of Related Party	Nature of transaction	Year ended March 31, 2016	Year ended March 31, 2015
Shri. Brahma K Gurbani	Managerial Remuneration	15,00,000	12,50,000
Roves Industries Limited	Advances Receivables	415,01,889	454,75,000
Natural Health Products Pvt Ltd	Advances Receivables	87,82,831	61,08,000

- b) Balances receivable /Payable

Name of Related Party	Nature of transaction	As at March 31, 2016	As at March 31, 2015
Roves Industries Limited	Advances Receivables	135,04,567	228,97,950
Natural Health Products Pvt Ltd	Advances Receivables	17,64,004	61,08,203

13. CIF Value of Imports

	2015-16 (Rs.)	2014-15 (Rs.)
Raw materials	—	—
Packing materials	—	—
Traded goods	—	—
Capital goods	30,40,431/-	—

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

15. 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.

16. Depreciation has been provided on the straight-line method as per the rates prescribed as of Schedule II of The Companies Act 2013.

17. There were no employees drawing remuneration of Rs.60.00 lacs or more per annum or Rs.5.00 lacs or more per month, if employed for part of the year.
18. Paisa is rounded off to nearest rupee.
19. Micro and Medium Scale Business Entities: There are no micro, small and medium enterprises, to whom the company owes, which are outstanding for more than 45 days as at 31st March 2016. 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.
20. ADDITIONAL INFORMATION pursuant to provisions of the Companies Act, 2013.
(As certified by Management of the Company)

Particulars	2015-16		2014-15	
	Quantity (Kg)	Value (Rs. Lakhs)	Quantity (Kg)	Value (Rs. Lakhs)
Opening Stock	135505	140.93	-	-
Production (Sugar based candies)	3649176	N.A	3004475	N.A
Closing Stock	239434	249.02	135505	140.93
Sales – Own product (Sugar based candies Confectionery)	3649176	3632.55	278752	415.34
Sales – Job Work	3584532	876.36	2725722	716.91

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

Material Consumed	2015-16		2014-15	
	Quantity (Kg)	Value	Quantity (Kg)	Value
Raw Material (No. / Kgs)				
- Sugar	2340692	651.14	65700	19.05
- Glucose	1865270	497.28	84465	23.02
- Flavors & Others	302712	613.48	34608	60.84
Total	4508674	1761.90	184773	102.91
Primary packing Materials	161962	1258.54	15903	27.35
Others	-	-	-	-
Total	4670636	3020.44	15903	27.35

B.Value of Imports on CIF Basis	N.A	30,40,431	N.A	N.A
C.Expences on Foreign Currency	Nil	N.A	N.A	N.A

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

Particulars	Year ended March 31, 2016		Period ended March 31, 2015		
	Value	%		Value	%
Indigenous	30,40,431	100	Indigenous	-	-
Imported	-	-	Imported	-	-
Total		100	Total		

For RRK & Associates
Chartered Accountants
Firm No. : 009785S

Sd/-
R.Radha Krishna
Partner
M.No.210777

Place : Medchal
Date : 30-05-2016

for and on behalf of the Board
Sampre Nutritions Limited

Sd/-
(B K GURBANI)
Chairman & Managing Director
DIN: 00318180

Sd/-
(MEERA B GURBANI)
Director
DIN: 00318319

Sd/-
(V. VAMSHI SRINIVAS)
Chief Financial Officer

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

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

Email id: gurbani@gurbanigroup.in website: www.sampreltd.com

Tel: 08418 - 222427/28 Fax: 08418 - 222429

Form No MGT -11**Proxy Form**

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

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

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

Name:	E-mail ID:
Address:	Signature:

Or failing him/her

Name:	E-mail ID:
Address:	Signature:

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on **Thursday, 29th September, 2016 at 10.00 A.M** at Lions Club Conference Hall, LIC Building, 1st Floor, Paradise Circle, Secunderabad – 500 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	Vote Yes/No
1	Adoption of Financial Statements.	
2	Reappointment of Mrs. Meera Gurbani as Director	
3	Ratification of Appointment of Auditors.	

Signed this _____ day of September, 2016.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Rs. 1/-
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

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

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

Email id: gurbani@gurbanigroup.in website: www.sampreltd.com

Tel: 08418 - 222427/28 Fax: 08418 - 222429

ATTENDANCE SLIP
25TH ANNUAL GENERAL MEETING
Thursday, 29th September, 2016 at 10.00 A.M.

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

I / We hereby record my / our presence at the 25th Annual General Meeting of the company at Registered office of the Company Plot No. 133, Industrial Estate, Medchal – 501 401.

Shareholder's / Proxy's Signature

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



Choclairs manufactured by **M/s Sampre Nutritions Limited**
for **M/s Mondelez Foods International (Cadbury)**

BOOK POST

TO,



SAMPRE NUTRITIONS LTD

Registered Office & Factory :

Plot No. 133, Industrial Estate,
Medchal - 501 401, R.R. Dist, Telangana, India
Phone : +91 8418 222427/428 Fax : 222429
Email : gurbani@gurbangroup.in

AN ISO 9001 & HACCP CERTIFIED COMPANY

