NEELU GOYAL AND ASSOCIATES

COMPANY SECRETARIES

E-1201, SMR VINAY ICONIA APARTMENT, KONDAPUR, HYDERABAD-500019

E MAIL:- NEELUGOYAL192@GMAIL.COM, PH NO :- 8121125432

Date: 12 November 2025

To
The Board of Directors
Sampre Nutritions Limited
Medchal, TG

Subject: Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for Issue and Allotment of 1770710 Equity Shares on a Preferential Basis

Sir / Madam,

I, Neelu Goyal, a Practising Company Secretary, having Certificate of Practice No.: 8980, have been appointed by the Board of Directors of Sampre Nutritions Limited ("**Company**") to confirm and certify that the proposed preferential issue of 1770710 (Seventeen lakhs seventy thousand seven hundred ten) fully paid-up equity shares, having face value of INR 5 (Indian Rupees Five) only each, at an issue price of INR 42 (Indian Rupees Forty-two) each, including a premium of INR 37 (Indian Rupees Thirty-seven) each to the proposed allottees, is in compliance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") and the applicable provisions of the Companies Act, 2013 ("**Act**") and the relevant provisions of the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Rules**") framed thereunder subject to approval of the members of the Company in the Extraordinary General Meeting of the Company to be held on 10 December 2025.

Sl. No.	Name of the Proposed Allottees	Category	No. of Equity Shares	Consideration (INR) (Note)
1.	Brahma Gurbani	Promoter/Promoter Group	1693880	7,11,42,960
2.	Meera Gurbani	Promoter/Promoter Group	76830	32,26,860
			Total Consideration	**7,43,69,820**

***Note:** The equity shares are allotted pursuant to conversion of unsecured loans.*

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As per requirement of Regulations 163(2) of the ICDR Regulations, this certificate shall be placed before the members of the Company considering the proposed preferential issue. The proposed preferential issue was approved at the meeting of the Board of Directors of the Company held on 5 November 2025.

Managements' Responsibility

The compliance with the relevant provisions of the ICDR Regulations and the Act for the proposed preferential issue of equity shares and preparation of the general meeting notice, including its content is the responsibility of the management of the Company. This responsibility includes the design implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock exchange(s).

The management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164(1) of Capital Issue Regulations.

Conclusion

Based on my examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee(s), I hereby state that the proposed preferential issue of equity shares is being made in accordance with the requirements of the ICDR Regulations to the extent applicable and applicable provisions of the Act and Rules framed thereunder.

Restriction on Distribution or Use

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders of the Company so as to provide them requisite information for approving the proposed preferential issue of equity shares and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.

NEELU GOYAL & ASSOCIATES HYDERABAD

Neelu

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Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior written consent.

For Neelu Goyal & Associates
(Firm Registration No.: S2018TS578500)

Neelu

Neelu Goyal
Proprietor
(Membership No.: F8280)
(Certificate of Practice No.: 8980)
(Peer Review No.: 6494/2025)

Date: 12 November 2025
Place: Hyderabad, TG

UDIN: F008280G001854608

NEELU GOYAL & ASSOCIATES
HYDERABAD

Neelu