Date: 10 August 2026

To
BSE Limited
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400001, MH

Subject: Notice of the 35th Annual General Meeting
Reference: BSE Symbol: SAMPRE; BSE Scrip Code: 530617

Sir / Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), and other applicable SEBI Regulations, we enclose herewith the Notice of the Thirty-Fifth (35th) Annual General Meeting ("**AGM**") along with Annual Report of the Company for the financial year 2025-26, which is being sent to all the members through electronic mode, who have registered their e-mail addresses with the Company, Depository Participants ("**DPs**"), or the Registrar and Share Transfer Agent ("**RTA**"). The Members whose e-mail address are not registered, a letter providing a web-link for accessing Notice of the AGM and Annual Report for the financial year 2025-26 is being sent.

Key information related to 35th AGM is provided as follows:

Particulars of Events	Details of Date and Time
Date and Time of 35th AGM	Monday, 04 September 2026 at 11:00 A.M. (IST)
Cut-Off Date for remote e-voting and attending AGM through VC/ OAVM	Friday, 28 August 2026
Commencement of remote e-voting	Tuesday, 01 September 2026 at 09:00 A.M. (IST)
Conclusion of remote e-voting	Thursday, 03 September 2026 at 05:00 P.M. (IST)

Kindly take the above information on record and acknowledge the receipt of the same. Thanking you.

Sincerely,

For Sampre Nutritions Limited

BRAHMA GURBANI

Digitally signed by BRAHMA GURBANI
DN: c=IN, o=SAMPRE NUTRITIONS LIMITED, ou=DGFTIEC-0997010240-001, title=7a3e6b16cb75f48fb897eff3ae732f3154f6d203b53f33660f01b4c3b6bc2df9, 2.5.4.20=0d097316247459d1fd6554d8068f3671debd620eb44a09086868805f4e0ddf8a, postalCode=501401, st=Telangana, serialNumber=5f6e00b8e958d7c92bcb4304b7e7aa2000944b81f3ece741740d6003d50e9ab6, cn=BRAHMA GURBANI
Date: 2026.08.10 18:27:54 +05'30'

Brahma Gurbani
Managing Director
(DIN: 00318180)

Enclosed: As above

NOTICE

Invitation to attend the Thirty-Fifth (35th) Annual General Meeting ("AGM") to be held on Friday, 04 September 2026 at 11:00 A.M. (IST) of the Company.

Dear Members,

You are cordially invited to attend the 35th AGM of Sampre Nutritions Limited ("**the Company**") to be held on Friday, 04 September 2026 at 11:00 A.M. (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"). The notice convening the AGM is attached herewith. To enable ease of participation of the Members, we are providing below key details of the meeting, for your reference:

Sl. No.	Particulars	Details
1.	Link for live webcast of the AGM and for participation through Video Conferencing (VC / OAVM)	Available through NSDL e-voting system (**www.e-voting.nsdl.com**) - after login, click on "VC / OAVM" link under "Join Meeting".
2.	Link for remote e-voting	**https://www.e-voting.nsdl.com/**
3.	Username and password for VC / OAVM	Same as User ID and Password for NSDL e-voting system (sent by NSDL to registered email IDs)
4.	Helpline number for VC / OAVM participation and e-voting	NSDL Helpdesk: (022) 48867000 / (022) 24997000 or email: **e-voting@nsdl.com**
5.	Cut-off date for e-voting	Friday, 28 August 2026
6.	Time period for remote e-voting	From Tuesday, 01 September 2026 at 09:00 A.M. (IST) to Thursday, 03 September 2026 at 05:00 P.M. (IST)
7.	Last date for publishing results of the e-voting	On or before Monday, 07 September 2026
8.	Registrar and Share Transfer Agent contact details	Bigshare Services Pvt. Ltd., Hyderabad – 500082, TG. Email: **amarendranath.r@bigshareonline.com**
9.	Company's contact details	Email: **vamshi@gurbanigroup.in**; Website: **www.gurbanigroup.in**; Ph: (+91) 8418222428

For Sampre Nutritions Limited

Brahma Gurbani
Managing Director
(DIN: 00318180)

NOTICE

Notice is hereby given that the Thirty-Fifth (35th) Annual General Meeting ("**AGM**") of the members of Sampre Nutritions Limited ("**the Company**") will be held on Friday, 04 September 2026, at 11:00 A.M. (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following business:

ORDINARY BUSINESS:

Item No. 1: To Adopt the Audited Financial Statements
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 129 and 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, and any other applicable provisions, if any, of the Act made thereunder including any statutory modification or re-enactment thereof for the time being in force, the audited financial statements of the Company for the year ended 31 March 2026, including Consolidated Financial Statements for the said financial year, along with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members and laid before this Annual General Meeting, be and are hereby received, considered and adopted."

Item No. 2: To Reappoint Vishal Ratan Gurbani as a Director of the Company
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

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

SPECIAL BUSINESS:

Item No. 3: To Approve Revision in the Remuneration Payable to Vishal Ratan Gurbani, Whole-Time Director of the Company
To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") as amended from time to time, the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors on 05 August 2026, consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Vishal Ratan Gurbani (DIN: 07738685), Whole-Time Director, from INR 18,00,000 (Indian Rupees Eighteen Lakhs) only per annum to INR 60,00,000 (Indian Rupees Sixty Lakhs) only per annum, with effect from 01 April 2026, for the remainder of his existing tenure ending on 21 August 2027, on the terms and conditions as set out in the Explanatory Statement attached to this AGM Notice.

RESOLVED FURTHER THAT save and except for the revision in remuneration approved herein, all other terms and conditions governing the appointment of Vishal Ratan Gurbani as Whole-Time Director, as approved by the Members and the Board from time to time, shall remain unchanged and continue in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee authorised by the Board) be and is hereby authorised to give effect to this Resolution, to execute such agreements, addenda, letters and other documents as may be necessary, to make such modifications as may be required by any statutory or regulatory authority, and to do all such acts, deeds, matters and things as may be necessary or expedient for implementing this Resolution."

We look forward to your participation at the AGM. Thank you for your attention, and we anticipate a fruitful and successful meeting.

Sincerely,

For Sampre Nutritions Limited

Brahma Gurbani
Managing Director
(DIN: 00318180)

Address: Unit-1: Plot No. 133,
Industrial Estate,
Medchal - 501401, TG

Date: 07 August 2026
Place: Hyderabad, TG

Notes:

1. Pursuant to the General Circular No. 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs ("**MCA**") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October 2024 issued by Securities and Exchange Board of India ("**SEBI**") (hereinafter collectively referred to as "**the Circulars**"), companies are permitted to hold the General Meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid Circulars, the Annual General Meeting ("**AGM**") of the Members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. The VC / OAVM facility for Members to join the meeting, shall be kept open thirty (30) minutes before the start of the AGM and shall be closed on expiry of fifteen (15) minutes after closure of the AGM. Members can attend the AGM through VC / OAVM by following the instructions mentioned in this Notice.

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations as amended, read with the applicable circulars as aforesaid, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by NSDL.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. As per Regulation 40 of the Listing Regulations, the securities of listed entities can be transferred only in dematerialized form with effect from, 01 April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, **Bigshare Services Private Limited**, Hyderabad - 500082, email: **amarendranath.r@bigshareonline.com** for assistance in this regard.

6. To promote green initiative, Members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with **Bigshare Services Private Limited**, in case the shares are held in physical form.

7. The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated 16 March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024), in supersession of the earlier Circular(s), has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

8. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 01 April 2024 upon registering the required details.

9. The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 28 August 2026 through email on **vamshi@gurbanigroup.in**. The same will be replied by the Company appropriately.

11. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("**IEPF**"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Form IEPF-5 in web mode available on **www.iepf.gov.in**.

12. In compliance with the aforesaid circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of the AGM and the Annual Report for the financial year 2025-26 will also be available on the Company's website at **www.gurbanigroup.in**, website of the Stock Exchange i.e. BSE Limited at **www.bseindia.com** respectively and NSDL at **www.e-voting.nsdl.com**. Members whose email IDs are not registered with the Company / Depositories are requested to follow the process provided for registration of email IDs with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this Notice.

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

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

The remote e-voting period begins on Tuesday, 01 September 2026 at 09:00 A.M. (IST) and ends on Thursday, 03 September 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, 28 August 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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

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

Step 1: Access to NSDL e-voting System

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

In terms of SEBI circular dated 09 December 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility. The login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. Click on Company name or **e-voting service provider i.e. NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com**. Select **"Register Online for IDeAS Portal"** or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **https://www.e-voting.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat

	account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon and New System Myeasi Tab and then use your existing myeasi username and password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **e-voting@nsdl.com** or call at (022) 48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.e-voting@cdslindia.com** or contact at toll free no. 1800 22 55 33

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **https://www.e-voting.nsdl.com/** either on a personal computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.

3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

   *Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at **https://eservices.nsdl.com/** with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or	Your User ID is:

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

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

   a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

   b. If you are using NSDL e-voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.

   c. How to retrieve your "initial password"?

      i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a. Click on "**Forgot User Details / Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.e-voting.nsdl.com**.

   b. **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on **www.e-voting.nsdl.com**.

   c. If you are still unable to get the password by aforesaid two options, you can send a request at **e-voting@nsdl.com** mentioning your demat account number / folio number, your PAN, your name and your registered address etc.

   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".

3. Now you are ready for e-voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to **akshitasurana@gmail.com** with a copy marked to **e-voting@nsdl.com** and **vamshi@gurbanigroup.in**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.e-voting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.e-**

voting.nsdl.com or call on.: **(022) 48867000** and **(022) 24997000** or send a request to **e-voting@nsdl.com.**

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to **vamshi@gurbanigroup.in.**

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to **vamshi@gurbanigroup.in**. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1(A**) i.e., Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder / members may send a request to **e-voting@nsdl.com** for procuring user ID and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 09 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

The results declared along with the scrutinizer's report shall be placed on the Company's website at **www.gurbanigroup.in** under the section "**Investor Relations**" and on the website of NSDL and shall also be communicated to the stock exchanges viz., BSE website where the shares of the Company are listed.

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

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

2. Members are encouraged to join the meeting through laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at **vamshi@gurbanigroup.in.** The same will be replied by the Company suitably.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at **vamshi@gurbanigroup.in** till Friday, 28 August 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 28 August 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.

9. The Company at its Board meeting dated 05 August 2026 has appointed Akshita Surana & Associates, Company Secretaries as the scrutinizer to the e-voting process and voting at the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

10. The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than two working days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson of the Company, who shall countersign the same.

11. The scrutinizer shall submit his report to the Chairperson or her delegate, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website at **www.gurbanigroup.in** and shall also be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. 04 September 2026.

IN COMPLIANCE WITH SECTION 102 OF THE COMPANIES ACT, 2013, THE FOLLOWING EXPLANATORY STATEMENT IS ANNEXED TO PROVIDE THE SHAREHOLDERS WITH MATERIAL FACTS AND RELEVANT INFORMATION REGARDING THE ITEMS OF SPECIAL BUSINESS TO BE TRANSACTED AT THE THIRTY-FIFTH (35TH) ANNUAL GENERAL MEETING OF THE COMPANY

Item No. 3: To Approve Revision in the Remuneration Payable to Vishal Ratan Gurbani, Whole-Time Director of the Company

The Board of Directors, at its meeting held on 05 August 2026, upon the recommendation of the Nomination and Remuneration Committee ("**NRC**"), approved the proposal for revision in the remuneration payable to Vishal Ratan Gurbani, Whole-Time Director of the Company, subject to the approval of the Members.

Vishal Ratan Gurbani was appointed as the Whole-Time Director of the Company for a term commencing from 01 May 2023 and ending on 21 August 2027. The present proposal does not relate to his appointment, re-appointment, extension of tenure or alteration of designation. The proposal is confined to revision of remuneration for the balance of his existing term.

The remuneration presently payable to Vishal Ratan Gurbani is INR 18,00,000 (Indian Rupees Eighteen Lakhs) only per annum. Having regard to the expansion in the scale and complexity of the Company's operations, the significant increase in his executive responsibilities, the need for continuity of executive leadership, succession planning considerations and the recommendation of the NRC after evaluation in accordance with the Company's Nomination and Remuneration Policy, the Board considered it appropriate to revise his remuneration to INR 60,00,000 (Indian Rupees Sixty Lakhs) only per annum with effect from 01 April 2026, on the terms and conditions as set out below:

Monthly Remuneration

Sl. No.	Component	Amount (INR)
1.	Basic Salary	2,50,000
2.	Dearness Allowance	20,000
3.	House Rent Allowance	1,00,000
4.	Conveyance Allowance	30,000
5.	Medical Allowance	2,500
6.	Leave Travel Allowance	30,000
7.	Miscellaneous Allowance	67,500
	Total	**5,00,000**

In considering the proposed revision, the NRC and the Board took into account, inter alia, the enhanced responsibilities assumed by Vishal Ratan Gurbani as Head of Business Development, including leadership of domestic and international business development initiatives, his extensive overseas travel for business development and strengthening the Company's business presence, the additional responsibilities undertaken by him in overseeing the Company's technical functions as Technical Head, and his leadership in handling new projects for the Company's expansion in India as well as the establishment of new business operations overseas. The NRC and the Board also considered his direct involvement in the Company's strategic planning through engagement with key clients, business partners and investors, his qualifications, experience and overall contribution to the management and operations of the Company, the present and anticipated business requirements of the Company, its financial position and future growth plans, the principles of pay equity, and executive retention, remuneration practices for executive directors in comparable companies, to the extent considered relevant by the NRC, and the Company's Nomination and Remuneration Policy.

The Secretarial and Legal Department has examined the proposal with reference to Sections 196, 197 and 198 of the Companies Act, 2013, Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Listing Regulations. For the purposes of Section 197 of the Act, the Company has prepared a computation of net profits under Section 198 of the Act, which was placed before the NRC and the Board. The computation forms part of the Company's statutory secretarial records and has been reviewed in consultation with the management and considered by the Board. The Board has relied upon such computation while considering the present proposal. The Board also notes that Vishal Ratan Gurbani is not classified as a Promoter or a member of the Promoter Group under the applicable SEBI Regulations. Consequently, the enhanced voting requirements under Regulation 17(6)(e) of the Listing Regulations are not attracted. The Board further notes that the proposal constitutes a variation in the remuneration terms of an existing appointment and does not amount to a fresh appointment or re-appointment of Vishal Ratan Gurbani as Whole-time Director.

The Board is of the opinion that the proposed revision is fair, reasonable, commercially justified and in the best interests of the Company. It also considers that the proposed remuneration is necessary for retention of executive leadership and for the continued implementation of the Company's long-term strategic objectives.

Except for Vishal Ratan Gurbani, being the appointee, and to the extent of their respective interests under the Companies Act, none of the Directors and Key Managerial Personnel of the Company are in any way interested or concerned, financial or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any. The proposed resolution does not affect any other Director or Key Managerial Personnel of the Company.

The Board of Directors recommends the resolution as set out in item above for approval of the Members of the Company by way of a Special Resolution.

For Sampre Nutritions Limited

Brahma Gurbani
Managing Director
(DIN: 00318180)

Date: 07 August 2026
Place: Hyderabad, TG