

# SAM INDUSTRIES LTD.

CIN: L70102MP1994PLC041416



Works & Registered Office: Village Dakachiya, A. B. Road, Tehsil: Sanwer, District-Indore - 453 771 (M.P.) INDIA

Phone : 0091-731-4229308, 4229313, 4229374 Fax : 0091-731-4229300

Website : www.sam-industries.com, email : secretarial@sam-industries.com

08/10/2016

To  
The Secretary,  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai - 400001

**BSE Scrip code: 532005**

**ISIN: INE653D01012**

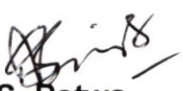
**Sub: Filing of Annual Report for the year 2015-16 as per Regulation 34 of the SEBI (LODR), Regulations, 2015.**

**Dear Sir/Madam,**

We are pleased to attach herewith soft copy of Annual Report of the Company for the Financial Year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 duly approved and adopted by the members in Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2016 as per the provisions of the Companies Act, 2013.

You are requested to take the same on your record.

**For Sam Industries Limited**

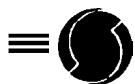
  
**Navin S. Patwa**  
**Company Secretary**

Encl: a/a



# **SAM INDUSTRIES LIMITED**

**22<sup>nd</sup>  
Annual Report  
2015 - 2016**



**BOARD OF DIRECTORS**

Mr. Ashutosh A. Maheshwari, Chairman  
Mrs. Gitanjali A. Maheshwari, Whole time Director  
Mr. Kishore Kale, Director  
Mr. Santosh Muchhal, Independent Director  
Mr. Ritesh Kumar Neema, Independent Director  
Mr. Yogendra Vyas, Independent Director

**CHIEF FINANCIAL OFFICER**

Mr. Gopal Prasad Shrivastava

**COMPANY SECRETARY**

Mr. Navin S. Patwa

**AUDITORS**

**M/s. M. Mehta & Company,**  
Chartered Accountants  
**11/5, South Tukoganj,**  
**Nath Mandir Road, Indore-452001**

**SECRETARIAL AUDITOR**

M. Maheshwari & Associates  
202-C, Kanchan Sagar, 18/1, Old Palasia,  
A. B. Road, Indore - 452 001

**BANKERS**

Indian Overseas Bank  
IDBI Bank

**REGISTRAR & TRANSFER AGENT**

M/s. Ankit Consultancy Pvt. Ltd.,  
Plot No. 60, Electronic Complex,  
Pardeshipura  
Indore – 452010 (Madhya Pradesh)

**REGISTERED OFFICE**

Village Dakachiya, A. B. Road, Tehsil: Sanwer,  
District – Indore – 453771 – M. P., India  
(w.e.f. 16/08/2016)



### NOTICE

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Members of Sam Industries Limited will be held on Wednesday, the 28th September, 2016 at 4:00 P.M. at Factory, at Village: Dakachiya Tehsil: Sanwer, A. B. Road - Indore - 453771 – Madhya Pradesh, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 including Audited Balance Sheet as at 31st March, 2016 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2016 the Cash Flow Statement for the year ended on that date and together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Gitanjali A. Maheshwari (DIN: 00094596), who retires by rotation and being eligible has offered herself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:-  
“RESOLVED THAT” Mrs. Gitanjali A. Maheshwari (DIN : 00094596), Whole Time Director of the Company, who retires by rotation be and is hereby re-appointed as Director of the Company liable to retire by rotation.”
3. Ratification of appointment of Messrs M. Mehta & Company, Chartered Accountants as the Statutory Auditors  
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), ratifies the appointment of Messrs M. Mehta & Company, Chartered Accountants (Registration No. 000957C), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2017 on such terms and remuneration as may be agreed upon between the Audit Committee \ Board of Directors and the Auditors.”

#### SPECIAL BUSINESS:

4. Re-appointment of Mr. Santosh Muchhal (DIN: 00645172), as an Independent Director  
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:  
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Santosh Muchhal (DIN: 00645172), a non executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office up to five consecutive years commencing from 28th September, 2016 and that he shall be not liable to retire by rotation.”
5. Re-appointment of Mr. Yogendra Vyas (DIN: 06603344), as an independent Director  
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:  
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Yogendra Vyas (DIN: 06603344), a non executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office up to five consecutive years commencing from 28th September, 2016 and that he shall be not liable to retire by rotation.”
6. Re-appointment of Mr. Ritesh Kumar Neema (DIN: 03086671), as an independent Director  
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:  
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Ritesh Kumar Neema (DIN: 03086671), a non executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office up to five consecutive years commencing from 28th September, 2016 and that he shall be not liable to retire by rotation.”
7. Approval to deliver document through a particular mode as may be sought by the member  
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:



**“RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed there-under, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 50/- (Rupees Fifty Only) per such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

**RESOLVED FURTHER THAT** the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For Sam Industries Limited**

**Place: Indore**

**Date:13/08/2016**

**Navin S. Patwa  
Company Secretary**

**Notes:**

- 1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of this meeting. Members/ Proxies should bring their attendance slip duly filled in order to attend the meeting.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Appointing a proxy does not prevent a member from attending the meeting in person or shareholder.

- 2. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday the 21st day of September 2016 to Wednesday, the 28th day of September 2016 ( both days inclusive)**
- 3. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.**
- 4. Shareholders are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as copies of the Report will not be distributed again at the Meeting, in view of the increasing cost of Annual Report**
- 5. Members/Proxies should bring the Attendance Slip sent herewith duly filled in and handover at the entrance after affixing their signature for attending the Meeting.**
- 6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.**
- 7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices etc. from the Company electronically.**
- 8. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company in Form SH-13.**
- 9. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.**
- 10. The Ministry of Corporate Affairs (vide circular Nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively, has undertaken a Green initiative in ‘Corporate Governance’ and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by representing / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Transfer Agent.**
- 11. 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 or Transfer Agent of the Company.**

12. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for the year 2015-16 will also be available on the Company's website at [www.sam-industries.com](http://www.sam-industries.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours (11.00 A.M. to 1.00 P.M.) on all working days except Saturday and Sunday up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com).
13. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 4, 5 6 & 7 above, is annexed hereto. The relevant details as required by Regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of person seeking appointment / re-appointment as Directors under item nos. 4, 5 & 6 of the notice, are also annexed.
14. Voting through electronic means In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members voting electronically are as under:-

- (i) The voting period begins on 25th September, 2016 at 9:00 A. M. and ends on 27th September, 2016 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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 folio number in the PAN field.</li> <li>• In case the folio 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 folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

NOTE: Please keep the sequence number in safe custody for future e-voting.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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 Remote 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.
- (x) For Members holding shares in physical form, the details can be used only for Remote e-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Sam Industries Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Other Instructions –

- 1) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September 2016.



- 2) Mr. Manish Maheshwari, proprietor M/s M. Maheshwari & Associates, Company Secretaries (Membership No. FCS 5174, CP No. 3860) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
- 3) The Chairman shall, at the end of the discussion on the resolutions on which voting is to be held at the AGM, allow by use of ballot paper for all those Members who are present at the AGM and have not cast their votes by availing the Remote e-voting facility.
- 4) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes casted at the meeting, thereafter unblock the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make, not later than forty eight hours (48) of conclusion of meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized him in writing who shall countersign the same.
- 5) The results declared along with the report of the scrutinizer will be placed on the website of the Company. Viz. [www.sam-industries.com](http://www.sam-industries.com) and website of CDSL immediately after the results are declared by the Chairman or a person authorized by him and will simultaneously be communicated to the BSE Limited, the Stock Exchange on which the securities of the Company are listed.
- 6) This Notice has been placed on the website of the company i.e. [www.sam-industries.com](http://www.sam-industries.com) and also on the website of CDSL.
- 7) Members please note that no gifts shall be distributed at the meeting.

**By Order of the Board  
For Sam Industries Limited**

**Navin S. Patwa  
Company Secretary**

**Place: Indore  
Date:13/08/2016**



As required by section 102(1) of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the special business in accompanied notice.

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**Item No.04**

Mr. Santosh Muchhal (DIN: 00645172) was appointed as Director with effect from December 01, 2004 and is continuing as an Independent Director. In order to comply with the provisions of Section 149(4), (10) & (11) of the Companies Act, 2013 and Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, It is proposed to formally re-appoint Mr. Santosh Muchhal to hold office for 5 (five) consecutive years for a term up to conclusion of the 27th Annual General Meeting of the Company in the calendar year 2021.

It may be noted that Mr. Santosh Muchhal has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Further, in the opinion of the Board also, he fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

It may also be mentioned that none of the other Directors (other than Mr. Santosh Muchhal) / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

**Item No.05**

Mr. Yogendra Vyas (DIN: 06603344) was appointed as Director with effect from 14th August, 2013 and is continuing as an Independent Director. In order to comply with the provisions of Section 149(4), (10) & (11) of the Companies Act, 2013 and Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, It is proposed to formally appoint Mr. Yogendra Vyas to hold office for 5 (five) consecutive years for a term up to conclusion of the 27th Annual General Meeting of the Company in the calendar year 2021.

It may be noted that Mr. Yogendra Vyas has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Further, in the opinion of the Board also, he fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

It may also be mentioned that none of the other Directors (other than Mr. Yogendra Vyas) / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

**Item No.06**

Mr. Ritesh Kumar Neema (DIN: 03086671) was appointed as Director with effect from 14th August, 2013 and is continuing as an Independent Director. In order to comply with the provisions of Section 149(4), (10) & (11) of the Companies Act, 2013 and Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, It is proposed to formally appoint Mr. Ritesh Kumar Neema to hold office for 5 (five) consecutive years for a term up to conclusion of the 27th Annual General Meeting of the Company in the calendar year 2021.

It may be noted that Mr. Ritesh Kumar Neema has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Further, in the opinion of the Board also, he fulfills the conditions specified in the Companies Act, 2013 for such re-appointment.

It may also be mentioned that none of the other Directors (other than Mr. Ritesh Kumar Neema) /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

**Item No.07**

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and Rules made thereunder, a document may be served on a member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he / she shall pay such fees as may be determined by the company at its Annual General Meeting ('AGM').



Further, listed companies are required to send financial statements:

- a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- c) by dispatch of physical copies through any recognized mode delivery as specified under section 20 of the Act, in all other cases.

It may also be mentioned that none of the other Directors, Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item No. 7 of the Notice for approval by the shareholders.

**By Order of the Board  
For Sam Industries Limited**

Place : Indore  
Date : 13/08/2016

Navin S. Patwa  
Company Secretary

**Details of Directors seeking appointment /re- appointment at the forthcoming Annual General Meeting  
(In pursuance of Regulations 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

Name of Director	Mrs. Gitanjali A. Maheshwari	Mr. Santosh Muchhal	Mr. Yogendra Vyas	Mr. Ritesh Kumar Neema
Date of Birth	11th January 1978	31st March, 1964	18th July, 1975	7th February, 1979
Date of Appointment	14th August 2014	1st December 2004	14th August, 2013	14th August, 2013
Expertise in specific functional area	Administration and Marketing	Accounts & Taxation	Accounts & Finance	Taxation
Qualification	Graduation (Commerce and Economics)	Chartered Accountant	Chartered Accountant	Chartered Accountant
List of outside Directorship held in Public Limited Company	-	Ujaas Energy Limited Jics Logistics Limited Infobeans Technologies Limited	Indotrade India Limited  Sam Exim Limited	-
Chairman / Member of the Committee of the Board of Directors of the Company	-	Member of Audit Committee, Remuneration Committee and Stakeholder Relationship Committee	Chairman of Audit Committee and member of Stakeholder Relationship Committee	Member of Audit Committee and Chairman of Stakeholder Relationship Committee and Remuneration Committee
Other information	Whole Time Director Shares held: 6212 Related to Mr. Ashutosh A. Maheshwari, Chairman	Non-Executive Director Shares held: 800	Non-Executive Director Shares held: NIL	Non-Executive Director Shares held: NIL



**REPORT OF THE BOARD OF DIRECTORS**

To the Members,

Your Directors have pleasure in presenting the 22nd Annual Report together with the Audited Statement of accounts of your Company for the year ended 31st March 2016:

**1. FINANCIAL HIGHLIGHTS:**

**(Rs. in Lacs)**

<b>Particulars</b>	<b>2015-2016</b>	<b>2014-2015</b>
Sales & Other Income	<b>822.40</b>	767.52
Total Expenditure	<b>964.00</b>	651.48
Earning Before Finance Cost, Tax, Exceptional Items, Depreciation and Amortization Expenses	<b>(141.6)</b>	116.04
<u>Less:</u> Financial Costs	<b>0.90</b>	0.51
Depreciation and Amortization Expenses	<b>67.55</b>	68.80
Exceptional Items	<b>1.00</b>	99.45
Profit Before Extra-Ordinary Items & Tax	<b>(211.05)</b>	(52.72)
Less: Current Tax	<b>36.50</b>	50.68
Deferred Tax	<b>(10.40)</b>	(5.55)
Profit (Loss) for the year	<b>(237.15)</b>	(97.85)
Basic & Diluted Earnings Per Equity Share of Face Value of Rs.10 each	<b>(2.14)</b>	(0.88)

**2. DIVIDEND**

The Company has incurred a loss of Rs.237.15 lacs, and therefore, the Board of Directors has decided not to declare Dividend for the year ended 31st March 2016.

**3. PERFORMANCE**

**Company's Overall Performance**

During the year under review, your Company has received income from operations amounting to Rs.822.40 Lacs as compared to Rs.767.52 Lacs in the previous year. Your Company has incurred losses, after taxes of Rs.237.15 Lacs, as compared to loss of Rs. 97.85 Lacs in the previous year.

**Segment wise Performance**

**Soya Division**

The Company has discontinued soya business activity for Refined Oil & Soya Products at its plant located at Village: Dakachiya, A. B. Road, Tehsil Sanwer, District - Indore, as the company had closed down its soya division in the financial year 2012-13.

The revenue of your Company's Soya Division is Rs. 1.64 Lacs as against Rs. 6.61 Lacs in the previous year, and it has incurred a loss of Rs. 34.06 Lacs as against Rs. 134.08 Lacs during the previous year.

The revenue of the soya division comprises mainly of credit balances written off in the division and loss is attributable mainly to depreciation, employee benefit expenses and diminution in inventory.

**Welding Division**

During the year under review, the revenue of your Company's Welding Division was Rs. 575.90 Lacs as against Rs. 534.33 Lacs in the previous year, and it has incurred a loss of Rs. 11.48 Lacs during this period as against Loss of Rs. 24.46 Lacs during the previous year.

**Real Estate Division**

During the year under review, the revenue of your Company's Real Estate Division was Rs. 166.04 Lacs as against Rs. 118.53 Lacs in the previous year, and earned a profit of Rs. 113.35 Lacs during this period in comparison to a profit of Rs. 75.03 Lacs during the previous year.

**Investment Division**

During the year under review, the revenue of your Company's Investment Division was Rs. 78.80 Lacs as against Rs. 108.03 Lacs in the previous year, and has incurred a loss of Rs. 192.98 Lacs in comparison to a profit of Rs. 94.55 Lacs in the previous year

**4. MANAGEMENT DISCUSSIONS AND ANALYSIS****Outlook**

Your Company has three distinct businesses, viz., Welding Electrodes, Real Estate and Investment division. The modus operandi of these three businesses is different in terms of the nature of the products, customers profile, challenges and growth avenues.

**Welding Industry Scenario:**

In view of the growing industrialization and expenditure on infrastructure, we expect a buoyant demand for welding materials in India.

**Real Estate:**

The Real Estate scenario is very encouraging in Indore and Dewas.

**5. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES**

The Company has no Subsidiaries, Joint Venture and any Associate Company.

The Policy for determining Material subsidiaries as approved, may be accessed on the Company's website at the link: <http://www.sam-industries.com>.

**6. INTERNAL FINANCIAL CONTROL SYSTEM**

According to Section 134(5)(e) of the Companies Act, 2013, the term 'Internal Financial Control' (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

The Company has a well placed, proper and adequate internal control system, which ensures, that the efficiency and profitability of operations, the reliability of information, adhering to rules and regulations, that all assets are safeguarded and protected, and that the transactions are authorized, recorded and reported regularly and correctly.

**7. FIXED DEPOSIT**

Your Company has not accepted any public deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year 2015-16.

**8. DIRECTORS**

The Board of the Company at March 31st 2016, consisted of 6 Directors out of whom, one is Chairman who is also the Promoter Director and one woman Whole time director, besides three independent Directors.

Pursuant to section 149 of the Companies Act, 2013, the Board at its meeting held on 13th August, 2016 recommended appointment of Mr. Santosh Muchhal, Mr. Yogendra Vyas and Mr. Ritesh Kumar Neema, as independent directors of the company not liable to retire by rotation for a period of 5 years from the date of the 22nd Annual General Meeting, subject to the approval of the members of the company.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149 of the Companies Act, 2013 and Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which have been relied by the company and were placed before the Board.

### **Retirement by Rotation**

In terms of Section 152 of the Companies Act, 2013, Mrs. Gitanjali A. Maheshwari is liable to retire by Rotation at the forthcoming Annual General Meeting (AGM), and being eligible, has offered her-self for re-appointment.

### **9. KEY MANAGERIAL PERSONNEL**

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Ashutosh A. Maheshwari, Chairman (DIN: 00094262)

Mrs. Gitanjali A. Maheshwari, Whole time Director (DIN: 00094596)

Mr. Gopal Prasad Shrivastava, Chief Financial Officer

Mr. Navin S. Patwa, Company Secretary

### **10. AUDITORS**

#### **Statutory Auditors**

Messrs M. Mehta & Company, Chartered Accountants, (Firm Reg. No. 000957C) who are the statutory auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting, and being eligible, have consented and offered them-selves for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to re-appoint Messrs M. Mehta & Company, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of 23rd AGM to be held in the year 2017, You are requested to consider their re-appointment.

### **11. AUDITORS REPORT**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

### **12. SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed M/s. M. Maheshwari & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2016. The Secretarial Audit Report is annexed herewith as **Annexure-1**. There are no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report, save and except disclaimer made by them in discharge of their professional obligation.

### **13. CORPORATE GOVERNANCE**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing organization's brand and reputation. The new Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have strengthened the governance regime in the country. The Company is in compliance with the governance requirements provided under the new law and had proactively adopted many provisions of the new law ahead of time. The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI.

Your Company has complied with the requirements of corporate governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015. A detailed report on Corporate Governance is annexed as **Annexure-2** in this Annual Report. A certificate from the Statutory Auditors of the Company regarding compliance of conditions of corporate governance has been obtained and is enclosed with this Report.

A Certificate of the Whole time Director, appointed in terms of Companies Act, 2013 and CFO of the Company in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also **annexed** as **Annexure-3**.

**14. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, had been followed and there are no material departures from the same;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit and loss of the Company for the financial year;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a 'going concern' basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**15. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out and enclosed herewith as **Annexure-4** to this Report.

**16. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments provided by the Company under Section 186(4) of the Act as at the end of the Financial Year 2015-16 are disclosed in the Note to the Financial Statement attached with the Board Report.

**17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**18. NUMBER OF MEETINGS OF THE BOARD**

The details of the number of Board and Audit Committee meetings of the Company are set out in the Corporate Governance Report in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which forms part of this Report.

**19. DISCLOSURE BY INDEPENDENT DIRECTORS**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder, the Company has not formulated an internal policy on aforesaid Act during the year, since there was no women employee in the Company.

**21. EXTRACT OF ANNUAL RETURN**

In accordance with the provisions of Section 134 (3) (a) of the Companies Act, 2013, the extract of Annual Return as on March 31, 2016 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as **Annexure-5** and forms part of this Report.

**22. AUDIT COMMITTEE**

The Audit Committee as on March 31, 2016 comprises Mr. Santosh Muchhal, Independent Director, Mr. Ritesh Kumar Neema, Independent Director and Mr. Yogendra Vyas, Independent Director. Further, all recommendations of Audit Committee were accepted by the Board of Directors.

**23. VIGIL MECHANISM**

The Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy on Whistle Blower / Vigil Mechanism has been hosted on the website of the company. The policy, inter alia, provides a direct access to the Chairman of the Audit Committee.

The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them.

**24. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

During the financial year 2015-16, the Company has entered into transactions with related parties as defined under Section 2 (76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, there were no transactions with related parties which qualify as material transactions. In line with the requirements of the Companies Act, 2013, the Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [www.sam-industries.com](http://www.sam-industries.com). The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

**25. CORPORATE SOCIAL RESPONSIBILITY:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013, and hence, it is not required to formulate policy on corporate social responsibility.

**26. INDUSTRIAL RELATIONS**

Relation between the Management and its employees has been cordial. Your Directors place on record their appreciation of the efficient and loyal services rendered by the employees of the Company at all levels.

**27. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS:**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement in the said rules is Annexed as **Annexure-6**.

**28. RISK MANAGEMENT**

Company has properly analyzed and identified the key business risk area and a Risk Mitigation process. Company had extensively exercised at regular intervals to identify, evaluate, manage and monitor all business risk.

**29. MATERIAL CHANGES BETWEEN END OF FINANCIAL YEAR AND THE DATE OF THE BOARD REPORT.**

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

The Company has received confirmation from Regional Director, Mumbai to shift the registered office of the company from the State of Maharashtra to Madhya Pradesh and the Board of Directors decided in the meeting held on 13th August 2016 to shift registered office of the company at Works situated at Village: Dakachiya, A. B. Road, Tehsil: Sanwer, District: Indore - 453771, Madhya Pradesh, India (w.e.f. 16/08/2016.)

**30. TRANSFER TO RESERVES:**

The Board does not propose to transfer any amount to reserves.

**31. ANNUAL EVALUATION OF BOARD'S PERFORMANACE**

In accordance with the provisions of schedule IV of the company Act, 2013, a separate meeting of the independent Directors was held on 13<sup>th</sup> February, 2016. Without the attendance of Non independent Directors and Members of the Management, the committee has reviewed the performance and effectiveness of the Board of in the meeting as a whole for the Financial Year 2015-2016.

**32. ACKNOWLEDGEMENT**

The Directors wish to convey their appreciation for the co-operation received from Your Company's bankers and various Government agencies. The Directors also wish to thank the Shareholders, Employees, Customers and Suppliers for their support and co-operation.

**For and on behalf of the Board of Directors**  
**Ashutosh A. Maheshwari**  
**Chairman**  
**DIN: 00094262**

**Indore, 13<sup>th</sup> August, 2016**





**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016**

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

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To,  
The Members,

**SAM INDUSTRIES LIMITED**

CIN: L70102MH1994PLC164344  
401, 4th Floor, Dalamal Chambers,  
29, New Marine Lines, Mumbai MH 400020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAM INDUSTRIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **SAM INDUSTRIES 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31, 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 Company for the financial year ended on **March 31, 2016** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under read with notifications, exemptions and clarifications thereto;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; however, the Company has not entered into any transaction with foreign countries and does not deal in foreign currency during the Audit period hence, these regulations have not been considered for the purpose of this report.
- 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 as amended from time to time;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time. However, the regulations are not applicable to the Company during the Audit period since the Company has not raised any money from the public and hence, these regulations have not been considered for the purpose of this report;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014. However, the regulations are not applicable to the Company during the Audit period since the Company does not have any scheme in operation and hence, these regulations have not been considered for the purpose of this report;



- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable as the Company has not issue any debt securities;**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 as amended from time to time regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time;- **Not applicable to the Company during the Audit period;**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1999- **Not applicable as the Company has not bought back/propose to buyback any of its securities during the financial year under review.**
- vi Taking into consideration, business activities of the Company, there are no specific regulator / law whose approval is required for undertaking business operations of the Company and hence no comment is invited in respect of the same. We have in principally verified existing systems and mechanism which is followed by the Company to ensure compliance of other applicable Laws like Labour Laws etc and have relied on the representation made by the Company and its officers in respect of aforesaid systems and mechanism for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings. These Standards were applicable with effect from July 1, 2015 and have been taken into consideration for all meetings of the Company held thereafter.
- (ii) The Listing Agreements entered into by the Company with the Exchanges read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

We rely on Statutory Auditor's Report in relation to the financial statements and accuracy of financial figures for Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under Financial Statements, Accounting Standard 18 and note on foreign currency transactions during our audit period.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during our audit period.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the 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, regulations and guidelines.

We further report that during the Audit period the Company has no specific events / actions that having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard, etc.

Note : This Report is to be read with our letter dated 13<sup>th</sup> August 2016 which is annexed as Annexure A and forms and integral part of this report.

**For M Maheshwari & Associates**  
**Company Secretaries**

Date : 13<sup>th</sup> August 2016  
Place : Indore

**MANISH MAHESHWARI**  
**FCS 5174, C. P. No. 3860**

To,  
The Members,

**SAM INDUSTRIES LIMITED**

CIN: L70102MH1994PLC164344  
401, 4th Floor, Dalamal Chambers,  
29, New Marine Lines, Mumbai MH 400020

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

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

**For M. Maheshwari & Associates**  
**Company Secretaries**

**Manish Maheshwari**  
**FCS-5174**  
**CP-3860**

**Date: 13<sup>th</sup> August 2016**  
**Place: Indore**

**ANNEXURE TO THE DIRECTORS' REPORT  
REPORT ON CORPORATE GOVERNANCE**

**I. Company's Philosophy on code of Corporate Governance**

Your Company's Philosophy on code of Corporate Governance is based on attainment of highest level of transparency, accountability, and adequate disclosures and economic value addition. All employees are guided by the Company's policies on important issues, including our relationship with consumers, stakeholders and Government.

**II Board of Directors**

The Board of Directors of company has a combination of Executive and Non Executive Directors. The Chairman of the Board of your Company is a non-executive promoter director. The Board of Directors of the Company consists of 6 Directors, of which 5 are non-executive as on 31<sup>st</sup> March 2016.

During the year, 6 Meetings of the Board of Directors of the Company were held on 28/05/2015, 25/07/2015, 14/08/2015, 28/09/2015, 10/11/2015 and 13/02/2016 and not more than 120 days have elapsed between two meetings.

The inter-se relationship between Mr. Ashutosh A. Maheshwari and Mrs. Gitanjali A. Maheshwari is of Husband and wife.

The particulars of the Directors and their attendance at the Board Meetings during the year and the last Annual General Meeting and also the number of directorships and committee memberships as on that date are as follows:

Name of Director	Category	No. of Board Meetings attended	Attend-ance in last AGM	No. of Director-ship	Committee Membership	
					Chairman	Member
Mr. Ashutosh A. Maheshwari	Promoter Non-Executive	6	No	8	-	-
Mrs. Gitanjali A. Maheshwari	Executive	6	No	6	-	-
Mr. Ritesh Kumar Neema	Independent	6	No	2	2	1
Mr. Kishore Kale	Non-Executive	6	No	1	-	-
Mr. Santosh Muchhal	Independent	6	No	3	-	3
Mr. Yogendra Vyas	Independent	6	Yes	6	1	2

The terms of reference of the Board Committees as mentioned earlier, their composition and attendance of the respective Members at the various Committee Meetings held during fiscal 2016 are set out below:

**III Audit Committee**

**Terms of Reference**

The objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting processes with a view to ensure accurate and proper disclosure, transparency and quality of financial reporting. The committee also reviews the financial and risk management policies, and the adequacy of internal control systems of the Company, and meets Statutory Auditors periodically.

Your Company has an Audit Committee consisting of following Directors and the Audit Committee Meetings were held on 28.05.2015, 14.08.2015, 10.11.2015 and 13.02.2016. The details of the meetings held and attended are as given below:

Name of Directors	Meetings Held	Meetings Attended
Mr. Yogendra Vyas (Chairman)	4	4
Mr. Ritesh Kumar Neema	4	4
Mr. Santosh Muchhal	4	4



**IV. Nomination and Remuneration Committee**

**Terms of Reference**

The functions of the Committee include recommending appointments of Directors to the Board, identifying persons who are qualified to become Directors in accordance with the criteria laid down and recommending to the Board their appointment and removal, formulate criteria for evaluation of the performance Directors and the Board and to extend or continue the term of appointment of independent Director on the basis of the report of performance evaluation, recommending to the Board a policy relating to the remuneration subject to applicable regulations, approving the policy for and quantum of bonus payable to the members of the staff including senior management and key managerial personnel, formulating the criteria for determining qualifications, positive attributes and independence of a Director

The composition of the remuneration committee is as follows:

Mr. Ritesh Kumar Neema (Chairman), Mr. Yogendra Vyas and Mr. Santosh Muchhal

During the year under Review, the Remuneration paid to the whole time Director of the Company Mrs. Gitanjali A. Maheshwari was Rs. 59, 95,200/- (Rupees Fifty Nine Lacs Ninety Five Thousand and Two Hundred only).

The Committee met 2 times during the financial year. The dates of the Committee’s meetings were 28th May, 2015 and 13th February 2016.

Note: Salary includes Basic Salary, Allowances, contribution to Provident and Other Funds and perquisites (including monetary value of taxable Perquisites), etc.

Details of equity shares of the company held by the Directors as on March, 2016, are given below:

S. No.	Name of Directors	Number of Equity Shares
1	Mr. Ashutosh A. Maheshwari	8877
2	Mrs. Gitanjali A. Maheshwari	6212
3	Mr. Santosh Muchhal	800
4	Mr. Kishore Kale	Nil
5	Mr. Ritesh Kumar Neema	Nil
6	Mr. Yogendra Vyas	Nil

**V. Remuneration of Directors**

**(a) Transactions of the non-executive directors**

The non-executive directors of the Company are paid sitting fees for attending meetings. The total amount of sitting fees paid to non- executive directors during the financial year 2015-16 was Rs. 1.60 Lacs. The non-executive directors of the Company do not have any material pecuniary relationship or transactions of vis-à-vis the company.

**(b) Remuneration to executive directors.**

The appointment and remuneration of executive director is governed by recommendation of Nomination and Remuneration committee, the resolution passed by the Board of Directors and shareholders of the company. The total amount of remuneration paid to executive directors during the financial year 2015-16 was Rs. 59.95 Lacs.

Presently the company does not have any stock options scheme for its directors

**VI. Stakeholders Relationship Committee**

**Terms of Reference**

The Board has constituted the Stakeholders Relationship Committee to look into the redress of investors’ complaints. There were no complaints pending for reply as on 31st March 2016 and no share transfers pending for registration as on the said date. The Committee had met 3 times on 28.05.2015, 29.12.2015 and 13.02.2016 during the financial year 2015-16.

The composition of the Stakeholders Relationship committee is as follows:

Mr. Ritesh Kumar Neema (Chairman), Mr. Yogendra Vyas, Mr. Santosh Muchhal and Mr. Gopal P. Shrivastava  
Mr. Navin Patwa is the Company Secretary of the Company and acts as the Compliance Officer of the Company

## VII. General Body Meetings

The details of Annual General Meetings held in last 3 years are as under:

Financial Year	Date	Time	Venue
2012-2013	27.09.2013	10.00 A.M.	Basement of Dalamal Chambers, 29, New Marine Lines, Mumbai – 400020
2013-2014	29.09.2014	11.00 A.M.	
2014-2015	28.10.2015	12.30 P.M.	CII, Naoroji Godrej Centre of Excellence, Godrej Station-side Colony, Opp Railway Station, Vikhroli (East), Mumbai – 400079

The details of the Special Resolutions passed in the General Meetings held in the previous three years are given below:

General Body Meeting	Day, Date	Resolution
2012-2013	Friday 27.09.2013	-
2013-2014	Monday, 29.09.2014	Appointment of Mrs. Gitanjali A. Maheshwari (DIN: 00094596) as a whole time director & Appointment of Mr. Santosh Muchhal (DIN : 00645172) as an Independent director
2014-2015	Wednesday, 28.10.15	-

### Details of Postal Ballot

Special Resolution was passed through postal ballot during the Financial Year 2015-16 *vide* Postal Ballot Notice dated July 25th 2015 under Section 110 of the Companies Act, 2013. The Company followed the procedure as prescribed under the Companies (Management and Administration), Rules, 2014, as amended and Secretarial Standard 2 issued by the Institute of Company Secretaries of India. The Members were provided the facility to cast their votes through electronic voting (e-voting) or through postal ballot. The Board of Directors of the Company, appointed M. Maheshwari & Associates Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process. The scrutinizer submitted his report to the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). Considering the combined results of the Postal Ballot via postal ballot forms and e-voting facility, the resolution was approved on 16th September, 2015. The results were declared on 16th September, 2015 and communicated to the stock exchanges and displayed on the Company's website.

The details of the voting pattern are given below:

Particulars	Type of Resolution	Votes cast in favor (in Numbers)	% of Votes in favour	Votes cast against (In numbers)	% of votes against
Shifting of the Registered office of the Company from state of Maharashtra to the state of Madhya Pradesh	Special	8909864	100	30	0.00
Alteration in situation clause of the Memorandum of Association for Registered Office	Special	8909889	100	5	0.00
Alteration in Main Object clause of the Memorandum of Association	Special	8909889	100	5	0.00
Deletion of Other Object clause of the Memorandum of Association	Special	8909889	100	5	0.00
Amendment of Incidental or Ancillary Object clause of the Memorandum of Association	Special	8909889	100	5	0.00
Adoption of the new set of Article of Association of the Company	Special	8909889	100	5	0.00
Authorization to the Board of Directors of the company for investment exceeds the limits specified under section 186 of the Companies Act, 2013	Special	8909889	100	5	0.00



**VIII. Means of Communication**

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges Immediately after the Board has approved them. These are widely published in national and regional newspapers.

Sam Industries website (www.sam-industries.com) serves as a key awareness facility for all its stakeholders, allowing them to access information at their convenience. It provides comprehensive information on Company's strategy, financial performance, operational performance and the latest Information.

**IX. General Shareholders Information**

Annual General Meeting	Day, Date & Time	Venue
22nd Annual General Meeting	Wednesday, 28th September 2016 At 4:00 P.M.	Village: Dakachiya - A. B. Road, Tehsil: Sanwer, District: Indore - 453 771 Madhya Pradesh, India

**a. Date of Book Closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, the 21<sup>st</sup> day of September 2016 to Wednesday, the 28<sup>th</sup> day of September 2016** (both days inclusive).

**b. Financial Year: April 1<sup>st</sup> 2015 To March 31<sup>st</sup> 2016**

**c. Financial Calendar 2016-2017 (Tentative)**

1 First Quarter Results	On or before 13 <sup>th</sup> August 2016
2 Second Quarter & Half Yearly Results	On or before 14 <sup>th</sup> November, 2016
3 Third Quarter Results	On or before 14 <sup>th</sup> February 2017
4 Fourth Quarter / Annual Results	On or before 30 <sup>th</sup> May 2017

**d. Listing of Securities**

Name of the Stock Exchange: **BSE Limited**, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

**e. Listing Fee**

Your Company confirms that it has paid annual listing fees to the BSE Limited, for the year 2016-17; and as such there are no arrears.

**f. BSE Script Code: 532005**

**g. Market Price Data**

High, low of market price of the Company's equity shares traded on BSE Limited during each month in the last financial year are as under:

2015-16 Month	Quotation at Mumbai Stock Exchange	
	High (Rs.)	Low (Rs.)
April	-	-
May	15.10	14.35
June	14.35	14.35
July	14.35	12.00
August	13.60	11.25
September	11.80	8.38
October	12.02	9.70
November	12.00	11.90
December	12.00	10.20
January	10.00	10.00
February	-	-
March	10.00	9.50

**h. Registrar & Transfer Agent**

Name & Address: M/s. Ankit Consultancy Private Limited,  
Plot No. 60, Electronic Complex, Pardeshipura, Indore – 452010, (M. P.)  
Telephone: 0731-4281333, 4065799, 4065797  
Fax: 0731-4065798  
Email: ankit\_4321@yahoo.com



All the Share transfer and the relating queries may please be forwarded to the Share Transfer Agent directly at their address.

**i. Share Transfer Systems**

Shares received for transfer in physical form are registered and dispatched within fifteen days of receipt of the documents. If shares are under objection then the same are returned within fifteen days. Request for dematerialization of shares is processed within fifteen days.

**j. Shareholding as on 31st March 2016:**

**a. Distribution of Shareholding of Equity Shares of Rs. 10/- each as on 31st March 2016:**

Shareholding of nominal value of Rs.	No. of Share holders	% of Share holders	No. of Ordinary shares	% of Share holding
Up to 1000	218	23.34	7768	0.07
1001 – 2000	52	5.57	9209	0.08
2001 – 3000	28	3.00	7637	0.07
3001 – 4000	199	21.31	79421	0.72
4001 – 5000	108	11.56	53615	0.48
5001 – 10000	179	19.16	164461	1.48
10001 – 20000	58	6.21	88640	0.80
20001 – 30000	27	2.89	63160	0.57
30001 – 40000	8	0.86	28571	0.26
40001 – 50000	10	1.07	43648	0.39
50001 – 100000	14	1.50	101343	0.91
100001 & above	33	3.53	10440997	94.16
<b>Grand Total</b>	<b>934</b>	<b>100.00</b>	<b>11088470</b>	<b>100.00</b>

**b. Category of equity shareholders as on 31st March 2016:**

S. No.	Category	No. of equity Shares held	Percentage of Shareholding (in %)
1	Promoters	7391799	66.66
2	Govt. Co. / Fin. Institutions	59000	0.53
3	Corporate Bodies	2785432	25.12
4	Individual Shareholders	851039	7.67
5	NIR's & OCBs (Foreign holding)	1200	0.01
	<b>Grand Total</b>	<b>11088470</b>	<b>100.00</b>

**k. Dematerialization of Shares and Liquidity**

The company's shares are traded in dematerialized form and are available for trading on both the depositories in India, viz. NSDL and CDSL. Equity shares of the company representing **96.98%** of the Company's total equity shares capital representing **1,07,53,935** equity shares are dematerialized on March 31, 2016 and the balance **3.02%** representing **3,34,535** were in physical form.

1. There are no foreign exchange risk and hedging activities during financial year 2015-16.

**Plant and Registered Office**

The Company has received confirmation from Regional Director, Mumbai to shift the registered office of the company from the State of Maharashtra to Madhya Pradesh and the Board of Directors decided in the meeting held on 13th August 2016 to shift registered office of the company at Works situated at Village: Dakachiya, A. B. Road, Tehsil: Sanwer, District: Indore - 453771, Madhya Pradesh, India (w.e.f. 16/08/2016.)

The Company has a manufacturing facility at Village: Dakachiya, A. B. Road, Tehsil: Sanwer, District: Indore -453771, Madhya Pradesh, India



**Address for Correspondence**

The Shareholders may address their communications to.

Mr. Navin S. Patwa,

Company Secretary & Compliance Officer,

Sam Industries Limited,

Village: Dakachiya, A. B. Road,

Tehsil: Sanwer, Indore – 453771, Madhya Pradesh

Designated Email address for Investor Services:

Email: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com)

Company's Website: [www.sam-industries.com](http://www.sam-industries.com)

**X. Disclosures**

- (i) During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related parties' transaction viz., Promoters, Directors or the Management, their subsidiaries or relatives that had a potential conflict with the interest of the Company at large.
- ii) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- iii) In terms of the Whistle Blower Policy, Vigil Mechanism of the Company, no employee of the Company has been denied access to the Audit Committee.
- iv) The Company has complied with the mandatory requirements and adoption of the non mandatory requirements.
- v) The website of the company Sam Industries website ([www.sam-industries.com](http://www.sam-industries.com)) discloses policy for determining material subsidiaries.
- vi) The website of the company Sam Industries website ([www.sam-industries.com](http://www.sam-industries.com)) discloses policy on dealing with related party transactions.

**CEO/CFO Certification**

The Whole Time Director (WTD) and Chief Financial Officer (CFO) Certified to the Board with regard to the financial statements and other matters as required in Regulation 17(8) of SEBI (LODR), Regulations, 2015 and the said certificate is contained in this annual report.

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**Declaration Regarding Code of Conduct**

I hereby declare that all the directors and Senior Management Personnel have affirmed compliance during the financial year 2015-16 with the provisions of Code of Conduct as adopted by the Company.

Date: 30<sup>th</sup> May, 2016

Place: Indore

Gitanjali A. Maheshwari

Whole Time Director

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**AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF  
CORPORATE GOVERNANCE**

To,  
The Members,  
Sam Industries Ltd.

We have examined the compliance of conditions of Corporate Governance by M/s **Sam Industries Limited** ("the Company"), for the year ended on 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement of the Company with the stock exchanges for the period 1st April, 2015 to 30th November, 2015 and The compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 22, 23, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (collectively referred to as 'SEBI Listing Regulations, 2015') for the period 1st December 2015 to 31st March 2016.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / SEBI Listing Regulations, 2015, as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR, M. MEHTA & COMPANY  
CHARTERED ACCOUNTANTS  
FIRM REGN NO. 000957C**

**CA NITIN BANDI  
PARTNER  
M.NO. 400394**

**Date : 30/05/2016  
Place : Indore**

ANNEXURE-3

**Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification**  
[Compliance Certificate pursuant to Regulation 17(8) of SEBI (LODR), Regulations, 2015]

To,  
The Board of Directors,  
Sam Industries Limited

We the undersigned, in our respective capacities as Whole Time Director and chief financial officer of **Sam Industries Limited** (the Company) to the best of our knowledge and belief certify that:

- A. We have reviewed financial statements and the cash flow statement for the year end 31st March 2016 and that to the best of our knowledge and belief, we state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of their knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (1) significant changes, if any, in internal control over financial reporting during the year;
  - (2) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Sam Industries Limited**

Date: 30th May, 2016  
Place: Indore

**Gitanjali A. Maheshwari**  
Whole Time Director

**Gopal P. Shrivastava**  
Chief Finance Officer



**ANNEXURE-4**

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**  
**[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts Rules, 2014]**

**(A) Conservation of energy**

S.No.	Particulars	
i)	the steps taken or impact on conservation of energy;	All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
ii)	the steps taken by the company for utilising alternate sources of energy;	NA
iii)	the capital investment on energy	NIL

(i)	the efforts made towards technology absorption	Updation of in house Technology is a Continuous process of absorption implemented in our Industry & Technology developed in house, This is fully absorbed for development in the existing product and new models.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	The Company has been able to successfully indigenize the toolings to a large extent. Increased efficiency, better performance and wider product range.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	NIL
(a)	the details of technology imported	NA
(b)	the year of import	NA
(c)	whether the technology been fully absorbed	NA
(d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
(iv)	the expenditure incurred on Research and Development	NIL

**(C) Foreign exchange earnings and Outgo**

	2015-16	2014-15
The Foreign Exchange earned in terms of actual inflows during the year; and	Nil	Nil
The Foreign Exchange outgo during the year in terms of actual outflows.	Nil	Nil



**FORM NO. MGT 9**

ANNEXURE-5

**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>	
1 CIN	L70102MP1994PLC041416
2 Registration Date	17.02.1994
3 Name of the Company	SAM INDUSTRIES LIMITED
4 Category/Sub-category of the Company	Company Limited By Share Indian Non Government Company
5 Address of the Registered office & contact details	401 Dalamal Chambers, 29, New Marine Lines, MUMBAI -400020 and shifted (with effect from 16th August 2016) at Village: Dakachiya, A. B. Rd, Tehsil: Sanwer, Dist.-Indore-453771, Ph. : 0731-4229308
6 Whether listed company	BSE Limited
7 Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore – 452010 (M. P.) Ph. : 0731-4281333

**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 the Product/service	NIC Code of the company	% to total turnover
1	Sale of Services (Lease Rent)	68100	70.03%
2	Sale of (Traded Goods) Real Estate (Plot)	68100	20.19%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of sharesheld	Applicable Section
1	SAM EXIM LIMITED 402, Dalamal Chambers 29, New Marine Lines, MUMBAI Maharastra-400020	U51900MH1987PLC042267	Holding Company	57.61	2(87)(ii)

**IV. 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[As on 1- 04-2015]				No. of Shares held at the end of the year[As on 31-03-2016]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	38,299		38,299	0.35%	38,299		38,299	0.35%	0.00%
b) Central Govt	-		-	0.00%	-		-	0.00%	0.00%
c) State Govt(s)	-		-	0.00%	-		-	0.00%	0.00%
d) Bodies Corp.	7,353,500		7,353,500	66.32%	7,353,500		7,353,500	66.32%	0.00%
e) Banks / FI	-		-	0.00%	-		-	0.00%	0.00%
f) Any other	-		-	0.00%	-		-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>7,391,799</b>		<b>7,391,799</b>	<b>66.66%</b>	<b>7,391,799</b>		<b>7,391,799</b>	<b>66.66%</b>	<b>0.00%</b>



Category of Shareholders	No. of Shares held at the beginning of the year[As on 1- 04-2015]				No. of Shares held at the end of the year[As on 31-03-2016]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	<b>7,391,799</b>	-	<b>7,391,799</b>	<b>66.66%</b>	<b>7,391,799</b>	-	<b>7,391,799</b>	<b>66.66%</b>	<b>0.00%</b>
<b>B. Public</b>									
<b>Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	59,000	-	59,000	0.53%	59,000	-	59,000	0.53%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>59,000</b>	-	<b>59,000</b>	<b>0.53%</b>	<b>59,000</b>	-	<b>59,000</b>	<b>0.53%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.				0.00%				0.00%	0.00%
i) Indian	27,74,838	3,000	27,77,838	25.05%	27,82,432	3,000	27,85,432	25.12%	0.07%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	2,85,085	3,04,235	5,89,320	5.31%	3,77,876	3,31,535	7,09,411	6.40%	1.08%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2,31,863	35,400	2,67,263	2.41%	1,41,628	-	1,41,628	1.28%	-1.13%
c) Others (specify)									
Non Resident Indians	3,250		3,250	0.00%	1,200		1,200	0.01%	-0.02%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>32,95,036</b>	<b>3,42,365</b>	<b>36,37,671</b>	<b>32.81%</b>	<b>33,03,136</b>	<b>3,34,535</b>	<b>3,637,671</b>	<b>32.81%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	<b>33,54,036</b>	<b>3,42,635</b>	<b>36,96,671</b>	<b>33.34%</b>	<b>33,62,136</b>	<b>3,34,535</b>	<b>3,696,671</b>	<b>33.34%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00%		-	0.00%	0.00%	
<b>Grand Total (A+B+C)</b>	<b>1,07,45,835</b>	<b>3,42,635</b>	<b>1,10,88,470</b>	<b>100.00%</b>	<b>1,07,53,935</b>	<b>3,34,535</b>	<b>11,088,470</b>	<b>100.00%</b>	<b>0.00%</b>



**(ii) Shareholding of Promoter**

S. No.	Shareholder's Name	Shareholding at the beginning of the year on 1st April 2015			Share holding at the end of the year 31st March 2016			% 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	A H MAHESHWARI (HUF)	20,000	0.18%	-	20,000	0.18%	-	0.00%
2	ASHUTOSH ASHOKKUMAR MAHESHWARI	8,877	0.08%	-	8,877	0.08%	-	0.00%
3	GITANJALI A MAHESHWARI	6,212	0.06%	-	6,212	0.06%	-	0.00%
4	ARVIND ASHOKKUMAR MAHESHWARI	3,190	0.03%	-	3,190	0.03%	-	0.00%
5	ASHOKKUMAR H MAHESHWARRI	10	0.00%	-	10	0.00%	-	0.00%
6	SUMAN ASHOKKUMAR MAHESHWARI	10	0.00%	-	10	0.00%	-	0.00%
7	SAM EXIM LIMITED	6,388,000	57.61%	-	6,388,000	57.61%	-	0.00%
8	STEWART TRADING AND INVESTMENT PRIVATE LIMITED	307,000	2.77%	-	307,000	2.77%	-	0.00%
9	SAM FARMS AND FOODS PRIVATE LIMITED	261,000	2.35%	-	261,000	2.35%	-	0.00%
10	CELESTIAL COMMERCIAL PRIVATE LIMITED	196,500	1.77%	-	196,500	1.77%	-	0.00%
11	SAM HOTELIERS AND RESORTS PRIVATE LIMITED	101,000	0.91%	-	101,000	0.91%	-	0.00%
12	DWEKAM WELD TECH PRIVATE LIMITED	100,000	0.90%	-	100,000	0.90%	-	0.00%
	<b>TOTAL</b>	<b>7,391,799</b>	<b>66.66%</b>	<b>-</b>	<b>7,391,799</b>	<b>66.66%</b>	<b>-</b>	<b>0.00%</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year			7,391,799	66.66%	7,391,799	66.66%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			7,391,799	66.66%	7,391,799	66.66%

**(iv) Shareholding Pattern of top ten Shareholders**

*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year i.e 1st April 2015		Cumulative Shareholding during the year i.e 31st March 2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ACTIVE SHARE AND STOCKS PVT LTD	533,700	4.81%	533,700	4.81%
2	CEREBRAL SECURITIES PVT LTD	531,393	4.79%	531,393	4.79%
3	QUICKAGE SECURITIES PVT LTD	500,000	4.51%	500,000	4.51%
4	AMBITIOUS SHARE & STOCKS PVT. LTD.	391,110	3.53%	391,110	3.53%
5	KRISHNA KRIPA HOLDINGS PVT. LTD.	376,161	3.39%	376,161	3.39%
6	SHEETAL KRAFTS PVT LTD	155,400	1.40%	155,400	1.40%
7	GAURANG METALS PRIVATE LIMITED	126,000	1.14%	126,000	1.14%
8	M P STATE INDUSTRIAL DEVELOPMENT CORPORATION LIMITED	59,000	0.53%	59,000	0.53%
9	ACME FERRO ALLOYS PRIVATE LIMITED	41,204	0.37%	41,204	0.37%
10	MUKESH P. PUROHIT & PARASRAM G. PUROHIT	35,400	0.32%	35,400	0.32%
	<b>Total</b>	<b>2,749,368</b>	<b>24.79%</b>	<b>2,749,368</b>	<b>24.79%</b>



**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SANTOSH MUCHHAL						
	At the beginning of the year			800	-	800	0.01%
	Changes during the year			-	-	-	0.00%
	At the end of the year			800	0	800	0.00%

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>	NIL	NIL	NIL	NIL
* Addition	NIL	NIL	NIL	NIL
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

(Rs/Lac)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		
		Name		
		GITANJALI A. MAHESHWARI	-	
		WHOLE TIME DIRECTOR	-	
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	59.95	-	59.95
	(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	-	-	-
	<b>Total (A)</b>	59.95	-	59.95
	Ceiling as per the Act	-	-	-

B. Remuneration to other Directors

With in Provisions of Sec. 197 read with Sechdule V of the Companies Act,2013

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	<b>Independent Directors</b>	SANTOSH MUCHHAL	-	-	-
	Fee for attending board committee meetings	1.60	-	-	1.60
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	<b>Other Non-Executive Directors</b>	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	1.60	-	-	1.60
	Total Managerial Remuneration	-	-	-	61.55
	Overall Ceiling as per the Act	Within Provisions of Sec. 197 read with Sechdule V of the Companies Act,2013			





**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Rs/Lac)

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name	GOPAL P SHRIVASTAVA	NAVIN S. PATWA	
	Designation	CEO	CFO	CS	
1	<b>Gross salary</b>	-			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	5.49	4.15	9.64
	(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	-	-	-	-
	<b>Total</b>	-	5.49	4.15	9.64

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
<b>B. DIRECTORS</b>					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-

FOR AND ON BEHALF OF BOARD OF DIRECTOR

**ASHUTOSH A. MAHESHWARI**  
**CHAIRMAN**  
**DIN: 00094262**

Date : 13/08/2016  
 Place : Indore

**Annexure-6****Disclosure of Remuneration under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.**

1. The details of Remuneration paid during the Financial Year as per pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 are as follows:

Name	Designation	Amount (in Rs.)
Mrs. Gitanjali A. Maheshwari	Whole Time Director	59,95,200
Mr. Santosh Muchhal	Director	1,60,200

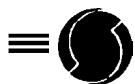
2. *Number of permanent Employees on the Rolls of the Company as on 31<sup>st</sup> March 2016 is 26 including Whole Time Director.*
3. *Ratio of remuneration of each director, CFO, Company Secretary to the median remuneration of the employees of the Company for the Financial Year:*

Name	Designation	Ratio*
Mrs. Gitanjali A. Maheshwari	Whole Time Director	56.71
Mr. Santosh Muchhal	Director	1.52
Mr. Navin Patwa	<i>Company Secretary</i>	4.11
Mr. Gopal Shrivastava	<i>CFO</i>	5.19

Note: Remuneration includes Sitting Fees

\*Number of times the *median remuneration*

4. The Key parameters for any variable component of remuneration availed by the directors: N. A.

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF****SAM INDUSTRIES LIMITED****REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of SAM INDUSTRIES LIMITED (The Company), which comprises the Balance sheet as at 31<sup>st</sup> March, 2016 and the statement of Profit and Loss and Cash Flow statement for the year 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 matters stated 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 value of the financial positions, financial performance and cash flows of the company in accordance with the accounting standards referred to in section 133 of the Act, read with rule 7 of the Companies (Accounts) Rule, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, 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 thereunder.

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 the 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 standalone financial statements.

**OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2016, and its **Loss** and its cash flows for the year ended on that date.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. 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 Companies Act, 2013 we give in the annexure a statement on the matters specified in paragraphs 3 and 4 and 5 of the order to the extent applicable.
2. 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 purpose 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 of the Company.
- c. The Balance Sheet and statement of Profit and Loss Account and Cash Flow statement dealt with by these reports are in agreement with the books of account of the Company.
- d. In our opinion, the Balance Sheet and Profit & Loss Account and Cash Flow statement dealt with by this report comply with the account standards specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014.
- e. On the basis of written information received from the directors of the Company and taken on record by the Board of Directors as on 31<sup>st</sup> March 2016, and the information and explanations given to us, we report that none of the directors is disqualified as on 31<sup>st</sup> March 2016, from being appointed as a director in terms of subsection (2) of section 164 of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in note no.33 to the financial statements.
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
  - (iii) There were no amounts which were required to be transferred to the investor education and protection fund by the company.

Place: Indore  
Dated: 30.05.2016

For **M.MEHTA & COMPANY**  
Chartered Accountants  
Firm Regn. No. 000957C

CA Nitin Bandi  
(Partner)  
M.No. 400394

**Annexure referred to in our Independent Auditor's Report to the Members of the Company on the Financial Statements for the year ended 31<sup>st</sup> March, 2016 we report that:**

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) The fixed assets of the Company have been physically verified by the management at reasonable intervals. As informed to us, no discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. As explained to us, the inventory of the Company has been physically verified during the year by the management. In our opinion the frequency of the verification is reasonable and no material discrepancies were noticed on verification between the physical stocks and book records.
- iii. According to the information's and explanations given to us the Company has not granted any loans, secured or unsecured, to companies, firms, or other parties covered in the register maintained under section 189 of the Companies Act, 2013, hence the clause 3(iii) does not apply to the Company
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. In our opinion and according to the information and explanations given to us, the company has not accepted deposit from public with the meaning of Section 73 to 76 or any other relevant provision of the Act.
- vi. According to information and explanations given to us as the company has discontinued its Soya Manufacturing Activities in Previous year, hence cost records as prescribed under sub-section (1) of section 148 of the Companies Act are not required to be maintained by the Company.
- vii. (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities
- (b) According to the information and explanations given to us there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2016 for a period of more than six months from the date they became payable except following:-

Sr. No.	Name of the Statue	Nature of Due	Amount	Period
1.	Land Diversion Tax	Regular	316167	2014-15

- (c) According to the information and explanation given to us there are no dues of Income Tax, Sales Tax, Service Tax, duty of custom, duty of excise or value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanation given by the management, the company did not have any outstanding dues in respect of Bank, Financial Institution, Government or Debenture holders during the year.
- ix. According to the information and explanations given by the management, the company has neither raised any monies by way of initial public offer or further public offer (including debt instruments) and terms loans during the year nor did it have any such utilized monies outstanding at the start of the year. Hence, reporting under clauses (ix) is not applicable to the company and hence not commented upon.
- x. To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- xii. In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him as per provisions of section 192 of the Companies Act 2013, hence Paragraph 3(xv) of the order is not applicable.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For M.MEHTA & COMPANY**  
Chartered Accountants  
Firm Regn. No. 000957C

Place: Indore  
Dated: 30<sup>th</sup> May, 2016

**CA Nitin Bandi**  
(Partner)  
M. No. 400394

**ANNEXURE - B TO THE AUDITORS' 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 SAM INDUSTRIES LIMITED ("the Company") as of 31<sup>st</sup> March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M.MEHTA & COMPANY**  
Chartered Accountants  
Firm Regn. No. 000957C

CA Nitin Bandi  
(Partner)  
M.No.400394

Place: Indore  
Date: 30<sup>th</sup> May, 2016



## Balance Sheet as at 31st March 2016

(Amount in Rs.)

Particulars	Note No	31st March 2016	31st March 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	111,998,200	111,998,200
(b) Reserves and Surplus	3	269,431,587	293,146,419
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	18,015,000	18,015,000
(b) Deferred tax liabilities (Net)	5	14,068,321	15,108,608
(c) Long term provisions	6	198,138	192,355
<b>(3) Current Liabilities</b>			
(a) Trade payables	7	6,122,829	6,048,380
(b) Other current liabilities	8	25,014,656	27,696,681
(c) Short-term provisions	9	50,135	153,132
	<b>Total</b>	<b>444,898,866</b>	<b>472,358,776</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		159,944,781	86,385,842
(ii) Intangible assets		-	-
(b) Non-current investments	11	71,804,395	163,408,112
(c) Long term loans and advances	12	84,905,927	73,411,473
(d) Other non-current assets	13	130,000	130,000
<b>(2) Current assets</b>			
(a) Inventories	14	38,150,047	40,421,176
(b) Trade receivables	15	2,831,610	3,943,965
(c) Cash and Bank Balances	16	2,971,508	1,519,820
(d) Short-term loans and advances	17	77,614,616	93,980,105
(e) Other current assets	18	6,545,982	9,158,284
	<b>Total</b>	<b>444,898,866</b>	<b>472,358,776</b>

Significant Accounting Policies

1

The Accompanying Notes are integral part of the Financial Statement 2 to 39

**As per our report of Even Date attached**

**For M. Mehta & Company**  
**Chartered Accountants**  
**Firm Regn No. 000957C**

CA Nitin Bandi  
Partner  
M.No. 400394

Place: Indore  
Date: 30/05/2016

**For and on Behalf of the Board**

Ashutosh A Maheshwari (Chairman)  
(DIN : 00094262)  
Gitanjali A Maheshwari (Whole-time Director)  
(DIN : 00094596)  
Kishore Kale (Director )  
(DIN : 01743556)  
Yogendra Vyas (Director )  
(DIN : 06603344)  
Navin S. Patwa (Company Secretary)  
Gopal Shrivastava (Chief Financial Officer)





## Profit and Loss statement for the year ended 31st March, 2016

(Amount in Rs.)

Particulars	Note No	31st March 2016	31st March 2015
<b>Income :</b>			
Revenue from operations	19	73,847,300	64,344,514
Other Income	20	8,393,161	12,407,805
<b>Total Revenue</b>		<b>82,240,461</b>	<b>76,752,319</b>
<b>Expenditure:</b>			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	1,815,171	1,318,715
Employee benefit expense	22	9,524,258	10,011,387
Other expenses	23	85,061,010	53,818,413
Financial costs	24	89,723	51,345
Depreciation and amortization expense	10	6,754,997	6,880,370
<b>Total Expenses</b>		<b>103,245,159</b>	<b>72,080,230</b>
<b>Profit Before Tax and exceptional Items</b>		<b>(21,004,698)</b>	<b>4,672,089</b>
Exceptional Items		100,415	9,944,560
<b>Profit before tax</b>	25	<b>(21,105,113)</b>	<b>(5,272,471)</b>
<b>Tax expense:</b>			
(1) Current tax	26	3,650,006	5,067,611
(2) Deferred tax		(1,040,287)	(555,105)
<b>Profit for the year</b>		<b>(23,714,832)</b>	<b>(9,784,977)</b>
<b>Earning per equity share of face value of Rs. 10 each</b>			
(1) Basic	27	(2.14)	(0.88)
(2) Diluted		(2.14)	(0.88)

Significant Accounting Policies

1

The Accompanying Notes are integral part of the Financial Statement 2 to 39

**As per our report of Even Date attached**

**For M. Mehta & Company**  
Chartered Accountants  
Firm Regn No. 000957C

CA Nitin Bandi  
Partner  
M.No. 400394

Place: Indore  
Date: 30/05/2016

**For and on Behalf of the Board**

Ashutosh A Maheshwari (Chairman)  
(DIN : 00094262)  
Gitanjali A Maheshwari (Whole-time Director)  
(DIN : 00094596)  
Kishore Kale (Director )  
(DIN : 01743556)  
Yogendra Vyas (Director )  
(DIN : 06603344)  
Navin S. Patwa (Company Secretary)  
Gopal Shrivastava (Chief Financial Officer)



## CASH FLOW STATEMENT FOR THE YEAR 2015-16

(Amount in Rs.)

CASH FLOW FROM OPERATING ACTIVITIES	31st March 2016	31st March 2015
Net Profit before taxation and extraordinary item	(21,004,698)	4,672,089
<u>Adjustment for:</u>		
Depreciation	6,754,997	6,880,370
Interest Paid	85,663	42,511
Interest received	(7,975,175)	(8,205,661)
Dividend Received	(51,260)	(318,627)
Profit/Loss on Sale of assets	-	(336,735)
Profit/Loss on Sale of investments	(37,784)	(1,000,234)
Provision for leave encashment and gratuity	(97,214)	45,308
Provision for Diminution in value of Shares	26,635,657	(1,468,182)
Miscellaneous Balance written off	(304,692)	(825,057)
Inventory written off	455,958	71,797
<b>Operating Profit before Working Capital Changes</b>	<b>4,461,451</b>	<b>(442,422)</b>
Increase/Decrease in Inventory	1,815,171	1,318,715
Increase/Decrease in Trade and Other Receivables	11,033,828	(28,080,218)
Increase/Decrease in Trade Payables	(2,607,576)	10,039,478
Cash generated from Operations	14,702,874	(17,164,448)
Income Tax	(6,523,865)	(7,227,377)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>8,179,009</b>	<b>(24,391,825)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of investment	1,924,399	20,889,746
Interest received	7,975,175	8,205,661
Dividend received	51,260	318,627
Purchase of Fixed Assets	-	(1,321,231)
Purchase of Investment	(17,232,491)	(16,773,944)
Sale of Asset	640,000	10,930,218
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(6,641,657)</b>	<b>22,249,078</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Paid	(85,663)	(42,511)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(85,663)</b>	<b>(42,511)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>1,451,689</b>	<b>(2,185,258)</b>
Cash and Cash Equivalents at the beginning of the period	1,519,820	3,705,079
Cash and Cash Equivalents at the end of the period	2,971,508	1,519,820

1. Figures in minus represents Cash outflows
2. Cash & Cash equivalents represents Cash & Bank Balances only

**As per our report of Even Date attached**

**For M. Mehta & Company**  
Chartered Accountants  
Firm Regn No. 000957C

CA Nitin Bandi  
Partner  
M.No. 400394

Place: Indore  
Date: 30/05/2016

**For and on Behalf of the Board**

Ashutosh A Maheshwari (Chairman)  
(DIN : 00094262)  
Gitanjali A Maheshwari (Whole-time Director)  
(DIN : 00094596)  
Kishore Kale (Director )  
(DIN : 01743556)  
Yogendra Vyas (Director )  
(DIN : 06603344)  
Navin S. Patwa (Company Secretary)  
Gopal Shrivastava (Chief Financial Officer)

Notes forming part of Balance Sheet and Profit and Loss Account for the year ended March 31<sup>st</sup>, 2016

**NOTE - "1" NOTES & SIGNIFICANT ACCOUNTING POLICIES**

**1. Corporate information:**

**SAM INDUSTRIES LIMITED** was incorporated on 17<sup>TH</sup> February 1994 and commenced its business operation on 5<sup>TH</sup> October 1994. The Company is presently doing the business of operating lease of Welding Electrodes, Real estate & Investment business. However the company has discontinued the Soya business

**2. Basis Of Preparation**

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies, in all material respects, have been consistently applied by the Company and are consistent with those used in the previous year.

On 30 March 2016, the Ministry of Corporate Affairs notified the Companies (Accounting Standards) Amendment Rules, 2016, resulting in amendment in certain Accounting Standards. The Company is of view that the said amendments shall come into effect from accounting periods commencing on or after the publication of the notification i.e. from the period starting 1 April 2016 onwards and hence no impact of the same has been given in these financial statements.

**3. Summary of significant Accounting policies**

**A. Revenue Recognition**

- a. Sales are inclusive of excise duty and VAT Collected and are net of trade discounts, if any.
- b. Dividend income is recognized in the year when the right to received the payment is established.
- c. Interest income is recognized on time proportionate basis.
- d. Non commitment charges are accounted on fulfillment of time of contract only.
- e. Lease Rent Income is accounted on accrual basis.
- f. Sales of Real Estate business is recognized on actual sale on legal transfer or giving possession of plots on receiving full payments.
- g. Agriculture income is recognized on crop sale basis.

**B. Fixed Assets and Intangible Assets**

Fixed assets are stated at cost of acquisition or construction, less accumulated depreciation. Cost includes inward freight, duties, taxes and incidental expenses related to acquisition and installation of the asset. Borrowing costs related to the acquisition or construction of the qualifying fixed assets for the assets for the period upto the completion of their acquisition or constructions are capitalized.

Intangible assets are recorded at the consideration paid for acquisition.

**C. Depreciation and Amortization**

- a. Depreciation on fixed assets has been provided for under straight-line method in the manner prescribed in Schedule II of the Companies Act, 2013, over the useful life of the asset.
- b. Intangible assets are amortized over their estimated useful lives on a straight line basis, commencing from the date the assets is available to the company for its use.

**D. Inventories**

- a. Raw material, stores and spares, fuel and packing materials are valued at cost (FIFO), including freight.
- b. Finished goods are valued at market value or cost whichever is less. The by-Products are valued at net realizable value.
- c. Stock of land of Real Estate division is valued on cost after capitalizing the expenses incurred on development of land.
- d. The excise duty in respect of closing stock of finished goods is included as part of inventory. The amount of CENVAT Credit in respect of material consumed for sale is deducted from the cost of material.

**E. Investments**

Trade Investments are investments made to enhance the Company's business interests. Investments are either classified as current or long term based on the management's intention. Current Investments are carried at the lower of cost and fair value. Long term investments are carried at cost and provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

**F. Employees benefits**

The company's Contribution to provident funds is made to the recognized provident funds and is charged to the profit and loss account. The company has taken a gratuity policy from LIC of India and premium paid for the year has been debited to profit and loss account. The liability towards leave encashment has been ascertained by actuarial valuation using projected unit credit method done at the end of the financial year.

**G. Lease Rent / Operating Lease**

- (i) The payment of lease rent for office premises taken on leave and license basis are recognized as expenditure in the profit and loss account on a Straight Line basis.
- (ii) Lease Rental Income is accounted on accrual basis.

**H. Impairment of Assets**

An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired.

**I. Foreign currency transaction & Translations**

Foreign exchange transactions are recorded at the rates of exchange on the date of respective transaction. The assets and liabilities designated in foreign currency are converted into the rupee at the rates of exchange prevailing as on the balance sheet date or at the contracted rate and corresponding adjustment is being made to the relevant income/expense and assets/liability.

**J. Segment Reporting**

The company has disclosed business segment as the primary segment. The segments have been identified after taking in to account the type of product, the differing risk and returns and internal reporting systems.

The Segments identified by the company are as under:

- 1) Soya Division
- 2) Welding Division
- 3) Investment Division
- 4) Real Estate Division

The company for the segment reporting has followed the following accounting policies.

- a) Segment revenue includes sales and other income directly identifiable with or allocable to a particular segment.
- b) Segment expenses that are directly identifiable with \allocable to a segment are considered for determining the segment results. The expenses, which relates to the company as a whole and not allocable to a particular segment are included under un-allocable expenses.
- c) Income, which relates to the company, as a whole and not allocable to a segment is included under un-allocable income.
- d)
  - i) Segment assets include those assets which are directly identifiable with respective segments and employed by a segment in its operating activities but does not include income tax assets.
  - ii) Segment liabilities include those liabilities directly identifiable to a segment and operating liability that result from operating activities of a segment, but does not include income tax liabilities and financial tax liabilities.

**K. Income Taxes**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company. Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that result between the profits offered for income tax and the profit as per the financial statements.

**L. Borrowing Cost**

Borrowing Cost that is attributable to the acquisition of qualifying assets is capitalized as part of such cost till the said assets put to use. All other borrowing cost is charged to revenue account.

**M. Provisions, Contingent Liability & Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liability are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**N. Earnings per Share**

Basic earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share amounts are computed after adjusting the effects of all dilutive potential equity shares. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that decrease profit per share are included.

**O. Cash Flows**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated.



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
<b>2 SHARE CAPITAL</b>		
<b>a Particulars</b>		
<b><u>Authorized</u></b>		
1,15,00,000 Equity Shares (Prev. Year 1,15,00,000) of Rs. 10 Each	115,000,000	115,000,000
10,50,000 Preference Shares (Prev. Year 10,50,000) of Rs. 100 Each	105,000,000	105,000,000
	<b>220,000,000</b>	<b>220,000,000</b>
<b><u>Issued and Subscribed</u></b>		
1,13,04,270 Equity Shares (Prev. Year 1,13,04,270) of Rs. 10 Each	113,042,700	113,042,700
<b><u>Paid Up</u></b>		
1,10,88,470 Equity Shares (Prev. Year 1,10,88,470) of Rs. 10 Each	110,884,700	110,884,700
<b>Forfeited</b> 2,15,800 Shares originally paid up	1,113,500	1,113,500
	<b>111,998,200</b>	<b>111,998,200</b>
<b>b Reconciliation of Shares outstanding at the beginning and at the end of the year</b>		
Equity Shares	Nos.	Nos.
At the Beginning of the Year	11,088,470	11,088,470
Issued during the year	-	-
Outstanding at the end of the year	<b>11,088,470</b>	<b>11,088,470</b>
<b>c Terms / Rights Attached to Shares</b>		
Equity Shares		
The Company has only one class of Equity shares having a par value of 10/-. Each holder of equity shares is entitled to one vote per share.		
The Company declares and pays dividends in Indian rupees if any.		
During the Year Ended 31st March 2016 the amount per share dividend recognized as distributions to equity shareholders was Rs. NIL (For 31st March 2015 was Rs NIL).		
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the 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.		
<b>d Shares held by holding / ultimate holding and or their subsidiaries / associates</b>		
	<b>31.03.2016</b>	<b>31.03.2015</b>
Equity Shares	Nos.	Amount
Holding Company (Sam Exim Ltd.)	6,388,000	63,880,000
	<b>6,388,000</b>	<b>63,880,000</b>
<b>e Details of Shareholders holding more than 5% shares in the Company</b>		
Name of the Share holders	<b>31.03.2016</b>	<b>31.03.2015</b>
	Nos.	%
Equity		
Sam Exim Ltd	6,388,000	57.61
<b>f Shares Forfeited</b>		
Amount Originally Paid up	<b>1,113,500</b>	<b>1,113,500</b>
<b>3 RESERVE &amp; SURPLUS</b>		
<b>a Capital Reserve</b>		
Opening Balance	105,000,000	105,000,000
Addition during the year	-	-
Closing Balance	<b>105,000,000</b>	<b>105,000,000</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
<b>b Securities Premium Reserve</b>		
Opening Balance	55,442,000	55,442,000
Closing Balance	55,442,000	55,442,000
<b>c Profit &amp; Loss Account</b>		
Balance as per last Balance Sheet	132,704,419	144,432,394
Add(Less) : Profit/Loss For the Year	(23,714,832)	(9,784,977)
Less: Adjustment Relating to fixed assets	-	1,942,998
	108,989,587	132,704,419
<b>Total</b>	<b>269,431,587</b>	<b>293,146,419</b>
<b>4 LONG TERM BORROWINGS</b>		
<b>a Particulars</b>		
Loans & Deposits (Unsecured)	18,015,000	18,015,000
<b>Total of Long Term Borrowings</b>	<b>18,015,000</b>	<b>18,015,000</b>
<b>b Out of the Above</b>		
Total Secured	-	-
Total Unsecured	18,015,000	18,015,000
	18,015,000	18,015,000
<b>c Out of the Above Loans Guaranteed by Directors &amp; Others</b>	-	-
<b>d Terms and Conditions of Borrowings</b>		
Deposits are interest free and repayable on completion of agreement and is unsecured.		
<b>e Default in payment of Borrowings</b>		
There is no default in repayment.		
<b>5 DEFERRED TAX LIABILITY</b>		
<b>Particulars</b>		
<b>a Deferred Tax Assets</b>		
Disallowances under 43B	355,638	252,776
Employee Related	-	-
	355,638	252,776
<b>b Deferred Tax Liabilities</b>		
Depreciation	14,423,959	15,361,384
	14,423,959	15,361,384
<b>Net Deferred Tax Liabilities</b>	<b>14,068,321</b>	<b>15,108,608</b>
<b>6 LONG TERM PROVISIONS</b>		
<b>Particulars</b>		
Provision for Employee Benefits		
Gratuity	17,537	17,537
Leave Encashment	180,601	174,818
<b>Total</b>	<b>198,138</b>	<b>192,355</b>
<b>7 TRADE PAYABLES</b>		
Trade Payables	6,122,829	6,048,380
<b>Total</b>	<b>6,122,829</b>	<b>6,048,380</b>
<b>8 OTHER CURRENT LIABILITIES</b>		
<b>a Advance against Sales of Assets</b>	-	125,746
<b>b Advance against Sales of Goods</b>	13,750,000	16,097,500
<b>c Other Payables</b>	11,264,656	11,473,435
<b>Total</b>	<b>25,014,656</b>	<b>27,696,681</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
<b>9 SHORT TERM PROVISIONS</b>		
(a) Provision for Employee Benefits		
(b) Gratuity	-	115,000
(c) Leave Encashment	12,234	6,255
(d) Bonus	37,901	31,877
<b>Total</b>	<b>50,135</b>	<b>153,132</b>
<b>10 FIXED ASSETS</b>	<b>159,944,781</b>	<b>86,385,842</b>
<b>11 NON CURRENT INVESTMENTS</b>		
Particulars		
<b>a Investment Property (At Cost)</b>		
<b>Opening Balance</b>	<b>110,264,661</b>	<b>99,440,436</b>
Add : Lands Purchased for Investment	3,625,200	10,824,225
Less : Transferred to Fixed Assets	80,313,935	-
<b>Total</b>	<b>33,575,926</b>	<b>110,264,661</b>
<b>b Trade Investments</b>		
<b>(i) Long Term Investment</b>		
<b>(a) In Quoted Equity Instruments (At Cost) (Fully Paid Up)</b>		
7 (7) Shares of Future Market Networks Limited of Rs. 10 each	-	-
579 (921) Shares of Andhra Sugars Limited of Rs. 10 each	82,863	140,951
0 (200) Shares of Ang Industries Limited of Rs. 10 each	-	65,392
1250 (2500) Shares of Arvind Remedies Limited of Rs. 10 each	25,530	51,060
14 (0) Shares of Axis Bank Limited of Rs. 2 each	7,841	-
25 (0) Shares of Balmer Lawrie & Co. Limited of Rs. 10 each	13,957	-
57 (0) Shares of Bharat Electronics Limited of Rs. 10 each	72,289	-
402 (0) Shares of Biocon Limited of Rs. 5 each	190,986	-
50 (50) Shares of B.F. Investment Limited of Rs. 5 each	-	-
0 (5) Shares of Cairn India Limited of Rs.10 each	-	686
300 (0) Shares of Chembond Chemicals Limited of Rs. 10 each	119,453	-
21 (21) Shares of Cipla Limited of Rs. 2 each	31,546	31,546
40 (0) Shares of Claris Lifesciences Limited of Rs. 10 each	9,823	-
8 (0) Shares of Colgate Pamolive India Limited of Rs. 1 each	7,677	-
10 (0) Shares of Dr. Reddy's Laboratories Limited of Rs. 5 each	29,937	-
0 (386) Shares of EIH Limited of Rs. 2 each	-	41,343
170 (200) Shares of EIH Associated Hotels Limited of Rs. 10 each	15,813	18,603
5 (5) Shares of Future Lifestyle Fashions Limited of Rs. 2 each	-	-
500(500) Shares of Genus Power Infrastructure Ltd. of Rs. 1 each	15,764	15,764
500 (500) Shares of Govind Rubber Limited of Rs. 10 each	14,726	14,726
336 (336) Shares of Gujarat Nre Coke Limited of Rs. 10 each	-	-
2400 (2400) Shares of Gujarat Telephone Cable Limited of Rs. 10 each	35,935	35,935
0 (100) Shares of Phoneix Lamps Limited of Rs. 10 each	-	9,453
0 (100) Shares of Himatsingka Seide Limited of Rs. 5 each	-	10,361
25 (0) Shares of HIL Limited of Rs. 10 each	13,295	-
5000 (5000) Shares of IB Power Limited of Rs. 10 each	84,078	84,078
7500 (7500) Shares of Icfi Bank Limited of Rs. 2 each	155,217	155,217
2500 (2500) Shares of Icf Technologies Limited of Rs. 1 each	14,068	14,068
22 (0) Shares of Inter globe Aviation Limited of Rs. 10 each	30,103	-
500 (0) Shares of IRB Infrastructure Developers Limited of Rs. 10 each	110,151	-
20000 (20000) Shares of IL&FS Invest Managers Limited of Rs. 2 each	392,090	392,090





## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
59 (0) Shares of India Motor Parts & Acc. Limited of Rs. 2 each	41,141	-
0 (100) Shares of Inox Leisure Limited of Rs. 10 each	-	17,798
0(50) Shares of Intrasoft Technologies Limited of Rs. 10 each	-	5,052
0 (429) Shares of Jagran Prakeshan Limited of Rs. 2 each	-	-
0 (1200) Shares of Jai Corp Limited of Rs. 1 each	-	149,150
5000 (5000) Shares of JVL Agro Industries Limited of Rs. 1 each	35,801	35,801
1000 (0) Shares of Jay Bharat Maruti Limited of Rs. 5 each	139,429	-
559 (0) Shares of J.B. Chemicals & Pharma Limited of Rs. 2 each	151,481	-
0 (500) Shares of J.M.Finance Limited of Rs. 1 each	-	9,472
17 (0) Shares of Karur Vysya Bank Limited of Rs. 10 each	7,735	-
12100 (5000) Shares of KCP Sugar Indust Corp Limited of Rs. 1 each	254,024	70,311
25(25) Shares of Kpit Technologies Ltd. of Rs. 2 each	5,280	5,280
3145 (3145) Shares of Mavi Industries Limited of Rs. 10 each	22,985	22,985
150 (150) Shares of Moser Baer Limited of Rs. 10 each	25,335	25,335
87 (0) Shares of Mphasis Limited of Rs. 10 each	39,011	-
0 (775) Shares of National Peroxide Limited of Rs. 10 each	-	313,799
0 (500) Shares of Neyveli lignite Corporation Limited of Rs. 10 each	-	86,912
255( 25) Shares of Oberoi Realty Limited of Rs. 10 each	6,850	6,850
5000 (5000) Shares of Orient Abrasives Limited of Rs. 1 each	39,813	39,813
2500 (5000) Shares of Orient Refractories Limited of Rs. 1 each	-	-
0 (3) Shares of Pantaloon Fashion & Retail Limited of Rs. 10 each	-	-
135 (0) Shares of Polaris Consulting Services Ltd. of Rs. 5 each	28,766	-
200 (0) Shares of Power Finance Corporation of Rs. 10 each	43,574	-
15 (15) Shares of Future Retail Limited of Rs. 2 each	-	-
337 (5337) Shares of Rajratan Global Wire Limited of Rs. 10 each	45,292	717,280
8500 (8500) Shares of Shree Rama New Print Limited of Rs. 10 each	133,507	133,507
0 (100) Shares of Sangam (India) Limited. of Rs. 10 each	-	8,236
1798 (1798) Shares of Shipping Corp of India Limited of Rs. 10 each	296,597	296,597
2500 (2500) Shares of Steel tube of India Limited of Rs. 10 each	11,096	11,096
200 (525) Shares of Sutlaj textiles & Industries Limited of Rs. 10 each	7,175	100,445
110 (0) Shares of INEOS Styrolution India Limited of Rs. 10 each	82,925	-
100 (100) Shares of Syndicate bank of Rs. 10 each	1,541	1,541
0 (44) Shares of Tech Mahindra Limited of Rs. 5 each	-	43,954
500 (0) Shares of South Indian Bank Limited of Rs. 1 each	11,152	-
0 (100) Shares of Timken India Limited of Rs. 10 each	-	-
0 (100) Shares of Torrent cable Limited of Rs. 10 each	-	22,476
200 (200) Shares of Transgene biotek Limited of Rs. 10 each	30,444	30,444
3000 (3000) Shares of Unitech Limited of Rs. 2 each	244,562	244,562
176 (176) Shares of Union bank of India of Rs. 10 each	4,789	4,789
250 (250) Shares of Viceroy Hotel Limited of Rs. 10 each	22,832	22,832
500 (500) Shares of Vorin Laboratories Limited of Rs. 10 each	60,612	60,612
300 (0) Shares of Vinati Organics Limited of Rs. 2 each	112,284	-
15000 (15000) Shares of Willard India Ltd.of Rs. 5 each	233,170	233,170
10 (10) Shares of Wipro Ltd. of Rs. 2 each	20,952	20,952
500 (500) Shares of Zee Enter Enterprises Limited of Rs. 1 each	42,328	42,328
<b>(b) In Unquoted Equity Instruments (At Cost) (Fully Paid Up)</b>		
900000 (900000) Shares of D&H Secheron Industries Pvt. Ltd. of Rs. 10 each	9,000,000	9,000,000
15500 (15500) Shares of Sam Hoteliers & Holdings Pvt.Ltd. of Rs. 10 each	620,000	620,000
977400 (536300) Shares of D&H Secheron Infrastructure Pvt. Ltd. of Rs. 10 each	53,039,700	41,130,000



**FIXED ASSETS (NOTE No.- 10)**

Particulars	Gross Block				Depreciation and amortization				Net book value	
	01.04.2015	Additions	Deductions	31.03.2016	01.04.2015	Additions	Deductions	31.03.2016	31.03.2016	31.03.2015
<b>A. Tangible assets :</b>										
Land Free-hold	7,296,978	-	-	7,296,978	-	-	-	-	7,296,978	7,296,978
Agricultural Land	-	80,313,935	-	80,313,935	-	-	-	-	80,313,935	-
Factory Buildings	40,412,890	-	-	40,412,890	19,012,574	1,349,791	-	20,362,364	20,050,526	21,400,317
Other Buildings	61,685,258	-	-	61,685,258	17,028,725	1,028,293	-	18,057,018	43,628,240	44,656,533
Plant and equipment	36,022,440	-	-	36,022,440	26,749,846	3,402,308	-	30,152,154	5,870,286	9,272,594
Electrical installation	4,086,235	-	-	4,086,235	3,162,139	335,996	-	3,498,135	588,100	924,096
Office equipment	1,045,585	-	-	1,045,585	1,029,827	9,296	-	1,039,123	6,462	15,758
Computer equipment	2,795,447	-	-	2,795,447	2,787,046	8,402	-	2,795,448	0	8,402
Furniture and fixtures	3,901,810	-	-	3,901,810	1,856,826	437,967	-	2,294,793	1,607,018	2,044,985
Vehicles	1,271,270	-	-	1,271,270	509,819	178,215	-	688,034	583,236	761,451
Lab Equipment	2,539,883	-	-	2,539,883	2,539,883	-	-	2,539,883	0	0
Tools	180,338	-	-	180,338	175,609	4,729	-	180,338	0	4,729
	161,238,134	80,313,935	-	241,552,069	74,852,292	6,754,997	-	81,607,289	159,944,781	86,385,842
<b>B. Intangible assets :</b>										
<b>Total</b>	<b>161,238,134</b>	<b>80,313,935</b>	<b>-</b>	<b>241,552,069</b>	<b>74,852,292</b>	<b>6,754,997</b>	<b>-</b>	<b>81,607,289</b>	<b>159,944,781</b>	<b>86,385,842</b>
Previous year	161,434,574	1,321,231	1,517,671	161,238,134	66,017,551	9,756,329	921,589	74,852,292	86,385,842	95,417,023

(a) Pursuant to the Companies Act 2013 ("the Act") becoming effective from April 01,2014, the company has recomputed the depreciation based on the useful life of the assets as prescribed In Schedule II of the Act. in 2014-15

(b) Additions represent assets transferred from investment property, as it has been used for Agricultural purpose during the year.



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
(c) In Bonds (At Cost) (Fully Paid Up) (Non- Convertible)(Unquoted) 250(250) bonds of HUDCO Ltd. of Rs. 1000 each	250,000 -	250,000 -
	<u>66,585,323</u>	<u>54,864,648</u>
<b>Gross Total of Investments (a + b + c)</b>	<b>100,161,249</b>	<b>165,129,309</b>
Less: Provision for Diminution in value of Investments	<u>28,356,854</u>	<u>1,721,197</u>
<b>Total</b>	<b>71,804,395</b>	<b>163,408,112</b>
Aggregate amount of Quoted Investment	3,675,623	3,864,648
Aggregate amount of Market Value of Quoted Investment	3,147,109	3,796,040
Aggregate amount of Un-Quoted Investment (Subject to Provision for diminution in value of Investment)	62,909,700	51,000,000
<b>12 LONG TERM LOANS &amp; ADVANCES</b>		
<b>Particulars</b> (Unsecured Considered Good)		
a Balances with Statutory / Govt. Authorities	2,246,140	1,617,140
b Advance against purchase of Land	<u>82,659,787</u>	<u>71,794,333</u>
<b>Total</b>	<b>84,905,927</b>	<b>73,411,473</b>
Loans & Advances given in the nature of Loans to Related Parties	NIL	NIL
<b>13 OTHER NON CURRENT ASSETS</b>		
<b>Particulars</b> Non Current Bank Balances (Refer Note 17)	130,000	130,000
<b>Total</b>	<b>130,000</b>	<b>130,000</b>
<b>14 INVENTORIES</b>		
<b>Particulars</b>		
a Stock in Trade (Trading Activity)	35,566,282	37,381,453
Stores & Spares	<u>2,583,765</u>	<u>3,039,723</u>
<b>Total</b>	<b>38,150,047</b>	<b>40,421,176</b>
b Stores & spares, fuel and packing materials are valued at cost(FIFO) including freight, subject to provision for slow moving /Non- movings tores of Rs. 4,55,958 (Prev. Year: Nil) Stock of land of real estate division is valued on cost after capitalizing the expenses incurred on development of land.		
<b>15 TRADE RECEIVABLES</b>		
<b>Particulars</b>		
a Outstanding for a period exceeding 6 months from the due date Unsecured Considered Good	- -	- -
b Others Unsecured Considered Good	2,831,610 <u>2,831,610</u>	3,943,965 <u>3,943,965</u>
<b>Total</b>	<b>2,831,610</b>	<b>3,943,965</b>
<b>16 CASH &amp; BANK BALANCES</b>		
<b>Particulars</b>		
a Cash In Hand	172,035	371,477
b Balances with Bank	2,799,473	1,143,343
c DD in Hand	-	5,000
d Deposits with Bank		
(i) Maturity up to 12 months	-	-
(ii) Maturity above 12 months	130,000	130,000
<b>Total</b>	<b>3,101,508</b>	<b>1,649,820</b>
Less: Amount Disclosed under Non Current Assets	<u>130,000</u>	<u>130,000</u>
<b>Total</b>	<b>2,971,508</b>	<b>1,519,820</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
<b>17 SHORT TERM LOANS &amp; ADVANCES</b> (Unsecured Considered Good)		
a Loans at Interest	72,663,081	91,887,891
	<u>72,663,081</u>	<u>91,887,891</u>
b Advances Recoverable in cash	180,000	180,000
	<u>180,000</u>	<u>180,000</u>
c Other Loans & Advances		
Refund Receivable (A.Y. 14-15)	-	378
Refund Receivable (A.Y. 15-16)	1,831,519	1,661,147
Income Tax Paid (Net of Provision A.Y. 16-17)	2,703,865	-
Prepaid Expenses	236,151	250,689
	<u>4,771,535</u>	<u>1,912,214</u>
<b>Total</b>	<u>77,614,616</u>	<u>93,980,105</u>
Loans & Advances given in the nature of Loans to Related Parties	NIL	NIL
<b>18 OTHER CURRENT ASSETS</b> (Unsecured Considered Good)		
a Assets Held for Sale(including assets lying with third parties)	1,137,075	1,777,075
b Interest Accrued on Deposits	19,014	8,852
c Interest Accrued on Loans	4,979,515	6,342,353
d Others	410,378	1,030,003
<b>Total</b>	<u>6,545,982</u>	<u>9,158,284</u>
<b>19 REVENUE FROM OPERATIONS</b>		
a Sale of Products	-	-
b Traded Goods	16,547,300	11,452,500
c Sale of Services	57,300,000	52,892,014
	<u>73,847,300</u>	<u>64,344,514</u>
Details of Product Sold		
Traded Goods		
Plot	16,547,300	11,452,500
Others	-	-
	<u>16,547,300</u>	<u>11,452,500</u>
Details of Services		
Lease Rent	57,300,000	52,892,014
	<u>57,300,000</u>	<u>52,892,014</u>
<b>20 OTHER INCOME</b>		
a <b>Interest:</b>		
From Long Term Investment	21,275	21,683
From Others	7,953,900	8,205,661
b <b>Dividend:</b>		
From Current Investment	-	34,116
From Long Term Investment	51,260	284,511
c <b>Net Profit on Sale of Investments:</b>		
From Current Investment	41,032	676,613
From Long Term Investment	-	323,621
d Profit on Sale of Fixed Assets	-	392,762



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
<b>e</b> Excess Provision for leave encashment written back	-	21,921
<b>f</b> Excess Provision for diminution in value of investment written back	-	1,468,182
<b>g</b> Miscellaneous Balance written off	304,692	825,057
<b>h</b> Other Non Operating Income	21,002	153,677
<b>Total</b>	<b>8,393,161</b>	<b>12,407,805</b>
<b>21 CHANGES IN INVENTORY OF FINISHED GOODS &amp; STOCK IN TRADE</b>		
<b>Particulars</b>		
<b>a</b> (Increase) / Decrease in Inventories		
Opening Stock of Inventories		
Finished Goods		-
Stock in Trade (Trading Activity)	37,381,453	38,700,168
	<b>37,381,453</b>	<b>38,700,168</b>
Less: Closing Stock of Inventory		
Finished Goods	-	-
Stock in Trade (Trading Activity)	35,566,282	37,381,453
	<b>35,566,282</b>	<b>37,381,453</b>
Net (Increase) / Decrease	<b>1,815,171</b>	<b>1,318,715</b>
<b>b</b> Details of Inventories		
Traded Goods		
Plot	35,566,282	37,381,453
<b>Total</b>	<b>35,566,282</b>	<b>37,381,453</b>
<b>22 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Wages	8,719,897	9,080,278
Bonus	37,901	37,877
Contribution to Provident & Other Funds	204,353	190,610
Staff Welfare Expenses	487,542	585,537
Gratuity & Leave Encashment	67,416	115,000
Medical reimbursements	7,149	2,085
	<b>9,524,258</b>	<b>10,011,387</b>
<b>23 OTHER EXPENSES</b>		
<b>a Manufacturing Expenses</b>		
Power & Fuel	17,811,811	16,028,631
Factory Expenses	28,919,907	27,303,566
Repairs to Machinery	19,389	337,338
Insurance	234,096	159,820
	<b>46,985,203</b>	<b>43,829,355</b>
<b>b Selling Expenses</b>		
Brokerage	137,730	126,030
Advertisement Expenses	19,800	13,000
	<b>157,530</b>	<b>139,030</b>



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
<b>c Establishment Expenses</b>		
Rent	466,756	573,036
Repairs-Others	56,500	52,668
Rates & Taxes	1,351,446	1,215,850
Director Remuneration (including P.F. contribution)	5,995,200	4,111,600
Auditor Remuneration	107,093	106,742
Legal & Professional Charges	1,220,745	917,137
Office & General Expenses	949,250	1,097,380
Telephone & Fax	146,529	175,357
Power & Fuel	-	67,515
Printing & Stationery	88,288	57,978
Postage & Telegram	15,444	8,597
Travelling Expenses	119,312	273,034
Director Sitting Fees	160,200	50,000
<b>d Others</b>		
Loss on Sale of Assets	-	56,027
Loss on Sale of Shares	3,247	-
Penalty	3,000	1,000
Insurance Others	-	2,875
Speculation Loss in Shares	-	1,079,796
Prior Period Expenses	-	3,437
Agricultural Expenses (Net of Income)	128,401	-
Loss by Theft	15,251	-
Provision for Diminution in valuation of Stores	455,958	-
Provision for Diminution in value of Shares	26,635,657	-
<b>Total</b>	<b>37,918,277</b>	<b>9,850,028</b>
	<b>85,061,010</b>	<b>53,818,413</b>
<b>Details of Payment to Auditors</b>		
Audit Fee	50,000	50,000
Tax Audit Fee	25,000	25,000
Limited Review	20,000	20,000
Certification	10,000	-
Service Tax	2,018	11,742
Swatch Bharat Cess	75	-
	<b>107,093</b>	<b>106,742</b>
<b>24 FINANCIAL COST</b>		
<b>Particulars</b>		
Interest on Unsecured Loans	-	3,656
Interest on Late Payment	85,663	38,856
Bank Charges	4,060	8,834
<b>Total</b>	<b>89,723</b>	<b>51,345</b>
<b>25 EXCEPTIONAL ITEMS</b>		
<b>Particulars</b>		
Loss on sale of Assets held for sale	206,525	9,944,560
Prior Year Income	(106,110)	-
<b>Total</b>	<b>100,415</b>	<b>9,944,560</b>

Note(1) : Exceptional Item for the year Rs. 2,06,525 (Pr. Yr. Rs. 99,44,560/-) represents loss on sale of 'Assets held for sale' .



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
<b>26 TAX EXPENSES</b>		
<b>a</b> Income Tax		
Current Year	3,820,000	5,100,000
Excess / Short Provision of Previous Year	<u>(169,994)</u>	<u>(32,389)</u>
	<b>3,650,006</b>	<b>5,067,611</b>
<b>b</b> Deferred Tax	<u>(1,040,287)</u>	<u>(555,105)</u>
<b>Total</b>	<b>2,609,719</b>	<b>4,512,506</b>
<b>27 EARNING PER SHARE</b>		
Earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year.		
<b>Particulars</b>		
Profit/ Loss After Tax	(23,714,832)	(9,784,977)
Net Profit attributable to equity shareholders	(23,714,832)	(9,784,977)
No of Shares Basic & diluted	11,088,470	11,088,470
Earning Per Share Basic & diluted	(2.14)	(0.88)
<b>28 EMPLOYEE BENEFIT</b>		
As required by Revised AS 15, Provident fund and gratuity are defined contribution scheme and the contributions made are charged to profit & loss account. Leave encashment liability is a defined benefit obligation and is provided for on the basis of actuarial valuation done using projected unit credit method at the end of the financial year.		
Defined Benefit Plans/ Long Term Compensated Absence as per Actuarial Valuation on 31 <sup>st</sup> March 2016:-		
<b>Leave Encashment</b>		
<b>A Expense recognized in the statement on profit &amp; Loss Account for the year ended March 31' 2016</b>		
<b>Particulars</b>		
Current Service Cost	28,634	27,455
Interest Cost (On PBO as of 31.03.2015)	14,214	16,487
Employee Contributions	-	-
Expected return on Plan Assets	-	-
Actuarial (Gains)/ Losses	8,914	(65,863)
Plant Service Cost	-	-
Settlement Cost	-	-
Total Expense	<b>51,762</b>	<b>(21,921)</b>
<b>B Net Asset/(Liability) recognized in the Balance Sheet as at March 31<sup>st</sup> 2016</b>		
<b>Particulars</b>		
Present Value of Defined benefit obligation as at March 31' 2016	192,835	18,073
Fair Value of Plan Assets as at March 31'2016	NIL	NIL
Funded status Surplus (Deficit)	(-)1,92,835	(-)1,81,073
Net Asset/( Liability) as at March 31' 2016	<b>(-)1,81,073</b>	<b>(-)2,12,192</b>
<b>C Change in obligation during the year ended March 31' 2016</b>		
<b>Particulars</b>		
Present Value of Defined benefit obligation at the beginning of the year 01.04.2015	1,81,073	2,12,192
Current Service Cost	28,634	27,455
Interest Cost(On PBO as of 31.03.2015)	14,214	16,487
Settlement Cost	-	-
Past Service Cost	-	-
Employee Contributions	-	-
Actuarial (Gains) / Losses	8,914	(-)65,863
Benefits Payments	40,000	9198
Present Value of Defined benefit obligation at the end of the year	<b>51,762</b>	<b>(-)21,921</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

(Amount in Rupees)

Particulars	31.03.2016	31.03.2015
<b>D Change in Assets during the year ended March 31' 2016</b>		
<b>Particulars</b>		
Plan Assets at the beginning of the year 01.04.2015	-	-
Assets acquired in amalgamation in previous year	-	-
Settlements	-	-
Expected return on plan assets	-	-
Contributions by employees	-	-
Actual benefits paid	-	-
Actuarial gains/ ( Losses)	-	-
Plan Assets at the end of the year	-	-
Actual return on plan assets	-	-
<b>E The major categories of plan assets as a percentage of total plan</b>		
<b>Particulars</b>		
Qualifying insurance policy	-	-
<b>F Actuarial Assumption</b>		
<b>Particulars</b>		
Discount Rate	8%	8%
Future Salary Increase	6.50%	6.50%
The Liability relating to current year has been debited to profit & loss account.		

**29 LEASES**

(i) The company has not taken so far any asset on finance lease during the year. In respect of operating lease of office premises the leasing arrangements which are not non cancelable range between 11 months and 39 months generally or longer and are usually renewable by mutual consent on mutually agreeable terms. The aggregate of lease rental payable are charged as rent under the head "office and administrative expenses Rs.4,66,756/- (Previous Year Rs.573036/-) has been charged to revenue accordance with the terms and conditions of respective lease agreement.

(ii) **Future Minimum lease rental in respect of Assets given on operating lease in the form of Building and Plant & Machinery**

The minimum future lease payment as on 31/03/2016 are as under:

	Amount in Rs.	
	31/03/2016	31/03/2015
(a) Receivable within one year	64,800,000	46,800,000
(b) Receivable within one to five years	259,200,000	187,200,000
(c) Receivable after five years	Nil	Nil





**30. Segment Reporting :**

**30.1 Business Segments :-**

In the opinion of the management and as per the explanation given to us, there are four reportable segment of the company

- (1) Soya Division
- (2) Welding Division
- (3) Real Estate Division
- (4) Investment Division

- a. Segmental revenue includes sales and other income directly identifiable with/allocable to the Particular segment.
- b. Segmental expenses that are directly identifiable with allocable to particulars segment are considered for determining the segment result.

S. No.	Particular	Soya Division		Welding Division		Investment Division		Real Estate Division		Total	
		2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
1	Segmental Revenue	164,776	661,348	57,590,797	53,433,483	7,880,323	10,803,974	16,604,565	11,853,513	82,240,461	76,752,319
2	Segmental Expenses	35,71,125	14,069,838	58,739,148	55,880,089	27,178,706	1,349,021	52,69,922	4,350,010	94,758,901	75,648,958
3	Segmental Profit/(Loss) (before tax )	-3,406,349	-13,408,490	-11,48,351	-24,46,606	-19,298,383	94,54,953	11,334,643	75,03,503	-12,518,441	1,103,361
4.	Unallocable Expenses									8,586,672	63,75,832
5	Profit before tax									-21,105,113	(5,272,471)
6	Segmental Assets[A]	56,271,703	59,762,453	138,503,943	127,831,706	213,788,047	246,668,997	36,335,174	38,095,621	444,898,867	472,358,776
7	Segmental Liability [B]	529,562	857,700	33,602,796	32,556,960	86,960	425,282	15,181,440	18,265,607	49,400,758	52,105,548
8	Capital Employed [A-B]	55,742,141	58,904,753	104,901,147	95,274,746	213,701,087	246,243,715	21,153,734	19,830,014	395,498,109	420,253,228

**30.2 Geographical Segments :-**

The Company caters mainly to the need of Indian market. The Export Turnover : Nil.

**Note : The manufacturing operation of Soya Division has been discontinued August 2013, however the impact of certain administrative expenses and depreciation is still there.**

**31. Related Parties Disclosure**

As per Accounting Standard -18 issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below:

- (a) Holding Company - Sam Exim Limited.
- (b) **Associated Companies**– Ability Dealtrade Pvt. Ltd., Dwekam Electrodes Private Ltd., Dwekam Weld-Tech Private Ltd., Anisha Realty Pvt. Ltd., D&H Secheron Projects Pvt. Ltd., D&H Secheron Resources Pvt. Ltd., Dwekam Realty Pvt. Ltd., D&H Secheron Realty Pvt. Ltd., D&H Secheron Impex Pvt. Ltd., Hrishikesh Vinimay Pvt. Ltd., Indotrade India Ltd., Sam Holding (Bombay) Pvt. Ltd., Sam Real Infrastructure Pvt. Ltd., Minimart Tie-up Pvt. Ltd., Solartech Multitrade Pvt. Ltd., Venus Multitrade Pvt. Ltd.,
- (c) Key Managerial Person –Mr. Ashutosh A Maheshwari, Chairman, Mrs. Gitanjali A. Maheshwari, Whole Time Director & Mr. Kishore Kale, Director.
- (d) Relative - Mrs. Seema A. Maheshwari & Suman A Maheshwari.

(Amount in Rs.)

S.No.	Nature of Transaction	2016	2015
<b>1</b>	<b>Remuneration</b>		
A	Anil Maloo (Key managerial Person in 2014-15)	-	3,61,600
B	Gitanjali A Maheshwari (Key Managerial Person)	59,95,200	37,50,000
C	Seema A. Maheshwari (Relative)	3,00,000	3,00,000
<b>2</b>	<b>Payable</b>		
A	Dwekam Electrodes P. Ltd. (Associate co.)	-	12,00,000
B	Arvind A. Maheshwari (Relative)	-	42,723
C	Suman A. Maheshwari (Relative)	18,350	1,53,540
<b>3</b>	Lease Rent Paid Suman A. Maheshwari (Relative)	<b>4,10,166</b>	<b>404,496</b>
<b>4.</b>	<b>Loan accepted</b>		
	Gitanjali A Maheshwari	185,400	-
<b>5.</b>	<b>Loan repaid</b>		
	Gitanjali A Maheshwari	185,400	-

**32. Capital & Other Commitments**

(Amount in Rs.)

		2015-16	2014-15
1.	Estimated amount of Contracts remaining to be executed on Capital (Net of Advance)	7,38,95,824	8,62,25,645
2.	Estimated amount of Contracts remaining to be executed on Revenue (Net of Advance)	-	-

**33. Contingent Liabilities**

(Amount in Rs.)

	Contingent Liabilities not provided for	31.03.2016	31.03.2015
	Service tax demands (show cause notice)	1,69,103	-

**34. Derivative Instruments**

The Company has not entered into any forward derivative instruments to hedge the foreign currency during the year.

**35. Discloser required under section 22 for Micro, Small & Medium Enterprises:**

- a. Trade payable does not include any amount due to Micro & Small Enterprises registered under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED, Act 2006) in the current and previous financial year.
- b. No interest is paid / payable during the year to any enterprise registered under the MSME.
- c. The above information has been determined to the extent such parties could be identified on the basis of the information available to the company, regarding the status of the supplier under the MSME.

<b>36. Transactions in Foreign Currency</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
a. Remittances in Foreign Currency	NIL	NIL
b. CIF value of Import	NIL	NIL
c. Expenditure in Foreign Currency	NIL	NIL
d. Earnings in Foreign Exchange	NIL	NIL

**37. Value of Consumption of Raw Material & Stores Consumed:**

**RAW MATERIAL CONSUMPTION**

Particulars	31.03.2016	%	31.03.2015	%
<b>Raw Material</b>				
Imported	0	0%	0	0%
Indigenous	0	0%	0	0%
Total	0	0%	0	0%
<b>Spare Parts</b>				
Imported	0	0%	0	0%
Indigenous	0	0%	0	0%
Total	0	0%	0	0%

38. In the opinion of the Board, the current assets, loans and advances have a value on realization on the ordinary course of business, at least equal to the amount at which the same is stated in the Balance Sheet. There are no contingent liabilities other than those stated above.
39. The Company has reclassified and regrouped the Previous Year Figures to confirm the current classification.

**As per our report of Even Date attached**

**For M. Mehta & Company**  
**Chartered Accountants**  
**Firm Regn No. 000957C**

CA Nitin Bandi  
 Partner  
 M.No. 400394

Place: Indore  
 Date: 30/05/2016

**For and on Behalf of the Board**

Ashutosh A Maheshwari (Chairman)  
 (DIN : 00094262)  
 Gitanjali A Maheshwari (Whole-time Director)  
 (DIN : 00094596)  
 Kishore Kale (Director )  
 (DIN : 01743556)  
 Yogendra Vyas (Director )  
 (DIN : 06603344)  
 Navin S. Patwa (Company Secretary)  
 Gopal Shrivastava (Chief Financial Officer)

**SAM INDUSTRIES LIMITED**

CIN: L70102MP1994PLC041416

Village Dakachiya, A. B. Road, Tehsil: Sanwer,

District – Indore – 453771 - Madhya Pradesh, India

Phone: 0091-731- 4229308, 4229313, 4229374, Fax: 0731-4229300

Website: [www.sam-industries.com](http://www.sam-industries.com), email: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com)**PROXY FORM (MGT-11)****[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/Client ID	
DP ID	

I/We, being the member(s) of .....Shares of the **Sam Industries Limited**, hereby appoint:

- Name: ..... Address: .....  
E-mail ID: .....  
Signature ..... Or failing him.
- Name: ..... Address: .....  
E-mail ID: .....  
Signature ..... Or failing him.
- Name: ..... Address: .....  
E-mail ID: .....  
Signature ..... Or failing him.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **22nd Annual General Meeting** of the Company, to be held on the **Wednesday, 28th September, 2016 at 4:00 P.M.** at the **Village Dakachiya, A. B. Road, Tehsil: Sanwer, District – Indore – 453771 - Madhya Pradesh** and at any adjournment thereof in respect of such resolutions as are indicated in the box below.

Resolution No.	RESOLUTIONS	For	Against
	<b>Ordinary Business : ORDINARY RESOLUTION</b>		
1	Adoption of Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Director's Report & Auditor's Report thereon.		
2	Appointment of a Director in place of Mrs. Gitanjali A. Maheshwari who retires by rotation and being eligible, offer herself for re-appointment.		
3	Ratification of Appointment of M/s M. Mehta & Co. Chartered Accountants, Statutory Auditors of the company for the FY 2016-17 and to authorized Board to fix their remuneration.		
	<b>Special Business: SPECIAL RESOLUTION</b>		
4	Re-appointment of Mr. Santosh Muchhal, as Independent Director of the Company.		
5	Re-appointment of Mr. Yogendra Vyas, as an Independent Director of the Company.		
6	Re-appointment of Mr. Ritesh Kumar Neema, as an Independent Director of the Company.		
7	Approval to deliver document through a particular mode as may be sought by the member		

Signed this .....day of.....2016.

Signature of Shareholder

Signature of Shareholder(s)

Affix Revenue Stamp
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Note : The Proxy must be returned so as to reach the Registered Office of the company at Village Dakachiya, A. B. Road, Tehsil: Sanwer, District – Indore – 453771 – M.P, India not less than (48) Forty Eight Hours before the time for holding the aforesaid meeting.

**SAM INDUSTRIES LIMITED**

CIN: L70102MP1994PLC041416

Village Dakachiya, A. B. Road, Tehsil: Sanwer,  
District – Indore – 453771 - Madhya Pradesh, India

Phone: 0091-731- 4229308, 4229313, 4229374, Fax: 0731-4229300

Website: [www.sam-industries.com](http://www.sam-industries.com), email: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com)**ATTENDANCE SLIP**

Shareholders attending the Meeting in person or Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional attendance slip at the venue.

I /We hereby record my presence at the 22nd Annual General Meeting of the Company held on **Wednesday, 28th September, 2016 at 4:00 P.M. at the Village Dakachiya, A. B. Road, Tehsil: Sanwer, District – Indore – 453771 - Madhya Pradesh**

Regd. Folio No. *	Name and Address of the registered Shareholder
Client ID No. & DP ID No. ' .	
No. of shares held	

\*Applicable in case of Shares held in Physical Form

Full Name of the Proxy (in block letters)

Signature of Shareholder or Proxy

To,

*If undelivered, Please return to :*

**SAM INDUSTRIES LIMITED**

REGD. Village Dakachiya, A. B. Road, Tehsil: Sanwer,  
District – Indore – 453771 - Madhya Pradesh, India  
Phone: 0091-731- 4229308, 4229313, 4229374, Fax: 0731-4229300