

SAM INDUSTRIES LTD.

CIN: L70102MP1994PLC041416



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

Phone : 0091-731-4229717, Fax : 0091-731-4229724

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

30/09/2022

To,

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

Sub. Consolidated Scrutinizers' Report of 28th Annual General Meeting

BSE Scrip Code 532005

ISIN: INE653D01012

Dear Sir/ Madam,

With respect to Regulation 44 of SEBI (Listing Obligations and Discloser Requirements), Regulations, 2015, we are enclosing herewith the Consolidated Scrutinizers Report in in respect of the resolution considered by the shareholders at their 28th Annual General Meeting held on 28th September 2022 through Video Conferencing (VC)/Other Audio Visual Means (OAVM), for your reference.

The above are also being uploaded on the Company's website www.sam-industries.com and on the website of Central Depository Services Limited, www.evotingindia.com.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For Sam Industries Limited

Navin S. Patwa
Company Secretary

Encl: as above





Manish Maheshwari
M. Com, LL.B., F.C.S

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2015 as amended]

To,
The Chairman,
SAM INDUSTRIES LIMITED
CIN: L70102MP1994PLC041416
Village Dakachiya, A. B. Road, Tehsil: Sanwer,
Indore MP 453771 IN

Dear Sir,

Ref. 28thAnnual General Meeting (AGM) of the Equity Shareholders of SAM INDUSTRIES LIMITED held on the Wednesday, September 28th, 2022 At 4.00 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM):

Subject: Passing of Resolution(s) through remote electronic voting, pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44(3) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

1. I, Manish Maheshwari, Practicing Company Secretary, have been appointed by the Board of Directors of SAM INDUSTRIES LIMITED ("the Company") as a Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 09thAugust 2022 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 19/2021, 21/2021, 2/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 8 December 2021, 14 December 2021, 05 May 2022 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Twenty Eighth Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through **Video Conferencing (VC)/Other Audio Visual Means (OAVM)**. The AGM was convened on **Wednesday, September 28, 2022 At 4.00 P.M.** IST through VC / OAVM.



2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
- (i) Process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - (ii) Process of e-voting at the AGM through electronic voting system ("e-voting")

Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or CDSL for my verification.
5. Further to the above, I submit my report as under:
- i. The Members of the Company as on the "Cut Off" date i.e. **21st September, 2022** were entitled to vote on the resolutions (Items Number 1 to 5 as set out in Notice of 28th AGM of the Company).
 - ii. The voting period for E-voting commenced on **25th September, 2022 (09:00 AM) and ends on 27th September, 2022 (05:00PM)** and the CDSL-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked and I downloaded the results.



- iii. The votes cast were unblocked on Wednesday, 28th September, 2022 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Saransh Shrivastava and Ms. Palak Maheshwari, who are not in the employment of the Company. They have signed below in confirmation of the same.

Saransh

Saransh Shrivastava

Palak

Palak Maheshwari

- iv. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favor" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
6. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by CDSL, scrutinized on test check basis and relied upon by me as under:-

Details	Remote e-voting	Venue e-voting	Total Voting
Number of members who cast their votes	40	0	40
Total Number of Shares held by them	8918700	0	8918700
Valid Votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained/ Invalid Votes	NIL		

ITEM NO. 1 - ORDINARY RESOLUTION

Adoption of Audited Balance Sheet and Statement of Profit & Loss Account for the year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Remote e-voting		Venue e-voting		TOTAL	
	No	% age	No	% age	No	% age
Votes in favour of the Resolution	8874549	99.5	0	0	8874549	99.5
Votes against the Resolution	44151	0.5	0	0	44151	0.5
Abstained /Invalid Votes	-	-	-	-	-	-
Total	8918700	100	0	0	8918700	100



ITEM NO. 2 - ORDINARY RESOLUTION

Appointment of Mrs. Gitanjali A. Maheshwari (DIN: 00094596) who retires by rotation as a Director and being eligible offer herself for re- appointment

Manner of Voting	Remote e-voting		Venue e-voting		TOTAL	
	No	% age	No	% age	No	% age
Votes in favour of the Resolution	8874549	99.5	0	0	8874549	99.5
Votes against the Resolution	44151	0.5	0	0	44151	0.5
Abstained /Invalid Votes	-	-	-	-	-	-
Total	8918700	100	0	0	8918700	100

ITEM NO. 3 - ORDINARY RESOLUTION

Appointment of Messrs Arora Banthia & Tulsian, Chartered Accountants, Indore in place of M/s. Manoj Khatri & Company, Chartered Accountants as the Statutory Auditors for Five years from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting:

Manner of Voting	Remote e-voting		Venue e-voting		TOTAL	
	No	% age	No	% age	No	% age
Votes in favour of the Resolution	8874549	99.5	0	0	8874549	99.5
Votes against the Resolution	44151	0.5	0	0	44151	0.5
Abstained /Invalid Votes	-	-	-	-	-	-
Total	8918700	100	0	0	8918700	100

SPECIAL BUSINESS

ITEM NO. 4 - SPECIAL RESOLUTION

Regularization of Mr. Sandeep Prakash Naolekar (DIN: 00140117) as an Independent Director of the Company for a period of Five Years From 12th November, 2021 to 11th November, 2026:



Manner of Voting	Remote e-voting		Venue e-voting		TOTAL	
	No	% age	No	% age	No	% age
Votes in favour of the Resolution	8874549	99.5	0	0	8874549	99.5
Votes against the Resolution	44151	0.5	0	0	44151	0.5
Abstained /Invalid Votes	-	-	-	-	-	-
Total	8918700	100	0	0	8918700	100

ITEM NO. 5 - SPECIAL RESOLUTION

Approval of Related Party Transactions with the Company up to an estimated annual value of Rs. 100.00 Crores (Rupees one hundred Crores only) Per Annum:

Manner of Voting	Remote e-voting		Venue e-voting		TOTAL	
	No	% age	No	% age	No	% age
Votes in favour of the Resolution	1616260	97.34	0	0	1616260	97.34
Votes against the Resolution	44151	2.66	0	0	44151	2.66
Total	1660411	100	0	0	1660411	100
Abstained /Invalid Votes	7258289*	-	-	-	-	-

*7258289 shares held by Promoter and promoter group excluded being interested in the transaction.

7. I hereby confirm that I am maintaining electronic voting data received from the Service Provider, in respect of the votes cast through e- voting. The electronic data and all other relevant records relating to e- voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approve and signs the minutes of the AGM.



Restriction on Use

8. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours Faithfully,

Manish Maheshwari

Scrutinizer

Name: Manish Maheshwari
Practicing Company Secretary
FCS: 5174; CP: 3860



Place: Indore

Date: 29th September, 2022

UDIN: F005174D001084582