

# 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 10/02/2023

To,  
The Manager,  
Listing Department  
BSE Limited  
P.J. Towers, Dalal Street  
Mumbai- MH 400001.

ISIN: INE653D01012, BSE Code: 532005

Dear Sir/Madam,

**Sub: Submission of Scrutinizer Report on Postal Ballot by remote e-voting process**

**Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

This is in continuation to our letter dated 6<sup>th</sup> January 2023 regarding submission of Postal Ballot Notice seeking approval of shareholders of the company by way of Ordinary Resolutions for:

1. Approval of Material Related Party Transactions with Celestial Commercial Private Limited for Purchase of Land.
2. Approval of Material Related Party Transactions with Sam Hoteliers & Resorts Private Limited for Purchase of Land.
3. Approval of Material Related Party Transactions with Sam Project Developers Private Limited for Purchase of Land.
4. Approval of Material Related Party Transactions with Sam Spintex Private Limited for Purchase of Land.

The above resolution was placed through Postal Ballot and was passed with requisite Majority and deemed to be passed on the last day of e- voting period i.e. 8<sup>th</sup> February, 2023. In this regard, please find enclosed herewith:

1. Scrutinizer's Report dated 10<sup>th</sup> February, 2023.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website at <https://www.sam-industries.com/> and on the website of BSE Limited.

Request you to kindly take the same on record.

For Sam Industries Limited

Navin Patwa  
Company Secretary



Encl: as above



*Manish Maheshwari*

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

### Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

Sub: **Scrutinizer's Report on Postal Ballot by remote E- Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

I, Manish Maheshwari, Company Secretary in Practice having Membership no. FCS 5174, CP 3860 and proprietor of M/s. M. Maheshwari & Associates, Company Secretaries in Indore has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 05<sup>th</sup> January, 2023 as required under Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Postal Ballot process through remote e-voting as contained in the notice dated 05<sup>th</sup> January, 2023, in a fair and transparent manner.

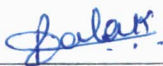
I am pleased to present the report on the Postal Ballot conducted by SAM INDUSTRIES LIMITED ("the Company") seeking consent of its Members for the Ordinary Resolution as contained in the Notice of the Postal Ballot dated 05<sup>th</sup> January, 2023.

1. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations, General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020 and General Circular No. 39/ 2020 dated December 31, 2020 including General Circular No. 10/2021 dated June 23, 2021 and 20/2021 dated 8 December, 2021 and 3/2022 dated 5 May, 2022, and 11/2022 dated 28th December 2022 (collectively referred to as 'MCA Circulars'), in relation to "Clarification on passing of ordinary and special resolutions by companies



under the Companies Act, 2013 and the rules made there under on account of the threat posed by COVID- 19” issued by the Ministry of Corporate Affairs, Government of India;

2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Postal Ballot through electronic means on the Resolutions contained in the Postal Ballot notice dated January 05<sup>th</sup> 2023.
3. Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer report of the votes cast "in favour" or "against" the resolution, based on the postal ballot forms submitted by the shareholders through e-voting system provided by the Central Depository Services (India) Limited (“CDSL”), the authorized agency to provide e - voting facilities, engaged by the company for extending the facility of electronic voting to the Shareholders of the Company.
4. The notice along with statement setting out material facts under Section 102 of the Companies Act, 2013 dated 05<sup>th</sup> January, 2023 was sent to the shareholders by email at their registered email addresses.
5. In terms of the aforesaid notice, Members were required to convey their assent or dissent, as the case maybe, through e-voting on the e-voting platform provided by Central Depository Services (India) Limited (“CDSL”), from Tuesday, 10th January, 2023 (9:00 a.m. IST onwards) to Wednesday 8th February, 2023 (up to 5:00 p.m. IST).
6. In view of the prevailing situation of COVID 19 pandemic, owing to the difficulties involved in dispatching of physical copy of the Postal ballot notice, soft copy of Postal Ballot Notice is being sent only through electronic those members whose e-mail addresses are registered with company/depository.
7. As confirmed by the Company, the company has issued a public Advertisement for notice to the members of the company in two Newspapers namely “Free Press, in English” and “Chautha Sansar in Hindi” dated January 11, 2023.
8. The votes cast through electronic means received up to 5:00 pm (IST) on Wednesday 8th February, 2023 being last time and date fixed by the company for receipt of the votes cast through electronic means were considered for my scrutiny;
9. The votes cast through electronic means received upto 5.00 pm (IST) on Wednesday 8th February, 2023 were unblocked on 8th February, 2023, in the presence of 2 witnesses, Ms. Palak Maheshwari and Ms. Mahima Chouhan, who are not in employment of the Company.



Palak Maheshwari



Mahima Chouhan



10. A Summary of votes cast through electronic means is placed for consideration by the Members are given below:-

Sr. No.	Particulars	No. of Postal ballot Forms/e-voting options	No. of shares
(a)	1. Total postal Ballot forms received	0	0
	2. Total E-voting options received	38	94,06,826
	Total (1+2)	38	94,06,826
(b)	Less: Invalid postal ballot forms	0	0
(c)	1. Net valid postal Ballot forms (As per register)	0	0
	2. Net E-voting options	38	94,06,826
	Total (1+2)	38	94,06,826

11. The result of e-voting is given below:\*

Sr. No	Particulars	Type of Resolution	Votes in favour (In no.)	Votes In favour (In %)	Votes casted Against (In no.)	Votes casted Against (In %)
1.	Approval of Material Related Party Transactions with Celestial Commercial Private Limited for Purchase of Land	Ordinary	16,43,271	99.99	55	0.01
2.	Approval of Material Related Party Transactions with Sam Hoteliers & Resorts Private Limited for Purchase of Land	Ordinary	16,43,271	99.99	55	0.01
3.	Approval of Material Related Party Transactions with Sam Project Developers Private Limited for Purchase of Land	Ordinary	16,43,271	99.99	55	0.01
4.	Approval of Material Related Party Transactions with Sam Spintex Private Limited for Purchase of Land	Ordinary	16,43,271	99.99	55	0.01

\*77,63,500 number of votes were not taken into count as they belong to directors and their relatives who are interested in above transaction.



12. All relevant records of electronic voting received will remain in our safe custody until the Chairman considers, approve and signs the minutes and the same shall be handed over thereafter to the Company Secretary for safe keeping.
13. **Restriction of Use:** This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed at the website of the Company. This report is not to be used for any other purpose or to be distributed to any other person. 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.
14. **Result:** The Resolution has requisite majority of votes, the resolution may be considered to have been passed. The Chairman accordingly declares the result of voting.

**For M. Maheshwari & Associates  
Company Secretaries  
Firms U.C.N. I2001MP213000**



*Manish Maheshwari*

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

Date : 10<sup>th</sup> February 2023  
Place : Indore  
UDIN : F005174D003136071