

# 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

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21/02/2023

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

Scrip Code – 532005

Subject – **Certified True Copy of Minutes of Resolution(s) passed by way of Postal Ballot through remote e-voting process.**

Dear Sirs,

1. With reference to the captioned subject, please find enclosed the Certified True Copy of minutes of resolutions passed by way of Postal Ballot through remote e-voting process.
2. The results of the Postal Ballot were announced vide our earlier submission dated 10<sup>th</sup> February, 2023.
3. Kindly take this intimation on your record.

Thanking You.

Yours Faithfully,

**For Sam Industries Limited**

A handwritten signature in blue ink, appearing to read 'Navin Patwa'.

**Navin Patwa  
Company Secretary**



Encl: as above

**CERTIFIED TRUE COPY OF THE MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (THROUGH REMOTE E-VOTING PROCESS) BY MEMBERS OF SAM INDUSTRIES LIMITED ON WEDNESDAY, 8<sup>TH</sup> FEBRUARY, 2023, RESULTS OF WHICH WERE DECLARED ON FRIDAY, 10<sup>TH</sup> FEBRUARY, 2023.**

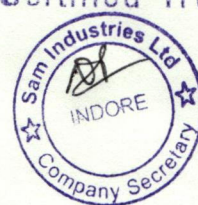
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1. The Chairman informed that the Board of Directors of the Company at its Board Meeting held on 5<sup>th</sup> January, 2023 seek the consent of the members of the Company by way of Ordinary Resolution through the Postal Ballot remote e-voting process for Related Party Transactions with the Company for purchase of Land pursuant to Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various circulars issued by Ministry of Corporate Affairs ("MCA") i.e. General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated 5 May, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated 28 September, 2020, 39/2020 dated 31 December, 2020, 10/2021 dated 23 June, 2021, 20/2021 dated 8 December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, and 11/2022 dated 28<sup>th</sup> December 2022 read with other relevant circulars, including clarifications circular issued by the Ministry of Corporate Affairs ("**MCA Circulars**"),
2. The Board of Directors seek approval of the Members on the following special business, as set out in the notice of the Postal Ballot dated 5<sup>th</sup> January 2023:

Sr. No	Particulars	Type of Resolution
1.	Approval of Material Related Party Transactions with Celestial Commercial Private Limited for Purchase of Land	Ordinary
2.	Approval of Material Related Party Transactions with Sam Hoteliers & Resorts Private Limited for Purchase of Land	Ordinary
3.	Approval of Material Related Party Transactions with Sam Project Developers Private Limited for Purchase of Land	Ordinary
4.	Approval of Material Related Party Transactions with Sam Spintex Private Limited for Purchase of Land	Ordinary

3. The Board appointed Mr. Manish Maheshwari, Practicing Company Secretary (Membership No. ACS 5174 and CP No. 3860), Indore as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner.
4. The Company had provided remote e-voting facility to its Members through Central Depository Services (India) Limited ("CDSL").
5. The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on 10<sup>th</sup> February, 2023. Based on the report, the ordinary resolution set out in the postal ballot notice dated 5<sup>th</sup> January 2023, have been passed with requisite majority. The results of Postal Ballot through remote e-voting were declared on Friday, 10<sup>th</sup> February, 2023, by Chairman and Whole Time Director of the Company.
6. The summary of the Scrutinizer's Report is as under:

Certified True Copy



- 6.1 The Postal Ballot Notice together with explanatory statement, dated 5<sup>th</sup> January 2023 was sent only through email, to those Members whose names appeared in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Cut-off Date i.e., 30<sup>th</sup> December, 2022 and whose e-mail addresses were registered with the Company/ Depositories on the said date.
- 6.2. The remote e-voting period commenced on Tuesday, 10<sup>th</sup> January, 2023, at (09:00 A.M. IST) and ends on Wednesday, 8<sup>th</sup> February, 2023 at (05:00 P.M. IST), both days inclusive.
- 6.3. Post conclusion of the remote e-voting period on 8<sup>th</sup> February, 2023, based on the analysis of votes, the Scrutinizer submitted his report dated 10<sup>th</sup> February, 2023 addressed to the Chairman of the Company in the prescribed format. Based on the Report, the resolutions set out in the Postal Ballot Notice were passed with requisite majority on 8<sup>th</sup> February, 2023.
- 6.4. The results were declared on 10<sup>th</sup> February, 2023, simultaneously intimated to Stock Exchange(s) i.e. BSE Limited and uploaded on website of the Company on the same day.
- 6.5. The details of voting on the resolutions as per the Scrutinizer's Report are as under:

**Item No. 1: Approval of Material Related Party Transactions with Celestial Commercial Private Limited for Purchase of Land**

**Nature of Resolution – Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and approval of the Board of Directors of the company, approval of the Company be and is hereby accorded, to Material Related Party Transaction during the current financial year 2022-23 which could include transaction pertaining to purchase of land by the Company from Celestial Commercial Private Limited (the Related Party) for a value up to Rs. 3.00 Crores (Rupees Three Crores only) and such transaction may be negotiated, finalized, executed, and discharged in such a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

**FURTHER RESOLVED THAT** the Board of Directors of the Company and Company Secretary, be and is hereby authorized to take all such necessary actions that are required to be taken in regard to the execution of such related party transactions including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution in the interest of the Company."

The Result of voting through Postal Ballot by remote e-voting was as follows: \*

Certified True Copy



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

\*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.

**Item No. 2: Approval of Material Related Party Transactions with Sam Hoteliers & Resorts Private Limited for Purchase of Land**

**Nature of Resolution – Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and approval of the Board of Directors of the company, approval of the Company be and is hereby accorded, to Material Related Party Transaction during the current financial year 2022-23 which could include transaction pertaining to purchase of land by the Company from Sam Hoteliers & Resorts Private Limited (the Related Party) for a value up to Rs. 3.00 Crores (Rupees Three Crores only) and such transaction may be negotiated, finalized, executed, and discharged in such a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

**FURTHER RESOLVED THAT** the Board of Directors of the Company and Company Secretary, be and is hereby authorized to take all such necessary actions that are required to be taken in regard to the execution of such related party transactions including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution in the interest of the Company."

The Result of voting through Postal Ballot by remote e-voting was as follows: \*

Sr. No	Particulars	Type of Resolution	Votes in favour (In no.)	Votes In favour (In %)	Votes casted Against (In no.)	Votes casted Against (In %)
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

\*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.

**Item No. 3: Approval of Material Related Party Transactions with Sam Project Developers Private Limited for Purchase of Land**



**Nature of Resolution – Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and approval of the Board of Directors of the company, approval of the Company be and is hereby accorded, to Material Related Party Transaction during the current financial year 2022-23 which could include transaction pertaining to purchase of land by the Company from Sam Project Developers Private Limited (the Related Party) for a value up to Rs. 3.00 Crores (Rupees Three Crores only) and such transaction may be negotiated, finalized, executed, and discharged in such a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

**FURTHER RESOLVED THAT** the Board of Directors of the Company and Company Secretary, be and is hereby authorized to take all such necessary actions that are required to be taken in regard to the execution of such related party transactions including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution in the interest of the Company."

The Result of voting through Postal Ballot by remote e-voting was as follows: \*


Sr. No	Particulars	Type of Resolution	Votes in favour (In no.)	Votes In favour (In %)	Votes casted Against (In no.)	Votes casted Against (In %)
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

\*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.

**Item No. 4: Approval of Material Related Party Transactions with Sam Spintex Private Limited for Purchase of Land**

**Nature of Resolution – Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and approval of the Board of Directors of the company, approval of the Company be and is hereby accorded, to Material Related Party Transaction during the current financial year 2022-23 which could include transaction pertaining to purchase of land by the Company from Sam Spintex Private Limited (the Related Party) for a value up to Rs. 3.00 Crores (Rupees Three Crores only) and such transaction may be negotiated, finalized, executed, and discharged in such a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

Certified True Copy  
  
 (4)

**FURTHER RESOLVED THAT** the Board of Directors of the Company and Company Secretary, be and is hereby authorized to take all such necessary actions that are required to be taken in regard to the execution of such related party transactions including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution in the interest of the Company.”

The Result of voting through Postal Ballot by remote e-voting was as follows: \*

Sr. No	Particulars	Type of Resolution	Votes in favour (In no.)	Votes In favour (In %)	Votes casted Against (In no.)	Votes casted Against (In %)
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

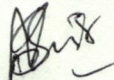
\*77,63,500 number of votes were not taken into count as they belong to directors and their relatives who are interested in above transaction.

7. **Passing of Resolutions:**

The Chairman noted the results of Remote E-Voting as stated above and it was declared and recorded that all the ordinary resolutions as set out in the Postal Ballot Notice dated 5<sup>th</sup> January, 2023 were deemed to be duly passed on the last date of remote e-voting i.e., Wednesday, 8<sup>th</sup> February, 2023 with the requisite majority.

**Ashutosh A. Maheshwari**  
Chairman

**Certified True Copy  
For Sam Industries Limited**

  
**Navin Patwa**  
Company Secretary



**21<sup>st</sup> February, 2023**  
Place: Indore