

Sam Industries Limited

CIN: L70102MP1994PLC041416

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

Phone: 0091-731- 4229717

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

20/05/2024

To

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

Dear Sir

Sub. Submission of Annual Secretarial Compliance Report for the financial year ended 31st March, 2024

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019

BSE Scrip Code 532005

ISIN: INE653D01012

1. Please find enclosed herewith Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, received from M. Maheshwari & Associates, Practicing Company Secretaries and Secretarial Auditor of the Company for the financial year ended 31st March, 2024.
2. We request you to take the same on record.

Thanking you

Yours faithfully,

For Sam Industries Limited


Navin S. Patwa

Company Secretary

Encl. as above





M. Maheshwari & Associates

Company Secretaries

301, Shalimar Corporate Center,
8-B South Tukoganj, Indore - 452001

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Manish Maheshwari

M.Com, LLB, F.C.S

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF SAM INDUSTRIES LIMITED FOR THE
YEAR ENDED MARCH 31, 2024**

To

The Board of Directors

SAM INDUSTRIES LIMITED

CIN: L70102MP1994PLC041416

Village Dakachiya, A. B. Road.

Tehsil: Sanwer, Dakachiya Indore (MP) - 453771 IN

Sir/Madam

We, M/s. M. Maheshwari & Associates, Practicing Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanations provided by **M/s. Sam Industries Limited** ("the listed entity") and its management,
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity [https:// www.sam-industries.com](https://www.sam-industries.com)
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this Report, for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:
 - i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines, issued thereunder; and
 - ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, and guidelines, issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.



- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/returns under:

- a) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

And circulars/ guidelines issued thereunder;

and Based on the above examination, we hereby report that, during the Review Period,



I (a) The listed entity has majorly complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder **except** in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Reg.23 (9) of SEBI (LODR) Regulations, 2015 Disclosure of half-yearly related party transactions	23(9)	There was 1 day delay in uploading the Disclosure of half-yearly related party transactions on BSE for the 1st half-year ended 30 th September 2023	BSE	Penalty	There was 1 day delay in uploading the Disclosure of half-yearly related party transactions on BSE for the 1st half-year ended 30 th September 2023	5900/-	Company has duly paid the fine imposed by BSE.	Due to technical issues from the Company's side the delay has occurred.	The matter stands closed.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Details of violations/deviations and Actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
			Not Applicable			
No Such Observations were made in the previous reports, hence no actions were required to be undertaken.						



II. We hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>We have conducted a review of the compliances of the listed entity in accordance with the Secretarial Standards issued by the Institute of Company Secretaries India (ICSI), namely Secretarial Standard 1 and Secretarial Standard 2.</p>	Yes	—
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of the board of directors / Committees, as may be applicable to the listed entities. ● All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	—
3.	<p><u>Maintenance and disclosures on the Website:</u></p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website. ● Timely dissemination of the documents/ information under a separate section on the website. ● Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	—



4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Listed Entity are disqualified under Section 164 of the Companies Act, 2013.</p>	Yes	—
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The Listed entity does not have any Material subsidiary or any other subsidiaries.
6.	<p><u>Preservation of Documents:</u></p> <p>The company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	—
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	—
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions;</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	—



9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	—
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	No
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions were taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No, action(s) has been taken against the listed entity by the Stock Exchange.	Company has duly paid the fine imposed by BSE.
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance was observed for any SEBI regulation/circular/guidance note etc.	Yes	--

III. Compliances related to the resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		



	<ul style="list-style-type: none"> i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 	NA	There was no resignation of the Auditor during the Audit period under Review.
2.	Other conditions relating to the resignation of statutory auditor		
	<ul style="list-style-type: none"> i. Reporting of concerns by the Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: <ul style="list-style-type: none"> a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. 	NA	There was no resignation of the Auditor during the Audit period under Review.



	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information / Explanation sought and not provided by the management, as applicable.</p> <p>ii. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>iii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	--
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There was no resignation of the Auditor during the Audit period under Review.



Assumptions & limitations of scope and review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based on our examination of relevant documents and information.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity. This is neither an audit nor an expression of opinion.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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



Manish Maheshwari

**Manish Maheshwari
Proprietor
FCS-5174
CP-3860
PR No. 1191/2021**

Date : 20th May 2024
Place: Indore
UDIN : F005174F000402472