

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

By Online

September 06, 2021

The Corporate Relationship Department
BSE Limited,
1st Floor, P. Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Stock Code: 532005

Dear Sirs,

Sub: **AGM and Book Closure Notice**

1. We wish to inform you that the Twenty Seventh Annual General Meeting (AGM) of the Members of Sam Industries Limited will be held on **Monday, the 27th day of September, 2021 at 4:00 P.M.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual Report of the Company along with the Notice of AGM for the financial year 2020-21 is being sent through electronic mode to the Members.
3. The Annual Report and the Notice of AGM is also uploaded on the Company's website at <http://www.sam-industries.com/index.php/investor-section/annual-reports>.
4. The details such as manner of registering / updating email addresses, casting vote through e-voting and attending the AGM through VC / OAVM has been set out in the Notice of the AGM.
5. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members & Share Transfer Books will remain closed from **Tuesday, September 21, 2021 to Monday, September 27, 2021** (both days inclusive), for purpose of the 27th AGM.
6. The Company has fixed **Monday, September 20, 2021** as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM and to attend the AGM.
7. The Company is availing e-voting services of Central Depository Services (India) Limited (CDSL). The remote e-voting period begins on **Friday, September 24, 2021** (9:00 a.m. IST) and ends on **Sunday, September 26, 2021** (5:00 p.m. IST).
8. A copy of Notice of the 27th AGM is enclosed herewith.
9. We request you to kindly take the same on records.

Thanking you.
Yours faithfully,

For Sam Industries Limited


Navin Patwa
Company Secretary

Encl: as above





NOTICE

To,
The Member(s),
Sam Industries Limited

Notice is hereby given that the **27th Annual General Meeting (AGM)** of the Members of Sam Industries Limited will be held on **Monday, 27th September, 2021 at 4:00 P.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")**, to transact the following businesses:

Ordinary business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including Audited Balance Sheet as at 31st March, 2021 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2021 and the Cash Flow Statement for the year ended on that date together with the Board's Reports and Auditors' Report thereon, and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2021 including Audited Balance Sheet as at 31st March, 2021, the Statement of Profit & Loss Account for the year ended on 31st March, 2021 and the Cash Flow Statement for the year ended on that date together with the Board's Reports and Auditors' Report thereon be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Kishore Kale who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment and if thought fit, to pass the following Resolution as an **Ordinary Resolution:** -

"RESOLVED THAT Mr. Kishore Kale (DIN: 01743556), Whole time Director of the Company, who retires by rotation at this 27th Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and he shall be liable to retire by rotation."

Special Business:

3. **To Regularize Mr. Saurabh Mohta (DIN: 00100955) 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 provisions of Section 161(1), 149, 150 and 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and read with Schedule IV of the Act and Regulations, 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications, or re-enactment thereof for the time being in force), and recommendation of Nomination & Remuneration Committee and approval by the Board of Directors, the consent of the members be and is hereby accorded, for the appointment of **Mr. Saurabh Mohta (DIN: 00100955)**, who was appointed by the Board as an Additional Independent Director, of the Company with effect from **14th June, 2021** to hold office upto conclusion of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, signifying his intention to propose **Mr. Saurabh Mohta** as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director, to hold office for five consecutive years effective from **14th June, 2021 to 13th June, 2026** and he shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **To Regularize Mr. Abhinav Kumar (DIN: 06687880) 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 provisions of Section 161(1), 149, 150 and 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and



read with Schedule IV of the Act and Regulations, 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications, or re-enactment thereof for the time being in force), and recommendation of Nomination & Remuneration Committee and approval by the Board of Directors, the consent of the members be and is hereby accorded, for the appointment, **Mr. Abhinav Kumar (DIN: 06687880)** who was appointed by the Board as an Additional Independent Director, of the Company with effect from **14th June, 2021** to hold office upto conclusion of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, signifying his intention to propose **Mr. Abhinav Kumar** as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director, to hold office for five consecutive years effective from **14th June, 2021 to 13th June, 2026** and he shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. To- appoint **Mr. Ashutosh A. Maheshwari (DIN:00094262)** as a Whole Time Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Companies Act, 2013 thereto, and recommendation of Nomination & Remuneration Committee and approval by the Board of Directors, the consent of the members be and is hereby accorded for the appointment of **Mr. Ashutosh A. Maheshwari (DIN:00094262)** as a Whole Time Director of the Company in the category of Key Managerial Personnel, for the period of **3 (three) years effective from 1st January 2021 to 31st December 2023** to the Board of Directors of the Company on remuneration of **Rs. 12.00 Lacs (Rupees Twelve Lacs only) per month** and him receiving remuneration, benefit and amenities as whole-time director of the company in accordance with the terms and conditions as mentioned in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 attached with the Notice.

FURTHER RESOLVED THAT The Board of Directors and / or the Nomination & Remuneration Committee of Directors be and is/are hereby authorized to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as they deem fit in such manner and within the limits as mentioned in terms and conditions of appointment, notwithstanding that such remuneration may exceed the limits specified under section 197 and Schedule V of the Act in any financial year during his tenure.

FURTHER RESOLVED THAT in the event in any financial year during the tenure of Mr. Ashutosh A. Maheshwari, Whole Time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to Mr. Ashutosh A. Maheshwari, the remuneration in accordance with the limits approved as per terms and conditions of the appointment, subject to approvals, if any, which may be required under the Act.

FURTHER RESOLVED THAT the Board be and is hereby, to do all such acts, deeds, matters and things, as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution."

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

**Navin S. Patwa
Company Secretary**

**Place: Indore
Date:12/08/2021**



ANNEXURE TO THE 27th AGM NOTICE

Notes:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India ("SEBI Circular") has allowed companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), there by, dispensing with the requirement of physical attendance of the members at a common venue of their AGM and accordingly, the 27th Annual General Meeting (the "AGM" or the "Meeting") of Sam Industries Limited (the "Company") will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and Rules made there-under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 4:00 P.M. IST.
3. IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 27TH AGM OF THE COMPANY (THE "NOTICE").
4. However, in pursuance of Section 113 of the Act and Rules framed there-under, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF /JPG Format) of the relevant Board Resolution/Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, through e-mail at secretarial@sam-industries.com with a copy marked to helpdesk.evoting@cdslindia.com
5. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
6. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
7. **Dispatch of Annual Report through E-mail**

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice along-with the Annual Report of the Company for the financial year ended March 31, 2021, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Ankit Consultancy Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2021 shall be available on the websites of the Company viz., www.sam-industries.com and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com
8. Necessary information of the Directors seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.



- 9 The Register of Members and Share Transfer Register of the Company will remain closed from **Tuesday, 21st September, 2021 to Monday, 27th September, 2021** (both days inclusive)
- 10 Shareholders desiring any information regarding the accounts are requested to inform the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.
- 11 In case of joint holders attending the meeting, the members whose name appears as first holder in the order of name will be entitled to vote.
- 12 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.
- 13 SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hence as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment Vide Notification No. SEBI/LAD-NRO / GN/2018-49 dated 30th November 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. With the said change coming into effect from 1st April 2019. Equity shares of the company are eligible for transfer only in Dematerialized form. Therefore, the Shareholders are requested to take action to dematerialize the Equity Shares held in the Company promptly. On or after 1st April, 2019, no request for transfer of shares in physical form can be processed by the Company / RTA.
- 14 In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report 2020-21 is being sent through electronic mode to all the members whose email addresses (IDs) are registered with the Company/ Depository Participants(s) for communication purposes.
- 15 With a view to conserving natural resources and using them responsibly, we request shareholders to register / update their email address with their Depository Participants(s) to enable the company to send communication electronically.
- 16 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 self-attested PAN details to M/s Ankit Consultancy Private Limited, if not submitted already.
- 17 Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for the year 2020-21 will also be available on the Company's website at 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. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@sam-industries.com.
- 18 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 no. **2 to 5** of the notice, are also annexed.
- 19 M/s Manoj Khatri & Company, Chartered accountants (Firm Regd. No. 011546C) were appointed as statutory auditor of the company at their 23rd AGM held on 29th September 2017 to hold office up to the conclusion of 28th AGM to be held in the calendar year 2022. In line with the amendment of Section 139(1) of the Act, vide notification dated May 7, 2018 as issued by Ministry of Corporate Affairs, New Delhi the requirements for ratification of appointment of auditors at every annual general meeting is done away with. Accordingly, no resolution is proposed for ratification of appointment of auditors.
- 20 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, and Regulation 44 of the Listing Regulations, the Company is pleased to provide members' facility to exercise their right to vote at the 27th 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):



- 21 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 on Monday, 20th September, 2021**.
- 22 Mr. Manish Maheshwari, proprietor of 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.
- 23 The results declared along with the report of the scrutinizer will be placed on the website of the Company viz. 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.
- 24 The Results of voting will be declared within 48 hours from the conclusion of the AGM.
- 25 The instructions for members voting electronically are as under: -

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming Annual General Meeting (AGM) will thus be held through video conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting (AGM) through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sam-industries.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.



7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **24/09/2021 at 9:00 AM and ends on 26/09/2021 at 5:00 PM**. 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 **20/09/2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to **enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual **meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting</p>



	<p>Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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.Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained



in this Notice.

- (ix) Click on the EVSN for the Sam Industries Limited on which you choose to vote.
- (X) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3) After receiving the login details a 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.
 - 4) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 5) 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.
 - 6) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@sam-industries.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1. **The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.**
- 2. **The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.**
- 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to



use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. **For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)**
 3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

**Place: Indore
Date:12/08/2021**

**Navin S. Patwa
Company Secretary**



Particulars of Directors who are proposed to be Re-appointed at the Annual General Meeting as required under Regulation 36(3) of SEBI (LODR), are given below:

Name of Director	Mr. Kishore Kale	Mr. Ashutosh A Maheshwari	Mr. Saurabh Mohta	Mr. Abhinav Kumar
Director Identification Number (DIN)	01743556	00094262	00100955	06687880
Fathers Name	Mr. Khanderao Narayan Kale	Mr. Ashok Kumar H. Maheshwarri	Mr. Nirmal Kumar Mohta	Mr. Ramjee Pandey
Date of Birth	03/09/1953	23/04/1973	11/07/1973	15/01/1981
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	13/11/2014	17/02/1994	14/06/2021	14/06/2021
Inter se relationship with other directors	None of the directors, their relatives and the Key Managerial Personnel of the Company are in any way, related with Mr. Kishore Kale	None of the directors, except Mrs. Gitanjali A, Maheshwari, WTD of the Company, are in any way, related with Mr. Ashutosh A. Maheshwari	None of the directors, their relatives and the Key Managerial Personnel of the Company are in any way, related with Mr. Saurabh Mohta	None of the directors, their relatives and the Key Managerial Personnel of the Company are in any way, related with Mr. Abhinav Kumar
Qualification	Diploma (Mechanical)	Commerce Graduate	MBA, B.E.	MBA
Expertise in Specific Functional Area	Manufacturing & Welding Consumable	Entrepreneurship and Strategic Planner of the Company	Experience in Cement business, manufacturing & plant upgradation	Rich experience in Advertising, Brand Management & Communication
Number of Shares held in the Company either by him or on a beneficial basis for any other persons	NIL	1,08,482	NIL	NIL
Board position held	Director is not an independent director & is liable to retire by rotation & retiring at the conclusion of this AGM	Director is a Promoter of the Company as well as Chairman of the Company	Director is an Independent Director	Director is an Independent Director
Terms & conditions of appointment / re-appointment	Director who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. He is liable to retire by rotation.	Re-appointment as a Whole Time Director of the Company in the category of Key Managerial Personnel. He is liable to retire by rotation.	Appointed as an independent director, to hold office for five consecutive years effective from 14th June, 2021 to 13th June, 2026 and shall not be liable to retire by rotation.	Appointed as an independent director, to hold office for five consecutive years effective from 14th June, 2021 to 13th June, 2026 and shall not be liable to retire by rotation.



List of outside Directorship held in Company	<ul style="list-style-type: none"> Dwekam Electrodes Private Limited 	<ul style="list-style-type: none"> D & H Secheron Resources P. Ltd. Dwekam Electrodes P. Ltd Dwekam Weld-Tech P. Ltd. D And H Secheron Impex P. Ltd. D & H Secheron Projects P. Ltd. Anisha Realty P. Ltd. 	<ul style="list-style-type: none"> Mohta Cement Pvt Ltd Saurabh Cement Pvt Ltd Legumes Technicon Pvt Ltd 	<ul style="list-style-type: none"> Brand Concepts Limited 7 E Wellness India Pvt. Ltd.
Chairman / Member of the Committee of the Board of Directors of the Company or of other Boards	-	-	Members of Audit, N R C & S R C Committee of the Board of the Company.	Chairman of the Audit Committee and Member of NRC & SRC Committee of the Board of the Company.

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.

Item No.03 of the Notice

Regularization of Mr. Saurabh Mohta (DIN: 00100955) as an independent director

Pursuant to the provisions of section 149 & 160 of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosures Requirements), Regulations, 2015 and as recommended by Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 14th June 2021 has appointed Mr. **Saurabh Mohta (DIN: 00100955)**, as an Additional Director. He is classified as an Independent Non-executive Director with effect from 14th June 2021, for a term of five years, till 13th June 2026, subject to the approval of the Shareholders at the ensuing AGM. The Company has received a notice from a member signifying his intention to propose the candidature of Mr. **Saurabh Mohta**, to the office of independent director of the company under section 160 of the Companies Act, 2013.

Further, in the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for such appointment as independent director and he is independent of the management.

It may also be mentioned that none of the other Directors (other than Mr. **Saurabh Mohta** / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution as set out at item No. 3 of the Notice.

The Board considers that his association with the Company would be beneficial and hence the Board recommends his appointment for the approval of the members of the Company by **Special Resolution**.

A brief profile of Mr. **Saurabh Mohta** is annexed to this notice.

Item No. 04 of the Notice

Regularization of Mr. Abhinav Kumar (DIN: 06687880) as an independent director

Pursuant to the provisions of section 149 & 160 of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosures Requirements), Regulations, 2015 and as recommended by Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 14th June 2021 has appointed Mr. **Abhinav Kumar (DIN: 06687880)**, as an Additional Director. He is classified as an Independent Non-executive Director with effect from 14th June 2021, for a term of five years, till



13th June 2026, subject to the approval of the Shareholders at the ensuing AGM. The Company has received a notice from a member signifying his intention to propose the candidature of Mr. **Abhinav Kumar**, to the office of independent director of the company under section 160 of the Companies Act, 2013.

Further, in the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for such appointment as independent director and he is independent of the management.

It may also be mentioned that none of the other Directors (other than Mr. **Abhinav Kumar**/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution as set out at item No. 4 of the Notice.

The Board considers that his association with the Company would be beneficial and hence the Board recommends his appointment for the approval of the members of the Company by **Special Resolution**.

A brief profile of Mr. **Abhinav Kumar** is annexed to this notice.

Item No.05 of the Notice

Appointment of Mr. Ashutosh A. Maheshwari (DIN: 00094262), Chairman of the Company, as a Whole Time Director, in the category of Key Managerial Personnel

The Board of Directors based on the recommendation of Nomination and Remuneration Committee has approved the appointment as a whole-time director in the category of Key Managerial Personnel and remuneration of **Mr. Ashutosh A. Maheshwari, in their meeting held on 31st December 2020 with effect from 1st January 2021** on remuneration of Rs. 12.00 Lacs (Rupees Twelve Lacs only) per month and receiving remuneration, benefit and amenities as whole time director of the company in accordance with the terms and conditions of appointment as set out after considering various parameters which, inter-alia, includes, the scale of operations of the Company and increased involvement for the overall growth of the Company especially in respect of real estate units, and enhancing companies value through various initiatives with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and the shareholders.

The remuneration of whole-time director Mr. Ashutosh A. Maheshwari is also subject to the approval of the members as required by the provisions of Section 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with Schedule V of the Act and Rules thereof.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Ashutosh A. Maheshwari and Mrs. Gitanjali A. Maheshwari) is concerned or interested, financially or otherwise, in this resolution as set out at item No. 5 of the notice.

The Board considers that appointment and the remuneration of Mr. Ashutosh A. Maheshwari, whole time director would be beneficial and hence the Board recommends the Special Resolution set out item no. 5 of notice for the approval of the shareholders.

Terms and conditions of appointment of Mr. Ashutosh A. Maheshwari as whole-time director of the company in the category of Key Managerial Personnel

I. Term of appointment: - 3 (Three) years with effect from 1st January, 2021

II. Salary: Basic Salary is Rs. 12.00 Lacs (Rupees Twelve Lacs only) per month.

III. Perquisites:

- 1) Leave travel allowance for self and family once in a year as per rules of the Company.
- 2) Medical expenses actually incurred by him and his family subject to maximum of one-month salary.
- 3) Club Fees.
- 4) Provision for use of car with driver for official business- personal use of the car will be billed to him.



- 5) Provision for telephone at residence (including payment of local calls and long-distance calls, mobile phone, internet and any other communication facilities.
 - 6) Medical & personal accident insurance.
 - 7) Travelling Expenses Reimbursement: Actual Travelling expenses incurred by him, will be reimbursed.
- IV. The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.
- V. Gratuity will be payable as per Rules of the Company.
- VI. Leave as per Rules of the Company including encashment of un-availed leave at the end of the tenure.
- VII. The Company shall deduct and pay to the Central Government or State Government, Income-tax, professional tax and or any other statutory dues as per the law relating to the amount as actually paid.

Minimum Remuneration

In the event in any financial year during the tenure of Mr. Ashutosh A. Maheshwari, whole time director, the company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013, the Company may pay to Mr. Ashutosh A. Maheshwari, whole time director, the remuneration as aforesaid limits.

Abstract of Terms and Conditions

This should be treated as an abstract of the terms of appointment and memorandum of interest of the respective appointees as required under Section 190 of the Act. In terms of the Schedule V of the Companies Act, 2013 the following information is given to the shareholders: -

Statement pursuant to the provisions of Part II section II (B)(iv) of Schedule V of Companies Act, 2013: -

I.	General Information:	
1.	Nature of Industry	Real Estate
2.	Date commencement of commercial production	1996
3.	Financial performance based on given indicators.	

(Rs. in Lacs)

Year ending 31st March	Revenue From Operations	Profit before Tax	Profit After Tax
2017	1027.26	279.70	181.01
2018	1160	211.57	132.84
2019	952.99	28.66	22.65
2020	948.34	42.51	(28.57)
2021	768.96	597.66	498.40

1.	Export Performance	N.A.
2.	Foreign investments or collaborators, if any	N.A.

**(Rs. in Lacs)**

II. Information about the appointee: -									
(1) Background details	He is an Industrialist and currently the Chairman and Whole - Time Director of the Company. He is a graduate and has over 27 years of experience in business of welding manufacturing and real estate.								
(2) Past remuneration	The remuneration drawn by Mr. Ashutosh A. Maheshwari during the past three years is as follows: -								
	<table border="1"><thead><tr><th>Year</th><th>Rs.</th></tr></thead><tbody><tr><td>2018-19</td><td>Nil</td></tr><tr><td>2019-20</td><td>Nil</td></tr><tr><td>2020-21</td><td>40.32 Lacs</td></tr></tbody></table>	Year	Rs.	2018-19	Nil	2019-20	Nil	2020-21	40.32 Lacs
Year	Rs.								
2018-19	Nil								
2019-20	Nil								
2020-21	40.32 Lacs								
(3) Recognition or awards	The appointee takes interest in the social and cultural activities.								
(4) Job Profile and Suitability	Mr. Ashutosh A. Maheshwari is Chairman & whole-time director & one of the Promoters of the Company, & devotes his whole time and attention to the business and management of affairs of the Company & carries out such duties & exercises such powers as assigned to him from time to time by the Board subject to superintendence, control and direction of the Board in connection with and in the best interest of the Company. His job profile consists to provide vision, guidance and direction for long term growth of the Company. It is proposed to pay consolidated remuneration to Mr. Ashutosh A. Maheshwari								
(5) Remuneration Proposed	Rs. 1.44 Crores per annum (Rupees One Crores and forty-four lacs Only) per annum by way of Salary. Considering the responsibility shouldered by him of the enhanced business								
(6) Comparative Remuneration Profile with respect to Industry, Size of Company, Profile of the position and person.	activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similar positioned Businesses. Except salary and perquisites to be received from the Company by the appointee								
(7) Pecuniary relationship directly or indirectly with the company or relationship with the Managerial Personnel, if any.	including their relatives and to receive dividend declared by the Company, if any, including amounts disclosed in the Annual Report under the related party transactions, Mr. Ashutosh A. Maheshwari do not have any pecuniary relationship directly or indirectly with the Company and has no relationship with the managerial personnel of the Company except with Mrs. Gitanjali A. Maheshwari, whole time director of the company.								

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

**Place: Indore
Date:12/08/2021**

**Navin S. Patwa
Company Secretary**