

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

EVSN: 230722009

VOTING STARTS ON	VOTING ENDS ON
Thursday, 27 th July, 2023 at 9.00 am (IST)	Saturday, 26 th August, 2023 at 5.00 pm (IST)

To Members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of **SAM INDUSTRIES LIMITED** ("the **Company**") by means of Postal Ballot, only by way of remote e-voting process ("**e-voting**"), pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, 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 5th May, 2022, and 11/2022 dated 28th December 2022 read with other relevant circulars, including clarifications circular issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed CS Manish Maheshwari, a practicing Company Secretary, (Membership No.: 5174, COP No. 3860), Proprietor of M/s. M. Maheshwari & Associates, Company Secretaries, Indore as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

As permitted under the MCA Circular, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circular, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of

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

submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circular.

Members are requested to follow the procedure as stated under the instructions for casting of votes by e-voting which is enclosed. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as its agency for providing e-voting facility to its members. Only members as on **Friday, July 21, 2023** (the "**Cut Off Date**") are entitled to vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice for information purpose only.

The Scrutinizer will submit his report, after the completion of scrutiny, to whole time director of the Company or any person authorized by him. The results of e-voting will be announced on or before **Monday, 28th August, 2023** and will be displayed on the Company's website <https://www.sam-industries.com> and will also be communicated to BSE Limited and Central Depository Services (India) Limited ("CDSL"). The Company will also display the results of the Postal Ballot at its' Registered Office.

SPECIAL BUSINESS:

Item No. 1: Ordinary Resolution for Approval of Material Related Party Transactions with M/s. Dwekam Weld-Tech Private Limited for Purchase of Land:

To consider and, if thought fit, to pass the following resolution as an 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 2023-24 which could include transaction pertaining to purchase of land by the Company from Dwekam Weld-Tech Private Limited (the Related Party) for a **value up to Rs. 12.00 Crores (Rupees Twelve 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."



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Item No. 2: Ordinary Resolution for Approval of Material Transactions with Related Party i.e. with Celestial Commercial Private Limited, Dwekam Weld-Tech Private Limited, Sam Hoteliers & Resorts Private Limited, Sam Project Developers Private Limited and Sam Spintex Private Limited for sale of unquoted shares:

To consider and, if thought fit, to pass the following resolution as an 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 2023-24 which could include transaction pertaining **to sale of unquoted shares held by the Company to M/s. Celestial Commercial Private Limited, Dwekam Weld-Tech Private Limited, Sam Hoteliers & Resorts Private Limited, Sam Project Developers Private Limited and Sam Spintex Private Limited (the Related Parties) at or above the fair market value of unquoted shares for a value up to Rs. 15.00 Crores (Rupees Fifteen 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."

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


**Navin S. Patwa
Company Secretary**



Place: Indore

Date: 22nd July 2023

Email: secretarial@sam-industries.com

Contact: Tel: 07314229717

SAM INDUSTRIES LTD.

CIN: L70102MP1994PLC041416



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NOTES:

1. Pursuant to Section 102 of the Companies Act 2013, setting out the facts concerning the business of resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. The Company is pleased to provide voting by electronic means (remote e-voting) to the Members, to enable them to cast their voted electronically on the proposed resolution. The Company has engaged the services of CDSL to provide remote e-voting facility to its members. Detailed instructions on remote e-voting forms integral part of this Notice.
3. The Postal Ballot Notice is being sent to the Members who have registered their email address with the Company/Registrar and Transfer Agent of the Company as on **cut-off date i.e. Friday, July 21, 2023**. The Postal Ballot Notice is being sent to Members by email who have registered their email addresses with their Depository Participants or with the Company's Registrar & Share Transfer Agent. The Postal Ballot Notice will be available on the Company's Website <https://www.sam-industries.com>.
4. Members whose names appear on the Registrar of Members/List of Beneficial Owners as on **Friday, July 21, 2023** will be considered for the purpose of voting through e-voting.
5. Members cannot exercise their vote by proxy on Postal Ballot.
6. In case of shares held by Companies, Trust etc. the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/Authority Letter duly certified by Authorized Signatory (ies).
7. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting forms part of this Notice.
8. **The e-voting commences on Thursday, 27th July, 2023, at (09:00 A.M. IST) and ends on Saturday, 26th August, 2023 at (05:00 P.M. IST) both days inclusive.** E-voting shall be disabled by CDSL at 05:00 P.M. on 26th August, 2023. During this period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on **Friday, July 21, 2023 ("cut-off date")**, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.



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9. Resolutions, if passed by the requisite majority, shall be deemed to have been passed as if it has been passed at a General Meeting of the Members.
10. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company during normal business hours on all working days (i.e. except Sunday and public holidays) up to the last date for receiving the assent or dissent of the Members.
11. Any query/ grievances relating to the postal ballot process may be addressed to the Company Secretary of the Company through email at secretarial@sam-industries.com.
12. The Postal Ballot Notice is also placed on the website of the company www.sam-industries.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
13. The Board has appointed CS Manish Maheshwari, Practicing Company Secretary (M. No. FCS 5174 & C.P. No. 3860) and Proprietor of M/s. M. Maheshwari & Associates, Company Secretaries, Indore as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
14. The Results of the Postal Ballot shall be placed on the website of the Company - www.sam-industries.com and on the website of CDSL immediately after the declaration of result by the Whole Time Director or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE.
15. The Company has entered into an arrangement with CDSL for facilitating remote e-voting. The instructions for Members for remote e-voting electronically are as follows:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **Thursday, 27th July, 2023, at 09:00 AM (IST) and ends on Saturday, 26th August, 2023 at 05:00 PM (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Friday, July 21, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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- (ii) 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.

- (iii) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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
Individual Shareholders holding securities in demat modewith NSDL	<ol style="list-style-type: none"> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 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.



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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.
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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

(iv) 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:



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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	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. 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) **Click on the EVSN for the relevant SAM INDUSTRIES LIMITED on which you choose to vote.**
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



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- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - 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.
 - 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.
 - 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.



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

- a. 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 Aadhaar Card) by email to Company email ID- secretarial@sam-industries.com / RTA email id compliance@ankitoneline.com
- b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- c. 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 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.



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 1

As per Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) certain prescribed procedure is to be followed by any company while approving any related party transactions. Similarly, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provides for need of shareholders' approval for any related party transactions.

However, proviso 4 to Section 188 of the Companies Act, 2013 provides that "*nothing contained in sub-section (1) of Section 188 shall apply to any transactions entered into by the Company in its ordinary course of business, other than transactions, which are not on an arm's length basis.*"

As the value of related party transactions to be done with M/s. Dwekam Weld-Tech Private Limited during financial **year 2023-24** is estimated to be more than 10% of the total turnover and / or net worth of the Company, the same is considered as material and hence approved by Board of Directors in their meeting held on **22nd July, 2023**.

Thereby the proposed related party transactions amount to **Rs. 12.00 Crores approximately**.

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts / arrangements / transaction is proposed for approval of the Shareholders of the Company by passing an ordinary resolution:



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Sl No.	Name of the Related Party	Relationship	Estimated Maximum Value of Transaction Per Annum (Rs. In Lakhs)	Nature, Material Terms/ Particulars of the Contract or arrangement
1.	Dwekam Weld-Tech Private Limited	A Company in which Director Mr. Ashutosh A. Maheshwari is interested as Director & Member in the related party Company.	Rs. 1200.00 Lakhs* (Rs. Twelve Hundred Lakhs only)	Purchase of Land situated at Village: Dakachiya, Tehsil: Sanwer, A. B. Road, Indore-453771 from Dwekam Weld-Tech Private Limited

* Plus taxes, stamp duty, registration fees and such other charges wherever applicable.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	Dwekam Weld-Tech Private Limited
Name of the Director or key managerial personnel who is related, if any	1. Ashutosh A Maheshwari and 2. Gitanjali A Maheshwari
Nature of Relationship	Mr. Ashutosh A. Maheshwari & Mrs. Gitanjali A. Maheshwari is husband & wife.
The nature, material terms, monetary value and particulars of the contract or arrangement	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	None

The above proposed contracts / arrangements / transactions were approved by the Audit Committee of the Board of Directors of the Company at their meeting held on **22nd July 2023** and recommended by the Board of Directors at its meeting held on **22nd July, 2023** to the Shareholders of the Company for their approval.



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

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during the discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including, among others, Sam Industries Limited group entities and the Directors or Key Managerial Personnel of Sam Industries Limited shall not participate or vote on this resolution.

The Board recommend passing of the resolution set out at item number 1 of this notice for approval of the Members as an ordinary resolution.

Mr. Ashutosh A Maheshwari, Chairman and Mrs. Gitanjali A Maheshwari, Whole Time Director, are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

You are requested to communicate your assent or dissent for the aforesaid proposal, in accordance with the instruction set out therein.

ITEM NO. 2

As per Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) certain prescribed procedure is to be followed by any company while approving any related party transactions. Similarly, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provides for need of shareholders' approval for any related party transactions.

However, proviso 4 to Section 188 of the Companies Act, 2013 provides that *"nothing contained in sub-section (1) of Section 188 shall apply to any transactions entered into by the Company in its ordinary course of business, other than transactions, which are not on an arm's length basis."*

As the value of related party transactions with **M/s. Celestial Commercial Private Limited, Dwekam Weld-Tech Private Limited, Sam Hoteliers & Resorts Private Limited, Sam Project Developers Private Limited and Sam Spintex Private Limited** during financial year **2023-24** estimated to be more than 10% of the total turnover and / or net worth of the



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Company, the same is considered as material and hence approved by Board of Directors in their meeting held on **22nd July 2023**. Thereby the proposed related party transactions will amount to **Rs. 15.00 Crores (approximately)**.

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts / arrangements / transaction is proposed for approval of the Shareholders of the Company by passing an ordinary resolution:

Name of the Related Party	Relationship	Estimated Maximum Value of Transaction Per Annum (Rs. In Lakhs)	Nature, Material Terms/ Particulars of the Contract or arrangement
(1) Celestial Commercial Private Limited, (2) Dwekam Weld-Tech Private Limited, (3) Sam Hoteliers & Resorts Private Limited, (4) Sam Project Developers Private Limited and (5) Sam Spintex Private Limited	Companies in which director Mr. Ashutosh A. Maheshwari is interested as director and as Member in the related parties Company. Mrs. Suman A. Maheshwari Relative of Director (Mother of Ashutosh A. Maheshwari) is a director. Mrs. Seema A. Maheshwari Relative of Director (wife of brother of Mr. Ashutosh A. Maheshwari) is a director.	Rs. 1500.00 Lakhs* (Rs. Fifteen Hundred Lakhs only)	Sale of unquoted shares held by the Sam Industries Limited

* Plus taxes, stamp duty and such other charges wherever applicable.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:



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Name of the Related Party	1) Celestial Commercial Private Limited, (2) Dwekam Weld-Tech Private Limited, (3) Sam Hoteliers & Resorts Private Limited, (4) Sam Project Developers Private Limited and (5) Sam Spintex Private Limited
Name of the Director or key managerial personnel who is related, if any	1. Ashutosh A Maheshwari and 2. Gitanjali A Maheshwari
Nature of Relationship	Mr. Ashutosh A. Maheshwari & Mrs. Gitanjali A. Maheshwari is husband & wife, & Mrs. Suman A. Maheshwari is mother of Mr. Ashutosh A. Maheshwari, which is director in above Related Party. Mrs. Seema A. Maheshwari Relative of Director (wife of brother of Mr. Ashutosh A. Maheshwari) is a director.
The nature, material terms, monetary value and particulars of the contract or arrangement	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	None

The above proposed contracts / arrangements / transactions were approved by the Audit Committee of the Board of Directors of the Company at their meeting held on **22nd July 2023** and recommended by the Board of Directors at its meeting held on **22nd July 2023** to the Shareholders of the Company for their approval.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.



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Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during the discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including, among others, Sam Industries Limited group entities and the Directors or Key Managerial Personnel of Sam Industries Limited shall not participate or vote on this resolution.

The Board recommend passing of the resolution set out at item number 2 of this notice for approval of the Members as an ordinary resolution.

Mr. Ashutosh A Maheshwari, Chairman and Mrs. Gitanjali A Maheshwari, Whole Time Director, are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

You are requested to communicate your assent or dissent for the aforesaid proposal, in accordance with the instruction set out therein.

By order of the Board of Directors
For Sam Industries Limited



Navin S. Patwa
Company Secretary



Place: Indore

Date: 22nd July 2023

Email: secretarial@sam-industries.com

Contact: Tel: 07314229717