

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

28/08/2023

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

ISIN: INE653D01012, BSE Code: 532005

Dear Sir/Madam,

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

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

This is in continuation to our letter dated 25th July, 2023 regarding submission of Postal Ballot Notice seeking approval of shareholders of the company by way of Ordinary Resolutions for:

1. Approval of Material Related Party Transactions with Dwekam Weld-tech Private Limited for Purchase of Land.
2. Approval of Material Related Party Transactions with Celestial Commercial Private Limited, Dwekam Weld-tech Private Limited, Sam Hoteliers & Resorts Private Limited, Sam Project Developers Private Limited, Sam Spintex Private Limited for sale of unquoted shares held by the Sam Industries Limited.

The above resolution was placed through Postal Ballot and was passed with requisite Majority and deemed to be passed on the last day of e- voting period i.e. 26th August, 2023. In this regard, please find enclosed herewith:

1. Scrutinizer's Report dated 28th August, 2023.

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

Request you to kindly take the same on record.

For Sam Industries Limited


Navin Patwa
Company Secretary

Encl: as above





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

Scrutinizer's Report

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

To,
The Chairman
SAM INDUSTRIES LIMITED
CIN : L70102MP1994PLC041416
Village Dakachiya, A. B. Road.
Tehsil: Sanwer, Dakachiya
Indore MP 453771 IN

Dear Sir,

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

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

I am pleased to present the report on the Postal Ballot process through remote e-voting conducted by SAM INDUSTRIES LIMITED ("the Company") seeking consent of its Members for the Ordinary Resolution as contained in the Notice of the Postal Ballot dated 22nd July, 2023.

1. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations,



General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020 and General Circular No. 39/ 2020 dated December 31, 2020 including General Circular No. 10/2021 dated June 23, 2021 and 20/2021 dated 8 December, 2021 and 3/2022 dated 5 May, 2022, and 11/2022 dated 28th December 2022 (collectively referred to as 'MCA Circulars), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by COVID- 19" issued by the Ministry of Corporate Affairs, Government of India;

2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Postal Ballot through electronic means on the Resolutions contained in the Postal Ballot notice dated July 22nd 2023.
3. Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer report of the votes cast "in favour" or "against" the resolution, based on the postal ballot forms submitted by the shareholders through e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e - voting facilities, engaged by the company for extending the facility of electronic voting to the Shareholders of the Company.
4. The notice along with statement setting out material facts under Section 102 of the Companies Act, 2013 dated 22nd July, 2023 was sent to the shareholders by email at their registered email addresses whose names appear in the register of Members/list of Beneficial owners as received from NSDL and CDSL as on 21st July 2023.
5. In terms of the aforesaid notice, Members were required to convey their assent or dissent, as the case maybe, through e-voting on the e-voting platform provided by Central Depository Services (India) Limited ("CDSL"), from Thursday, 27th July, 2023 (9:00 a.m. IST onwards) to Saturday 26th August, 2023 (up to 5:00 p.m. IST).
6. As confirmed by the Company, the company has issued a public Advertisement for notice to the members of the company in two Newspapers namely "Free Press, in English" and "Chautha Sansar in Hindi" dated July 26, 2023.
7. The votes cast through electronic means received up to 5:00 pm (IST) on Saturday 26th August, 2023 being last time and date fixed by the company for receipt of the votes cast through electronic means were considered for my scrutiny;
8. The votes cast through electronic means received upto 5.00 pm (IST) on Saturday 26th August, 2023 were unblocked on 26th August, 2023, in the presence of 2 witnesses, Ms. Kratika Thakur and Ms. Vrinda Gilda, who are not in employment of the Company.



Kratika Thakur



Vrinda Gilda

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

Sr. No.	Particulars	No. of Postal ballot Forms/e-voting options	No. of shares
(a)	1. Total postal Ballot forms received	0	0
	2. Total E-voting options received	35	87,01,568
	Total (1+2)	35	87,01,568
(b)	Less: Invalid postal ballot forms	0	0
(c)	1. Net valid postal Ballot forms (As per register)	0	0
	2. Net E-voting options	35	87,01,568
	Total (1+2)	35	87,01,568

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

Sr. No	Particulars	Type of Resolution	Votes in favour (In no.)	Votes In favour (In %)	Votes casted Against (In no.)	Votes casted Against (In %)
1.	Approval of Material Transactions with Related Party M/s. Dwekam Weld-Tech Private Limited for Purchase of Land	Ordinary	16,21,713	98.19	29,855	1.81
2.	Approval of Material Transactions with Related Party i.e. Celestial Commercial Private Limited, Dwekam Weld-Tech Private Limited, Sam Hoteliers and Resorts Private Limited, Sam Project Developers Private Limited and Sam Spintex Private Limited for sale of unquoted shares:	Ordinary	16,21,713	98.19	29,855	1.81

*70,50,000 number of votes were not taken into count as they belong to promoters and their relatives who are interested in above transaction.



11. All relevant records of electronic voting received will remain in our safe custody until the Chairman considers, approve and signs the minutes and the same shall be handed over thereafter to the Company Secretary for safe keeping.
12. **Restriction of Use:** This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed at the website of the Company. This report is not to be used for any other purpose or to be distributed to any other person. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.
13. **Result:** The Resolution has requisite majority of votes, the resolution may be considered to have been passed. The Chairman accordingly declares the result of voting.

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



Manish Maheshwari

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

Date : 28th August 2023
Place : Indore
UDIN : F005174E000875978