



### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2015 as amended]

To,  
The Chairman,  
SAM INDUSTRIES LIMITED  
CIN: L70102MP1994PLC041416  
VILLAGE DAKACHIYA, A. B. ROAD. TEHSIL  
SANWER, DAKACHIYA INDORE MP 453771

Dear Sir,

**Ref.** 22<sup>nd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Sam Industries Limited held on the Wednesday, September 28, 2016 At 04:00 P.M. At Village Dakachiya, Tehsil Sanwer, A. B. Road, Indore (MP).

**Subject:** Passing of Resolution(s) through remote electronic voting and Poll at the venue of the AGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44(3) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

1. I, **Manish Maheshwari**, Practicing Company Secretary, appointed by the Board of Directors of **SAM INDUSTRIES LIMITED** ("the Company") as a Scrutinizer for the purpose of conducting the E-voting process and Poll at venue of the AGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44(3) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, on the below mentioned resolution(s), passed at the 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of the Company held on the **Wednesday, September 28, 2016 At 04:00 P.M. at Village Dakachiya, Tehsil Sanwer, A. B. Road Indore (MP).**
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the 22<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company. Our responsibility as a Scrutinizer for the E-voting process and Poll restricted



to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by Central Depository Service (India) Limited(CDSL), the authorized agency to provide the E-voting facilities, engaged by the Company.

3. Further to the above, We submit our report as under:

- i. The Company has availed E-voting facility offered by Central Depository Service (India) Limited (CDSL), for conducting E-voting by the shareholders of the Company.
- ii. The Members of the Company as on the "Cut Off" date i.e. **21<sup>st</sup> September 2016** were entitled to vote on the resolutions (Items Number 1 to 7 as set out in Notice of 22<sup>nd</sup> AGM of the Company).
- iii. The voting period for E-voting commenced on **25<sup>th</sup> September, 2016 (09.00 AM) and ends on 27<sup>th</sup> September, 2016 (05.00PM)** and the CDSL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses Ms. Shruti Agrawal and Ms. Priya Nagori, who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.
- iv. The Chairman of the Company had suomotto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Company arranged the facility to vote for Poll at the venue of the AGM. The Poll voting was reconciled with the records maintained by the RTA of the Company and the authorizations/proxies lodged with the company. Thereafter, we as a Scrutinizer duly compiled the details of the e-voting carried out by the Members together with the Poll done at the venue of the AGM.

**The results of the e-voting with that of the voting conduct at venue of the AGM by way of Poll are as under:**

Details	E-voting	Voting by Poll at the AGM	Total Voting
<b>Number of members who cast their votes</b>	12	8	20
<b>Total Number of Shares held by them</b>	73,68,649	20,87,229	94,55,878
<b>Valid Votes</b>	As per details provided under each one of the Resolution(s) mentioned hereunder.		
<b>Abstained/ Invalid Votes</b>	NIL		





**ITEM NO. 1 - ORDINARY RESOLUTION**

Adoption of Audited Balance Sheet and Statement of Profit & Loss Account for the year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	73,68,649	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	20,87,229	100.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>94,55,878</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**ITEM NO. 2 - ORDINARY RESOLUTION**

Re-Appointment a Director in place of Mrs. Gitanjali A. Maheshwari (DIN: 00094596) who retires by rotation and being eligible offer herself for re-appointment

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	73,68,649	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	20,87,229	100.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>94,55,878</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**ITEM NO. 3 - ORDINARY RESOLUTION**

Ratification for Re-Appointment of Auditors M/s M. Mehta & Co. and fixing their remuneration



Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	73,68,649	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	20,87,229	100.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>94,55,878</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

#### **ITEM NO.4 - SPECIAL RESOLUTION**

**Re-Appointment of Mr. Santosh Muchhal (DIN: 00645172) as an Independent Director**

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	73,68,649	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	20,87,229	100.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>94,55,878</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

#### **ITEM NO.5 - SPECIAL RESOLUTION**

**Re-Appointment of Mr. Yogendra Vyas (DIN: 06603344) as an Independent Director**

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	73,68,649	100.00	0.00	0.00	0.00





Voting by Poll at the Venue	20,87,229	100.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>94,55,878</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

#### **ITEM NO.6 - SPECIAL RESOLUTION**

**Re-Appointment of Mr. Ritesh Kumar Neema (DIN: 03086671) as an Independent Director**

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	73,68,649	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	20,87,229	100.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>94,55,878</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

#### **ITEM NO.7 - SPECIAL RESOLUTION**

**Approval to deliver document through a particular mode as may be sought by the member**

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	73,68,649	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	20,87,229	100.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>94,55,878</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>



4. We hereby confirm that we are maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through e- voting. The electronic data and all other relevant records relating to e- voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approve and signs the minutes of the AGM.

*Shruti*

Ms. Shruti Agrawal

*Priya*

Ms. Priya Nagori

Thanking you,  
Yours Faithfully,

*Manish Maheshwari*

Scrutinizer

Name: Manish Maheshwari  
Practicing Company Secretary  
FCS: 5174; CP: 3860



Place: Indore

Date: 29.09.2016