



Consolidated Scrutinizer's Report

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

To,
The Chairman,
Sam Industries Limited
CIN: L15143MH1994PLC164344
401, Dalamal Chambers
29, New Marine Lines
Mumbai 400020 (Maharashtra)

Dear Sir,

Ref. 21st Annual General Meeting (AGM) of the Equity Shareholders of Sam Industries Limited held on the Wednesday, 28th October, 2015 at 12.30 P.M. at the Confederation of Indian Industry, CII Naoroji Godrej Centre of Excellence, Godrej Station side Colony, Opposite Railway Station, Vikhroli (East), Mumbai – 400 079, Maharashtra.

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) Amendment Rules, 2015 and Clause 35B of the Listing Agreement.

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) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, on the below mentioned resolution(s), passed at the 21st Annual General Meeting of the Equity Shareholders of the Company held on the Wednesday, 28th October, 2015 at 12.30 P.M. at the Confederation of Indian Industry, CII Naoroji Godrej Centre of Excellence, Godrej Station side Colony, Opposite Railway Station, Vikhroli (East), Mumbai – 400 079, Maharashtra.
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 21st Annual General Meeting (AGM) of the members of



the Company. My 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 Services (India) Limited (CDSL), the authorized agency to provide the E-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:

- i. The Company has availed E-voting facility offered by Central Depository Services (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. 21st October 2015 were entitled to vote on the resolutions (Items Number 1 to 4 as set out in Notice of 21st AGM of the Company).
- iii. The voting period for E-voting commenced on Sunday, 25th October 2015, 9.00 A.M. and ends on Tuesday, 27th October, 2015, 05.00 P. M. 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 Mr. Yash Gupta, 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 suo - motto 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 lodged with the company. Thereafter, I 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
Number of members who cast their votes	15	18	33
Total Number of Shares held by them	89,83,475	781	89,84,256
Valid Votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained/ Invalid Votes	NIL		



ITEM NO. 1 - ORDINARY RESOLUTION

Adoption of Audited Balance Sheet and Statement of Profit & Loss Account for the year ended March 31, 2015 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	89,83,475	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	781	100.00	0.00	0.00	0.00
TOTAL	89,84,256	100.00	0.00	0.00	0.00

ITEM NO. 2 - ORDINARY RESOLUTION

Appointment a Director in place of Mr. Ashutosh Maheshwari (DIN: 00094262) who retires by rotation and being eligible offer him-self 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	89,83,475	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	781	100.00	0.00	0.00	0.00
TOTAL	89,84,256	100.00	0.00	0.00	0.00

Item no. 3 - Ordinary Resolution

Appointment of Auditors 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	89,83,475	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	781	100.00	0.00	0.00	0.00
TOTAL	89,84,256	100.00	0.00	0.00	0.00




Item no. 4 - Ordinary Resolution

Appointment of Mr. Kishore Kale (DIN: 01743556) as Director of the Company

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained / Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	89,83,475	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	781	100.00	0.00	0.00	0.00
TOTAL	89,84,256	100.00	0.00	0.00	0.00

4. I hereby confirm that I am 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 Director / Company Secretary for preserving safely after the Chairman considers, approve and signs the minutes of the AGM.

Conclusion: All the resolutions stands passed with requisite majority under Remote E-voting combined with Poll at 21st Annual General Meeting held on Wednesday 28th October, 2015.


Shruti Agrawal


Yash Gupta

Thanking you,
Yours Faithfully,



Scrutinizer

Name: Manish Maheshwari

Practicing Company Secretary

FCS: 5174; CP: 3860



Place: Indore

Date: 29.10.2015