

# 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.samindustriesltd.com](http://www.samindustriesltd.com), Email: [secretarial@samindustriesltd.com](mailto:secretarial@samindustriesltd.com)

28/05/2025

To

The Secretary,  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

Dear Sir

**Sub. Submission of Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2025 under Regulation 24A SEBI (LODR) Reg. 15**

**Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019**

**BSE Scrip Code 532005**

**ISIN: INE653D01012**

1. Please find enclosed herewith Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, received from M. Maheshwari & Associates, Practicing Company Secretaries and Secretarial Auditor of the Company for the financial year ended 31<sup>st</sup> March, 2025.
2. We request you to take the same on record.

Thanking you.

Yours faithfully,

**For Sam Industries Limited**

**Navin S. Patwa**

**Company Secretary**

Encl: as above



***M. Maheshwari & Associates***

*Company Secretaries*

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8-B South Tukoganj, Indore - 452001

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***Manish Maheshwari***

M.Com, LLB, F.C.S

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF SAM INDUSTRIES LIMITED FOR THE  
YEAR ENDED MARCH 31, 2025**

To  
The Board of Directors  
**SAM INDUSTRIES LIMITED**  
**CIN: L70102MP1994PLC041416**  
Village Dakachiya, A. B. Road.  
Tehsil: Sanwer, Dakachiya Indore (MP) - 453771 IN

Sir/Madam

We, M/s. M. Maheshwari & Associates, Practicing Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanations provided by **M/s. Sam Industries Limited** ("the listed entity") and its management,
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity <https://samindustriesltd.com>
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this Report, for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
  - i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines, issued thereunder; and
  - ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, and guidelines, issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.



- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/returns under:

- a) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

And circulars/ guidelines issued thereunder;

and Based on the above examination, we hereby report that, during the Review Period,



I (a)

The listed entity has majorly complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder **except** in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
						NIL				



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Details of violations/deviations and Actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	There was a 1-day delay in filing the Disclosure of Related Party Transactions for the half-year ended September 30, 2023, with BSE. The Company has since paid the fine levied by BSE.	The Company delayed by 1 day in filing the half-yearly related party transactions disclosure, as mandated by Regulation 23(9) of the SEBI (LODR) Regulations, 2015	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	A fine of ₹5,900 was imposed by BSE for the delay.	The Company has paid the fine of ₹5,900 imposed by BSE on 20 <sup>th</sup> December 2023.	The matter stands closed.





II. We hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	Nil
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of the board of directors / Committees, as may be applicable to the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes	Nil
3.	<p><b><u>Maintenance and disclosures on the Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	Nil



4.	<b><u>Disqualification of Director:</u></b> None of the Directors of the Listed Entity are disqualified under Section 164 of the Companies Act, 2013.	Yes	Nil
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Listed entity does not have any Material subsidiary or any other subsidiaries.
6.	<b><u>Preservation of Documents:</u></b> The company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	<b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	Nil



9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions were taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. (or)  The actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Nil
12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	No	No resignation during the period under review.
13.	<b><u>Additional Non-compliances, if any:</u></b>  No additional non-compliance was observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil





We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. **Not Applicable**

**Assumptions & limitations of scope and review:**

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based on our examination of relevant documents and information.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity. This is neither an audit nor an expression of opinion.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**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 : 27<sup>th</sup> May 2025  
Place: Indore  
UDIN : F005174G000451895