

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, Email: secretarial@samindustriesltd.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014) each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time.

Dear Members,

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of Sam Industries Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically, 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 May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), and Circular SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ('SEBI') and 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(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

SPECIAL BUSINESS

Item No. 1:

1. To approve the appointment of Mr. Rajendra Kumar Pasari (DIN: 01508154) as a Whole-time Director of the Company

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To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for the appointment of Mr. Rajendra Kumar Pasari (DIN: 01508154) as a Whole-time Director of the Company, who was appointed as an Additional Director of the Company with effect from May 12, 2025, for a period of 3 (three) years, liable to retire by rotation, on the terms and conditions including remuneration as set out in the statement annexed to this Postal Ballot Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

FURTHER RESOLVED THAT in the event in any financial year during the tenure of Mr. Rajendra Kumar Pasari, Whole Time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to Mr. Rajendra Kumar Pasari, the remuneration in accordance with the limits approved as per terms and conditions of the appointment, subject to approvals, if any, which may be required under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2:

2. **Material Related Party Transactions with M/s. Dwekam Marketing Private Limited, Sam Farms & Foods Private Limited and Sam Hoteliers & Resorts Private Limited for sale of unquoted shares:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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"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 2025-26 which could include transaction pertaining to sale of unquoted shares of D&H Secheron Infrastructure Private Limited held by the Company to M/s. Dwekam Marketing Private Limited, Sam Farms & Foods Private Limited and Sam Hoteliers & Resorts Private Limited (or any other Related Parties) at or above the fair market value of unquoted shares for a value up to Rs. 3.00 Crores (Rupees Three 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
For Sam Industries Limited**

**Navin S. Patwa
Company Secretary**

Indore

11th July, 2025

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NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as **on Friday, July 4, 2025 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

3. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.

4. This Postal Ballot Notice will also be available on the Company’s website at <https://samindustriesltd.com> and websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of CDSL at <https://www.evotingindia.com>.

5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting **Form ISR-1** (available on the website of the Company at <https://samindustriesltd.com> duly filled and signed along with requisite supporting documents to RTA i.e. **M/s. Ankit Consultancy Private Limited at 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010.**

6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

7. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity shares capital of the Company as on the Cut-Off Date.

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8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“**SEBI Master Circular**”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. The e-voting period commences at 9:00 a.m. (IST) on Sunday, July 13, 2025 and ends at 5:00 p.m. (IST) on Monday, August 11, 2025.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

10. 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 e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizers’ decision on the validity of the votes cast in the Postal Ballot shall be final.

11. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him.

The results of e-voting will be announced **on or before Wednesday, August 13, 2025**, and will be displayed on the Company’s website at <https://samindustriesltd.com> and the website of CDSL at <https://www.evotingindia.com>.

The results will simultaneously be communicated to the Stock Exchange and will also be displayed at the registered office of the Company.

12. The resolutions, if approved, shall be deemed to have been passed on the last **date of e-voting i.e., Monday, August 11, 2025.**

13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to secretarial@samindustriesltd.com mentioning his / her / its folio number / DP ID and Client ID.

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14. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY:

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, **13th July, 2025 at 9:00 AM** and ends on **Monday, 11th August, 2025 at 5:00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Friday, 4th July, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

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Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL /NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.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. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsdl.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 re-directed 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.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp 5) You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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 period.</p>

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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 toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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	<p>Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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)	<p>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.</p> <ul style="list-style-type: none">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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN i.e. for the relevant Company Name i.e. **Sam Industries Limited** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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@samindustriesltd.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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1. 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 Aadhar Card) by email to Company/RTA email id **i.e. Investor@ankitonline.com**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

3. 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 toll free no. 1800 21 09911

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 at toll free no. 1800 21 09911.

As per the provisions of Section 72 of the Act and SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.

4. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

- a. Form ISR – 3: For opting out of nomination by shareholder(s)
- b. Form SH - 14: For cancellation or variation to the existing nomination of the shareholder(s)

5. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 28th December 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login>.

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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 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

The Board of Directors of the Company, at its meeting held on May 12, 2025, subject to the approval of members, appointed Mr. Rajendra Kumar Pasari (DIN: 01508154) as a Whole-time Director, for a period of 3 (three) years, with effect from May 12, 2025, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board (“NRC Committee”).

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), approval of members for appointment of a person on the Board of Directors shall be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Even though Mr. Rajendra Kumar Pasari will hold office as an Additional Director upto the date of the ensuing 31st Annual General Meeting, in view of the aforesaid provision of the Listing Regulations, the appointment of Mr. Rajendra Kumar Pasari as a Director and Whole Time Director is put up for the consideration for approval of the Members by way of a Postal Ballot.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Rajendra Kumar Pasari (DIN: 01508154) are as under:

(a) Salary, Perquisites and Allowances per annum:

Salary, Perquisites and Allowances shall be in the range of **Rs. 9.0 Lacs (Rupees Nine Lacs) per annum**. Annual increments shall be as determined by the NRC Committee.

The perquisites and allowances shall include reimbursement of expenses and / or the said perquisites and allowances shall be determined, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment(s) thereof and in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

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(b) Contribution to provident fund, superannuation or annuity fund, gratuity, etc.

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the salary, perquisites and allowances under (a) above.

(c,) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging during business trips and provision of car(s) for use on Company's business shall be reimbursed at actuals and not considered as perquisites.

Mr. Rajendra Kumar Pasari shall be entitled to medical reimbursement as per the policy of the Company for senior managerial executives.

(d) General:

i. The Whole-time Director shall perform such duties as shall from time to time be entrusted to him by the Board / Chairman, subject to superintendence, guidance and control of the Chairman / Board.

ii. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

iii. The Whole-time Director shall adhere to the Company's Code of Conduct.

iv. The office of the Whole-time Director may be terminated by the Company or by him by giving 3 (three) months' prior notice in writing.

Mr. Rajendra Kumar Pasari satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written Memorandum setting out the terms of appointment of Mr. Rajendra Kumar Pasari under Section 190 of the Act.

Mr. Rajendra Kumar Pasari is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

Details of Mr. Rajendra Kumar Pasari pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “**Annexure**” to this Postal Ballot Notice.

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Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

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.”*

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. All Material Related Party Transactions shall require prior approval of the members, even if the transactions are in the ordinary course of business and at an arm's length basis.

As the value of related party transactions with M/s. Dwekam Marketing Private Limited, Sam Farms & Foods Private Limited and Sam Hoteliers & Resorts Private Limited (or any other related party) during financial year 2025-26 estimated to be more than 10% of the total turnover of the Company, the same is considered as material and hence approved by Audit Committee & Board of Directors in their meeting held on 11th July 2025. Thereby the proposed related party transactions will amount to Rs. 3.00 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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The maximum annual value of the proposed transactions with Related Party as mentioned in the table hereunder, has been estimated based on the prevailing market prices in the current financial year. Members may please note that the Company has been undertaking such transactions of similar nature in the previous financial years with Related Party, in the ordinary course of business and on an arm's length basis. During the current financial year, the Company has obtained the requisite approval from the Audit Committee as per the requirements of the applicable laws.

Considering the quantum of transactions and the extended framework for related party transactions under the amended SEBI Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations read with SEBI Master Circular dated 11th November 2024 is as under:

Information pursuant to SEBI Circulars:

Sr. No.	Description	Details
Details of summary of information provided by the management to the Audit Committee		
1	Name of related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Dwekam Marketing Private Limited in which Mrs. Gitanjali A. Maheshwari & Mr. Rajendra Kumar Pasari are directors</p> <p>Sam Farms & Foods Private Limited is a promoter group company and holds 7.09% equity shares of the Company as on 30th June, 2025 &</p> <p>Sam Hoteliers & Resorts Private Limited is a promoter group company and holds 2.71% equity shares of the Company as on 30th June, 2025.</p>
2	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	<p>1. Mr. Ashutosh A Maheshwari is the promoter shareholder of Dwekam Marketing Private Limited, Sam Farms & Foods Private Limited and Sam Hoteliers & Resorts Private Limited</p> <p>2. Mrs. Gitanjali A Maheshwari is director of Dwekam Marketing Private Limited and Sam Farms & Foods Private Limited and</p>

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		<p>3. Mr. Rajendra Kumar Pasari is director of Dwekam Marketing Private Limited</p> <p>4. Mrs. Seema A. Maheshwari is a relative of a promoter, is a director of Sam Hoteliers & Resorts Private Limited.</p> <p>Related KMPs: Nil</p>
3	Type, Material Terms and particulars of the contracts and arrangements	Sam Industries Limited proposed to Sell its unquoted equity shares in D&H Secheron Infrastructure Private Limited at a price not less than the fair market value.
4	Value of Transactions	value up to Rs. 3.00 Crores
5	Any advance paid or received for the contract or arrangement, if any	NIL
6	Tenure of the transactions	during the FY 2025-2026
7	Percentage of the Company's Annual Consolidated Turnover for the immediately preceding financial year (i.e. FY 2024-2025)	22.00% (approximate)
8	Justification of Transaction	For liquidity purposes, Sam Industries Limited to Disinvest its unquoted equity shares in D&H Secheron Infrastructure Private Limited a promoter group company, through a sale within the group.
9	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i. details of the source of funds in connection with the proposed transaction	Not applicable
	ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and – tenure	

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	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable	
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.		
10	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail ID of the Shareholder.	Valuation report of unquoted shares is available	
11	Transaction undertaken during previous financial years	Amount (In `Lakhs)	
	Particulars	FY 2024-2025	FY 2023- 2024
	Sale of unquoted shares	1.55	1151.05
12	Any other information that may be relevant	All important information forms part of the Statement setting out material facts, pursuant to Section 102 (1) of the Companies Act, 2013 forming part of this Notice.	

The Company has in place a requisite process for approval of Material Related Party Transactions and on Dealing with Related Parties. As per the process, necessary details for the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality and dealing with Related Party Transactions and as required under SEBI Circulars.

The Related Party Transactions placed for Members approval shall also be reviewed / monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members.

The existing / proposed transactions shall not, in any manner, be detrimental to the interest of members and are in the best interest of the Company and its Members. The Members may please note that in terms of provisions of the SEBI Listing Regulations, **none** of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution at Item No. 2 of this Notice.

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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 11th July, 2025 and recommended by the Board of Directors at its meeting held on 11th July, 2025 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.

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, Mrs. Gitanjali A Maheshwari, and Mr. Rajendra Kumar Pasari, 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
For Sam Industries Limited**

**Navin S. Patwa
Company Secretary**

Indore
11th July, 2025
Email: secretarial@samindustriesltd.com
Tel: 07314229717

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“Annexure” to this Postal Ballot Notice

Details of Mr. Rajendra Kumar Pasari pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

No.	Particulars	Description
1	Name	Rajendra Kumar Pasari
2	DIN	01508154
3	Date of Birth / Age	29.10.1958 (66 years)
4	Qualification	Bachelor's degree in commerce
5	Experience (including expertise in specific functional area) / Brief Resume	Mr. Rajendra Kumar Pasari is having more than 30 years' work experience in the field of finance, accounts, real estate and commercial matters.
6	Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
7	Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Rs. Seven Lacs only
8	Date of first appointment on the Board	12 th May, 2025 as an Additional Director by the Board
9	Proposed Term	3 years i.e. 12 th May 2025 to 11 th May 2028
10	Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Mr. Rajendra Kumar Pasari holds 500 (five hundred) equity shares of the Company.
11	Remuneration proposed to be paid	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
12	Relationship with other Directors / Key Managerial Personnel	Mr. Rajendra Kumar Pasari does not have relation either financially or otherwise with any of the existing Directors/ Key Managerial Personnel of the Company.
13	Directorships of other Boards as on date of Postal Ballot Notice	D And H Secheron Impex Private Limited D&H Secheron Commercial Private Limited D&H Secheron Commodity Private Limited Dwekam Marketing Private Limited Indore Aromatics Private limited Sam Real Infrastructure Private Limited Gaurang Metals Private limited
14	Membership/ Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil

**By Order of the Board
For Sam Industries Limited**

**Navin S. Patwa
Company Secretary**

Indore

11th July 2025

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