

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

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

20/08/2025

Scrip Code – 532005

Subject – **Certified True Copy of the Minutes of Resolution(s) passed by way of Postal Ballot through remote e-voting process.**

Dear Sirs,

1. With reference to the captioned subject, please find enclosed the Certified True Copy of Minutes of resolutions passed by way of Postal Ballot through remote e-voting process.
2. The results of the Postal Ballot were announced vide our earlier intimation dated 13th August, 2025.
3. Kindly take this intimation on your record.

Thanking You.

Yours Faithfully,

For Sam Industries Limited



Navin Patwa
Company Secretary



Encl: as above

CERTIFIED TRUE COPY OF THE MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (THROUGH REMOTE E-VOTING PROCESS), BY MEMBERS OF SAM INDUSTRIES LIMITED ON MONDAY, 11TH DAY OF AUGUST, 2025, AND RESULTS OF WHICH WERE DECLARED ON WEDNESDAY, 13TH DAY OF AUGUST, 2025 IN COMPLIANCE OF MCA CIRCULARS & ALONG WITH OTHER PROVISIONS OF THE ACT AND RULES WERE DULY COMPLIED.

1. The Chairman informed that the Board of Directors of the Company at its Board Meeting held on 11th day of July, 2025 seek the consent of the members of the Company by way of Ordinary Resolution through the Postal Ballot remote e-voting process for regularization of director and Material Related Party Transactions with the Company for sale of unquoted investment of the company, pursuant to Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various circulars issued by Ministry of Corporate Affairs ("MCA") i.e. General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated 5 May, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated 28 September, 2020, 39/2020 dated 31 December, 2020, 10/2021 dated 23 June, 2021, 20/2021 dated 8 December, 2021, 3/2022 dated 5th May, 2022, and 11/2022 dated 28th December 2022, 9/2023 dated September 25, 2023 read with other relevant circulars, including General Circular No. 9/2024 dated September 19, 2024 (collectively referred to as MCA circulars) in relation to clarifications on passing of ordinary and special resolution passed by the Companies under the Companies Act, 2023 and rules made thereunder on account of threat posed by Covid-19 issued by the Ministry of Corporate Affairs Government of India.

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2. The Board of Directors seek approval of the Members on the following special business, as set out in the notice of the Postal Ballot dated 11th day of July, 2025:

Sr. No	Particulars	Type of Resolution
1.	To approve the appointment of Mr. Rajendra Kumar Pasari (DIN: 01508154) as a Whole-time Director of the Company	Ordinary
2.	Approval of 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 held by the Sam Industries Limited	Ordinary

3. The Board appointed Mr. Manish Maheshwari, Practicing Company Secretary (Membership No. ACS 5174 and CP No. 3860), Indore as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner.
4. The Company had provided remote e-voting facility to its Members through Central Depository Services (India) Limited ("CDSL").
5. The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on 13th August, 2025. Based on the report, the ordinary resolution set out in the postal ballot notice dated 11th July, 2025, have been passed with requisite majority. The results of Postal Ballot through remote e-voting were declared on Wednesday, 13th August, 2025, by Chairman and Whole Time Director of the Company.
6. The summary of the Scrutinizer's Report is as under:
- 6.1 The Postal Ballot Notice together with explanatory statement, dated 11th July 2025 was sent only through email, to those Members whose names appeared in the Register of Members or in the Register of Beneficial

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Owners maintained by Depositories as on Cut-off Date i.e., Friday, 4th July, 2025 and whose e-mail addresses were registered with the Company/ Depositories on the said date.

- 6.2. The remote e-voting period commenced on Sunday, 13th day of July, 2025, at (09:00 A.M. IST) and ends on Monday, 11th day of August, 2025 at (05:00 P.M. IST), both days inclusive.
- 6.3. Post conclusion of the remote e-voting period on 11th day of August, 2025, based on the analysis of votes, the Scrutinizer submitted his report dated 13th day of August, 2025 addressed to the Chairman of the Company in the prescribed format. Based on the Report, the resolutions set out in the Postal Ballot Notice were passed with requisite majority on 11th day of August, 2025.
- 6.4. The results were declared on 13th day of August, 2025, simultaneously intimated to Stock Exchange(s) i.e. BSE Limited and uploaded on website of the Company on the same day.
- 6.5. The details of voting on the resolutions as per the Scrutinizer's Report are as under:

Item No. 1:

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

Nature of Resolution – 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

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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."

The Result of voting through Postal Ballot by remote e-voting was as follows:

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 the appointment of Mr. Rajendra Kumar Pasari (DIN: 01508154) as a Whole-time Director of the Company	Ordinary	69,37,891	99.99%	1005	0.01%

Item No. 2:

Approval of 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:

Nature of Resolution – Ordinary Resolution

"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."

The Result of voting through Postal Ballot by remote e-voting was as follows: *

Sr. No	Particulars	Type of Resolution	Votes in favour (In no.)	Votes In favour (In %)	Votes casted Against (In no.)	Votes casted Against (In %)
2.	Approval of 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.	Ordinary	16,16,493*	100%	5	0.00

* The related parties' votes are excluded from this resolution.

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7. **Passing of Resolutions:**

The Chairman noted the results of Remote E-Voting as stated above and it was declared and recorded that all the ordinary resolutions as set out in the Postal Ballot Notice dated 11th day of July, 2025 were deemed to be duly passed on the last date of remote e-voting i.e., Monday, 11th day of August, 2025 with the requisite majority.

S/d

Ashutosh A. Maheshwari
Chairman

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