



# **SAM INDUSTRIES LIMITED**

**25<sup>th</sup>**  
**ANNUAL REPORT**  
**2018-2019**



**BOARD OF DIRECTORS**

Mr. Ashutosh A. Maheshwari, Chairman  
Mrs. Gitanjali A. Maheshwari, Whole time Director  
Mr. Kishore Kale, Whole time Director  
Mr. Ritesh Kumar Neema, Independent Director  
Mr. Yogendra Vyas, Independent Director  
Mr. Devraj Singh Badgara, Independent Director

**CHIEF FINANCIAL OFFICER**

Mr. Gopal Prasad Shrivastava

**COMPANY SECRETARY**

Mr. Navin S. Patwa

**AUDITORS**

M/s. Manoj Khatri & Company,  
Chartered Accountants  
218, Silver Sanchura Castle,  
7-8, R. N. T. Marg, Indore – 452001

**SECRETARIAL AUDITOR**

M. Maheshwari & Associates  
301, Shalimar Corporate Centre,  
8-B, South Tukoganj,  
Indore -452001

**BANKERS**

Indian Overseas Bank  
IDBI Bank  
Union Bank of India

**REGISTRAR & TRANSFER AGENT**

M/s. Ankit Consultancy Pvt. Ltd.,  
Plot No. 60, Electronic Complex,  
Pardeshipura, Indore – 452010 (M. P.)

**Registered Office**

Village: Dakachiya, A. B. Road, Tehsil: Sanwer,  
District – Indore – 453771 – M. P., India

Website: [www.sam-industries.com](http://www.sam-industries.com)  
Email: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com)

**NOTICE**

To,  
The Member(s),  
Sam Industries Limited

Notice is hereby given that the 25th Annual General Meeting (AGM) of the Members of Sam Industries Limited will be held on Saturday, 28th September, 2019 at 4:00 P.M. at the Registered Office of the Company at Village: Dakachiya Tehsil: Sanwer, A. B. Road - Indore - 453771 – Madhya Pradesh, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 including Audited Balance Sheet as at 31st March, 2019 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2019 and the Cash Flow Statement for the year ended on that date together with the Board's Reports and Auditors' Report thereon, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2019 including Audited Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss Account for the year ended on 31st March, 2019 and the Cash Flow Statement for the year ended on that date together with the Board's Reports and Auditors' Report thereon be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Ashutosh A. Maheshwari who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment and to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** Mr. Ashutosh A. Maheshwari (DIN: 00094262), Director of the Company, who retires by rotation at this 25th Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and he shall be liable to retire by rotation."

**SPECIAL BUSINESS:**

3. **Re-Appointment of Mrs. Gitanjali A. Maheshwari, Whole Time Director of the Company**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V thereto, and pursuant to the recommendation of Nomination & Remuneration Committee of Directors and approval by the Board of Directors at their respective meetings held on 13th August 2019, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mrs. Gitanjali A. Maheshwari (DIN:00094596) as a Whole time Director of the Company for the period of 5 (five) years effective from 14th August, 2019 upto 13th August, 2024 and her receiving remuneration, benefit and amenities as whole time director of the company in accordance with the terms and conditions as set out in item no. 3 of the Explanatory Statement appended below and specially approved, with powers to the Board of Directors and / or the Nomination & Remuneration Committee of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits as mentioned in item no. 3 of the explanatory statement, notwithstanding that such remuneration may exceed the limits specified under section 197 and Schedule V of the Act in any financial year during her tenure.

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Mrs. Gitanjali A. Maheshwari, 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 Mrs. Gitanjali A. Maheshwari, the remuneration in accordance with the limits approved as per item no. 3 of explanatory statement, subject to approvals, if any, which may be required under the Act;



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

#### **4. Appointment of Mr. Kishore Kale as a Whole Time Director of the Company**

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V thereto, and pursuant to the recommendation of Nomination & Remuneration Committee of Directors and approval by the Board of Directors at their respective meetings held on 13th August 2019, approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Kishore K. Kale (DIN: 01743556) as a Whole time Director of the Company for the period of 5 (five) years effective from 14th August, 2019 upto 13th August, 2024 and his receiving remuneration, benefit and amenities as whole time director of the company in accordance with the terms and conditions as set out in item no. 4 of the Explanatory Statement appended below and specially approved, with powers to the Board of Directors and / or the Nomination & Remuneration Committee of Directors to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as they deem fit in such manner and within the limits as mentioned in item no. 4 of the explanatory statement, notwithstanding that such remuneration may exceed the limits specified under section 197 and Schedule V of the Act in any financial year during his tenure.

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of Mr. Kishore K. Kale, 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. Kishore K. Kale, the remuneration in accordance with the limits approved as per item no. 4 of explanatory statement, subject to approvals, if any, which may be required under the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

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

**Place: Indore  
Date: 13/08/2019**

**Navin S. Patwa  
Company Secretary**

#### **EXPLANATORY STATEMENT**

The following explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying notice of the 25th Annual General Meeting (AGM).

##### **Item No 3**

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors re-appointed Mrs. Gitanjali A. Maheshwari (holding DIN: 00094596) as Whole-time Director of the Company effective from 14th August, 2019 upto 13th August 2024, for a period of 5 (five) years subject to approval of the shareholders at the ensuing Annual General Meeting.

The main terms and conditions of her re-appointment are furnished below:

- I. Term of appointment: - 5 (Five) years with effect from August 14, 2019



- II. Salary: Basic Salary is Rs. 120.00 Lacs (Rupees One hundred and twenty lacs only) per annum.
- III. Perquisites:
  - 1) Leave travel allowance for self and family once in a year as per rules of the Company.
  - 2) Medical expenses actually incurred by her and her family subject to maximum of one month salary.
  - 3) Club Fees.
  - 4) Provision for use of car with driver for official business- personal use of the car will be billed to her.
  - 5) Provision for telephone at residence (including payment of local calls and long distance calls, mobile phone, internet and any other communication facilities.)
  - 6) Medical & personal accident insurance.
  - 7) Travelling Expenses Reimbursement: Actual Travelling expenses incurred by her will be reimbursed.
- IV. The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.
- V. Gratuity will be payable as per Rules of the Company.
- VI. Leave as per Rules of the Company including encashment of un-availed leave at the end of the tenure.
- VII. The Company shall deduct and pay to the Central Government or State Government, Income-tax, professional tax and or any other statutory dues as per the law relating to the amount as actually paid.

#### **Minimum Remuneration**

In the event in any financial year during the tenure of the Mrs. Gitanjali A. Maheshwari, whole time director, the company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013, the Company may pay to Mrs. Gitanjali A. Maheshwari, whole time director, the remuneration as aforesaid limits.

Mrs. Gitanjali A. Maheshwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as whole time director of the Company.

The Board accordingly recommends the special resolution as item no. 3 of this notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mrs. Gitanjali A. Maheshwari (the appointee) and Mr. Ashutosh A. Maheshwari, Chairman of the Company, is in any way concerned or interested, financially or otherwise in the aforementioned resolution.

#### **Item No 4**

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Kishore K. Kale (holding DIN: 01743556) as Whole-time Director of the Company effective from 14th August, 2019 upto 13th August 2024 for a period of 5 (five) years subject to approval of the shareholders at the ensuing Annual General Meeting.

The main terms and conditions of his appointment as whole time director are furnished below:

- I. Term of appointment: - 5 (Five) years with effect from August 14, 2019
- II. Salary: Basic Salary is Rs. 7,80,000/- (Rupees Seven Lakhs Eighty Thousand only) per annum.
- III. Travelling Expenses Reimbursement: Actual Travelling expenses incurred by him will be reimbursed.
- IV. The Company shall deduct and pay to the Central Government or State Government, Income-tax, professional tax and or any other statutory dues as per the law relating to the amount as actually paid.

**Minimum Remuneration**

In the event in any financial year during the tenure of the Mr. Kishore K. Kale, whole time director, the company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013, the Company may pay to Mr. Kishore K. Kale, whole time director, the remuneration as aforesaid limits.

Mr. Kishore K. Kale is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as whole time director of the Company.

The Board accordingly recommends the special resolution as item no. 4 of this notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Kishore K. Kale (the appointee) of the Company, is in any way concerned or interested, financially or otherwise in the aforementioned resolution.

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

**Place: Indore  
Date:13/08/2019**

**Navin S. Patwa  
Company Secretary**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special businesses set out in the notice is annexed hereto and forms part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF/ITSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy form has been provided in the Annual Report.

Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of this meeting .

Members/ Proxies should bring their attendance slip duly filled in order to attend the meeting.

A person can act as proxy on behalf of members not-exceeding 50 (fifty) and holding in aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights.

A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Appointing a proxy does not prevent a member from attending the meeting in person or shareholder.

3. The Register of Members and Share Transfer Register of the Company will remain closed from **Sunday, 22nd September, 2019 to Saturday, 28th September, 2019** (both days inclusive)
4. Shareholders desiring any information regarding the accounts are requested to inform the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.
5. Shareholders are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as copies of the Report will not be distributed again at the Meeting, in view of the increasing cost of Annual Report.



6. Members / Proxies should bring the Attendance Slip sent herewith duly filled in and handover the same at the entrance after affixing their signature for attending the Meeting.
7. In case of joint holders attending the meeting, the members whose name appears as first holder in the order of name will be entitled to vote.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices etc. from the Company electronically.
9. SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hence as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment Vide Notification No. SEBI/LAD-NRO / GN /2018-49 dated 30th November 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. With the said change coming into effect from 1st April 2019. Equity shares of the company are eligible for transfer only in Dematerialized form. Therefore the Shareholders are requested to take action to dematerialize the Equity Shares held in the Company promptly. On or after 1st April, 2019, no request for transfer of shares in physical form can be processed by the Company / RTA.
10. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report 2018-19 is being sent through electronic mode to all the members whose email addresses (IDs) are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical (hard) copy of the report. For members who have not registered their email address, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
11. With a view to conserving natural resources and using them responsibly, we request shareholders to register / update their email address with their Depository Participants(s) to enable the company to send communication electronically.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their self-attested PAN details to M/s Ankit Consultancy P. Ltd., if not submitted already.
13. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company's website at [www.sam-industries.com](http://www.sam-industries.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours (11.00 A.M. to 1.00 P.M.) on all working days except Saturday and Sunday up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com).
14. The relevant details as required by Regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of person seeking appointment / re-appointment as Directors under item nos. 2, 3 & 4 of the notice, are also annexed.
15. Members desirous of getting any information about the accounts of the company are requested to write to the company at least seven working days prior to the date of AGM so that the information can be kept ready at the meeting.





16. M/s Manoj Khatri & Company, Chartered accountants (Firm Regd. No. 011546C) were appointed as statutory auditor of the company at their 23rd AGM held on 29th September 2017 to hold office up to the conclusion of 28th AGM to be held in the calendar year 2022. In line with the amendment of Section 139(1) of the Act, vide notification dated May 7, 2018 as issued by Ministry of Corporate Affairs, New Delhi the requirements for ratification of appointment of auditors at every annual general meeting is done away with. Accordingly, no resolution is proposed for ratification of appointment of auditors.
17. Voting through electronic means In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Listing Regulations, the Company is pleased to provide members' facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for members voting electronically are as under:-**

- (i) The voting period begins from Wednesday, 25th September, 2019 at 9:00 A. M. and ends on Friday, 27th September, 2019 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (i.e. record date) i.e. Saturday, 21st September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted in any earlier voting of any other company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit 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"><li>Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</li><li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Bank Details of <b>OR</b> 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"><li>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 as mentioned in instruction (iv).</li></ul>





**NOTE: Please keep the sequence number in safe custody for future e-voting.**

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 can also be used by the demat holders for voting of resolutions of any other company on which they are eligible to vote, provided that company opts for Remote 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.
- (x) For Members holding shares in physical form, the details can be used only for Remote e-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Sam Industries Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details they have to create 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.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date on Saturday, 21st September, 2019.**
19. Mr. Manish Maheshwari, proprietor of M/s M. Maheshwari & Associates, Company Secretaries (Membership No. FCS 5174, CP No. 3860) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
20. The Chairman shall, at the end of the discussion on the resolutions on which voting is to be held at the AGM, allow the use of ballot paper for all those Members who are present at the AGM and who have not cast their votes by availing the Remote e-voting facility.
21. The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, will first count the votes casted at the meeting, thereafter unblock the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make, not later than forty eight hours (48) of conclusion of meeting a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
22. The results declared along with the report of the scrutinizer will be placed on the website of the Company viz. [www.sam-industries.com](http://www.sam-industries.com) and website of CDSL immediately after the results are declared by the Chairman or a person authorized by him and will simultaneously be communicated to the BSE Limited, the Stock Exchange on which the securities of the Company are listed.
23. This Notice has been placed on the website of the company i.e. [www.sam-industries.com](http://www.sam-industries.com) and also on the website of CDSL .
24. Members please note that no gifts shall be distributed at the meeting.
25. The Results of voting will be declared within 48 hours from the conclusion of the AGM
26. Pursuant to Section 107 of the Act read with Rule 20 the Companies (Management and Administration) Rules, 2014, there will not be any voting by show of hands on any of the agenda items at the Meeting and the company will conducted polling at the meeting.

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

**Place: Indore  
Date:13/08/2019**

**Navin S. Patwa  
Company Secretary**