



# **SAM INDUSTRIES LIMITED**

**21<sup>st</sup>  
Annual Report  
2014 - 2015**

**BOARD OF DIRECTORS**

Mr. Ashutosh A. Maheshwari, Chairman  
Mrs. Gitanjali A. Maheshwari, Whole time Director (w.e.f. 14.08.2014)  
Mr. Kishore Kale, Additional Director (w.e.f. 13.11.2014)  
Mr. Santosh Muchhal, Independent Director  
Mr. Ritesh Kumar Neema, Independent Director  
Mr. Yogendra Vyas, Independent Director

**CHIEF FINANCIAL OFFICER**

Mr. Gopal Prasad Shrivastava

**COMPANY SECRETARY**

Mr. Navin S. Patwa

**AUDITORS**

**M/s. M. Mehta & Company,**  
Chartered Accountants  
**11/5, South Tukoganj,**  
**Nath Mandir Road, Indore-452001**

**SECRETARIAL AUDITOR**

M. Maheshwari & Associates  
202-C, Kanchan Sagar, 18/1, Old Palasia,  
A. B. Road, Indore - 452 001

**BANKERS**

Indian Overseas Bank  
IDBI Bank

**REGISTRAR & TRANSFER AGENT**

M/s. Ankit Consultancy Pvt. Ltd.,  
Plot No. 60, Electronic Complex,  
Pardeshipura  
Indore - 452010 (Madhya Pradesh)

**REGISTERED OFFICE**

401, Dalamal Chambers, 4<sup>th</sup> Floor,  
29, New Marine Lines,  
Mumbai - 400020  
Phone : 022-40409191

**CIN : L15143MH1994PLC164344**

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

**NOTICE**

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of Sam Industries Limited, will be held at Confederation of Indian Industry, CII Naoroji Godrej Centre of Excellence, Godrej Station-side Colony, Opp Railway Station, Vikhroli (East), Mumbai – 400 079 at 12:30 P. M. on Wednesday, the 28<sup>th</sup> day of October 2015 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, 2015 including Audited Balance Sheet as at 31<sup>st</sup> March 2015 and audited Statement of Profit & Loss Account for the year ended on 31<sup>st</sup> March 2015, together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashutosh A. Maheshwari (DIN: 00094262), who retires by rotation and being eligible has offered himself for re-appointment
3. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:-**

**“RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof), and pursuant to the recommendations of the Audit Committee of the Board of Directors, the retiring auditors, Messrs M. Mehta & Company, Chartered Accountants (Registration No. 000957C), Indore, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 23<sup>rd</sup> Annual General Meeting to be held in the year 2017, subject to rectification of their re-appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013 on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

**SPECIAL BUSINESS :**

4. To Appoint Mr. Kishore Kale (DIN: 01743556) as director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Ordinary Resolution:-**

**“RESOLVED THAT** in accordance with the provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Kishore Kale (DIN: 01743556), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 13<sup>th</sup> November 2014 effective from 13<sup>th</sup> November 2014, who holds office up to the date of this Annual General Meeting, as per provisions of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement by rotation.

**FURTHER RESOLVED THAT** the Board of Directors, be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

Place: Indore

Date: 28/09/2015

**Navin S. Patwa  
Company Secretary**

**NOTES:**

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective the proxy form fully completed and signed and should be deposited at the registered office of the company not less than 48 hours before the time fixed for the commencement of the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 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 if he wishes.

2. The Register of Members and Share Transfer Register of the Company will remain closed from **Wednesday, the 21<sup>st</sup> day of October 2015 to Wednesday, the 28<sup>th</sup> day of October 2015** (both days inclusive).



3. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the annual General Meeting to enable the Management to keep the information ready.
4. 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
5. Members/Proxies should bring the Attendance Slip sent herewith duly filled in and handover at the entrance after affixing their signature for attending the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
7. 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.
8. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company in Form SH-13.
9. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
10. The Ministry of Corporate Affairs (vide circular Nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively, has undertaken a Green initiative in 'Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by representing / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Transfer Agent.
11. Members may also note that the Notice of the 21<sup>st</sup> Annual General Meeting and the Annual Report for the year 2014-15 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)
12. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 4 above, is annexed hereto. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges of person seeking appointment / re-appointment as Directors under item nos. 2 & 4 of the notice, are also annexed.

13. **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, the Company is pleased to provide members' facility to exercise their right to vote at the 21<sup>st</sup> 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 on 25<sup>th</sup> October, 2015 (9:00 A.M.) and ends on 27<sup>th</sup> October, 2015 (5:00 P.M). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21<sup>st</sup> October, 2015, may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The Remote 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) The shareholders should log on to the Remote e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) 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. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 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 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.
- (xi) For Members holding shares in physical form, the details can be used only for Remote e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Sam Industries Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.



**(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 Remote e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and Remote 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).

**Other Instructions –**

- 1) 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 of 21<sup>st</sup> October 2015.
- 2) Mr. Manish Maheshwari, proprietor 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.
- 3) The Chairman shall, at the end of the discussion on the resolutions on which voting is to be held at the AGM, allow by use of ballot paper for all those Members who are present at the AGM and have not cast their votes by availing the Remote e-voting facility.
- 4) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, 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 favour or against, if any, to the Chairman or a person authorized him in writing who shall countersign the same.
- 5) 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 communicated to the Stock Exchanges on which the securities of the Company are listed.
- 6) 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.
- 7) Members please note that no gifts shall be distributed at the meeting.

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

**Navin S. Patwa  
Company Secretary**

**Place: Indore  
Date:28/09/2015**



As required by section 102(1) of the Companies act, 2013, the following Explanatory Statements set out all material facts relating to the special business in accompanied notice.

**ITEM NO. 4**

The Board of Directors of the Company has appointed Mr. Kishore Kale as an additional Director as per Article 115 of the Articles of Association of the Company w. e .f. 13<sup>th</sup> November, 2014, and In terms of the Provisions of Section 161(1) of the Companies Act, 2013 he holds office up to the date of this ensuring Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr. Kishore Kale for the office of the Director of the Company.

Mr. Kishore 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 Director.

Brief resume and nature of expertise of the aforesaid whole time director is given below:

Mr. Kishore Kale is having diploma in Mechanical. He is also Director of M/s Dwekam Electrodes Private Limited; he is having more than 35 year experiance in manufacturing welding conusmabales. He brings with his, experience in diverse areas including Business Development, Human Resource Management, Training & Development, General Administration and Corporate Communications.

Mr. Kishore Kale is interested in the resolution set out respectively at Item No. 4 of the Notice with regards to his appointment. And none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item No.4 of the Notice for approval by the members.

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

**Navin S. Patwa  
Company Secretary**

**Place: Indore**

**Date:28/09/2015**

**Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting  
(In pursuance of Clause 49(IV) (G) (i) of the Listing Agreement)**

<b>Name of Director</b>	<b>Mr. Ashutosh A. Maheshwari</b>	<b>Mr. Kishore Kale</b>
Date of Birth	23 <sup>rd</sup> April, 1973	3 <sup>rd</sup> September, 1953
Date of Appointment	17 <sup>th</sup> February ,1994	13 <sup>th</sup> November, 2014
Expertise in specific functional area	Entrepreneurship & Strategic Planner of the company	Manufacturing of Welding Conumable
Qualification	Commerce Graduate	Diploma (Mechanical)
List of outside Directorship held in Public Limited Company	None	None
Chairman / Member of the Committee of the Board of Directors of the Company	None	Member of stake holders Relationship Committee
Other information	Chairman of the Company Eq. Shares held: 8877	Shares held: NIL



**REPORT OF THE BOARD OF DIRECTORS**

To the Members,

Your Directors have pleasure in presenting the 21<sup>st</sup> Annual Report together with the Audited Statement of accounts of your Company for the year ended 31<sup>st</sup> March 2015:

**1. FINANCIAL HIGHLIGHTS:**

(Rs. in Lacs)

Particulars	2014-2015	2013-2014
Sales & Other Income	767.52	950.15
Total Expenditure	651.48	650.62
Earning Before Finance Cost, Tax, Exceptional Items, Depreciation and Amortization Expenses	116.04	299.54
<u>Less:</u> Financial Costs	0.51	3.41
Depreciation and Amortization Expenses	68.80	124.91
Exceptional Items	99.45	10.77
Profit Before Extra-Ordinary Items & Tax	(52.72)	160.45
Less: Current Tax	50.68	90.00
Deferred Tax	(5.55)	(95.19)
Profit (Loss) for the year	(97.85)	165.65
Basic & Diluted Earnings Per Equity Share of Face Value of Rs.10 each	(0.88)	1.49

**2. DIVIDEND**

The Board of Directors has decided not to declare Dividend for the year ended 31<sup>st</sup> March 2015.

**3. PERFORMANCE**

**Company's Overall Performance**

During the year under review, your Company has received income from operations amounting to **Rs.767.52 Lacs** as compared to Rs. Rs.950.15 Lacs in the previous year. Your Company has incurred losses after taxes are of **Rs. 97.85 Lacs** as compared to profit of Rs. 165.65 Lacs in the previous year.

**Segment wise Performance**

**Soya Division**

The Company has discontinued soya business activity for Refined Oil & Soya Products at its plants located at Village Dakachya, Tehsil Sanwer, District Indore and company had closed its soya division in financial year 2012-13.

The revenue of your Company's Soya Division Rs. 6.61 Lacs as against Rs. 18.30 Lacs in the previous year and incurred losses Rs.134.08 Lacs as against Rs. 159.13 Lacs during the previous year.

The revenue of the soya division comprises mainly of Profit on Sale of Fixed Assets of the division and loss is attributable mainly to Loss on Sale of fixed assets, diminution on fixed assets and other administrative expenses.

**Welding Division**

During the year under review, the revenue of your Company's Welding Division was Rs. 534.33 Lacs as against Rs. 611.16 Lacs in the previous year and incurred losses of Rs. 24.46 Lacs during this period as against profit of Rs. 111.16 Lacs during the previous year.



**Real Estate Division**

During the year under review, the revenue of your Company's Real Estate Division was Rs. 118.53 Lacs as against Rs. 219.33 Lacs in the previous year and earned profit of Rs.75.03 Lacs during this period in comparison to a profit of Rs. 145.21 Lacs during the previous year.

**Investment Division**

As per segment reporting requirements, your company has identified a segment i.e. Investment division and all the activities relating to investment in shares and loans etc. are carried in its investment division. During the year under review your company has earned income of Rs. 94.55 Lacs in comparison to a profit of Rs. 84.36 Lacs in the previous year.

**4. MANAGEMENT DISCUSSIONS AND ANALYSIS****Outlook**

Your Company has three distinct businesses viz. Welding Electrodes, Real Estate and Investment division. The modus operandi of these three businesses is different in terms of the nature of the products, customers profile, challenges and growth avenues.

**Welding Industry Scenario:**

In view of the growing industrialization and expenditure on infrastructure, we expect a buoyant demand for welding materials in India.

**Real Estate:**

The Real Estate scenario is very encouraging in Indore and Dewas.

**5. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES**

The Company has no Subsidiaries, Joint Venture and any Associate Company. The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link: <http://www.sam-industries.com> .

**6. INTERNAL FINANCIAL CONTROL SYSTEM**

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company has a well placed, proper and adequate internal control system, which ensures, that the efficiency and profitability of operations, the reliability of information, adhering to rules regulations, that all assets are safeguarded and protected, and that the transactions are authorized, recorded and reported regularly and correctly.

**7. FIXED DEPOSIT**

Your Company has not accepted any public deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year 2014-15.

**8. DIRECTORS****APPOINTMENT:**

Your Board had appointed Mrs. Gitanjali A. Maheshwari (DIN: 00094596) on 14<sup>th</sup> August 2014 as an additional director in the company and in the AGM held on 29<sup>th</sup> Septmeber 2014 member approved her appointment in category of promoter and whole time director of the Company.

Your Board had appointed Mr. Kishore Kale (DIN: 01743556) on 13<sup>th</sup> November 2014 as an additional director of the Company and he shall hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Mr. Kishore Kale for appointment as a Director.



In accordance with Section 152 of the Companies Act, 2013, Mr. Ashutosh A. Maheshwari will retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

**RESIGNATION:**

Mr. Bhanu Prakash Inani, Independent Director of the Company had resigned and his resignation was accepted on 14<sup>th</sup> August 2014. The Board appreciates his valuable support and guidance to the Company during the tenure of his Directorship.

Mr. Anil Maloo, Executive Director of the Company had resigned and his resignation was accepted wef 1<sup>st</sup> December 2014. The Board appreciates his valuable support and guidance to the Company during the tenure of his Directorship.

**9. AUDITORS**

Messrs M. Mehta & Company, Chartered Accountants, (**Firm Reg. No. 000957C**) who are the statutory auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and being eligible have consented and offered them-selves for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint Messrs M. Mehta & Company, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of 23<sup>rd</sup> AGM to be held in the year 2017, subject to the ratification of their appointment at every AGM. You are requested to consider their re-appointment.

**10. AUDITORS REPORT**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**11. CORPORATE GOVERNANCE**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organizations brand and reputation. The new Companies Act, 2013 and amended Listing Agreement have strengthened the governance regime in the country. The Company is in compliance with the governance requirements provided under the new law and had proactively adopted many provisions of the new law, ahead of time. The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI.

Your Company has complied with the requirements of corporate governance as per clause 49 of the Listing Agreements with the Stock Exchanges. A detailed report on Corporate Governance is annexed to this Annual Report. A certificate from the Statutory Auditors of the Company regarding compliance of conditions of corporate governance has been obtained and is enclosed with this Report.

A Certificate of the Whole time Director, appointed in terms of Companies Act, 2013 and CFO of the Company in terms of sub-clause IX of Clause 49 of Equity Listing Agreement, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

**12. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of section 134(3)(c) of the Companies Act, 2013, your Directors state that –

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, had been followed and there are no material departures from the same;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit and loss of the Company for the year ended on that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



- d) the directors had prepared the annual accounts on a 'going concern' basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as Annexure to this Report.

**14. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments provided by the Company under Section 186 of the Act as at the end of the Financial Year 2014-15 are disclosed in the Note to the Financial Statement attached with the Board Report.

**15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**16. KEY MANAGERIAL PERSONNEL**

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Ashutosh A. Maheshwari, Chairman (DIN:00094262)

Mrs. Gitanjali A. Maheshwari, Whole time Director (DIN: 00094596) (w.e.f. 14.08.2014)

Mr. Gopal Prasad Shrivastava, Chief Financial Officer (w.e.f. 14.08.2014)

Mr. Navin S. Patwa, Company Secretary

**17. NUMBER OF MEETINGS OF THE BOARD**

The details of the number of Board and Audit Committee meetings of the Company are set out in the Corporate Governance Report which forms part of this Report.

**18. DISCLOSURE BY INDEPENDENT DIRECTORS**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**19. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under, the Company has not formulated an internal policy on aforesaid Act during the year, since there were no women employee.

**20. EXTRACT OF ANNUAL RETURN**

In accordance with the provisions of Section 134 (3) (a) of the Companies Act, 2013, the extract of Annual Return as on March 31, 2015 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as Annexure and forms part of this Report.

**21. AUDIT COMMITTEE**

The Audit Committee as on March 31, 2015 comprises Mr. Santosh Muchhal, Independent Director, Mr. Ritesh Kumar Neema, Independent Director and Mr. Yogendra Vyas, Independent Director Further, all recommendations of Audit Committee were accepted by the Board of Directors.

**22. VIGIL MECHANISM**

The Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them.

**23. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

During the financial year 2014-15, the Company has entered into transactions with related parties as defined under Section 2 (76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued there under and Clause 49 of the Listing Agreement. During the financial year 2014-15, there were no transactions with related parties which qualify as material transactions under the Listing Agreement.

In line with the requirements of the Companies Act, 2013 and Equity Listing Agreement, the Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [www.sam-industries.com](http://www.sam-industries.com). The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

**24. CORPORATE SOCIAL RESPONSIBILITY:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

**25. INDUSTRIAL RELATIONS**

Relation between the Management and its employees has been cordial. Your Directors place on record their appreciation of the efficient and loyal services rendered by the employees of the Company at all levels.

**26. DISCLOUSER RELATING TO REMUNERATION OF DIRECTORS:**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement in the said rules is given below:

Gitanjali A. Maheshwari, whole time Director: Remuneration in Rs. 37.50 Lacs.

**27. RISK MANAGEMENT**

Company has properly analyzed and identified the key business risk area and a Risk Mitigation process. Company had extensively exercised at regular intervals to identify, evaluate, manage and monitor all business Risk. Company has also framed an elaborate Risk Management policy.

**28. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR.**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

**29. TRANSFER TO RESERVES:**

The Board do not proposes to transfer any amount to reserves.



**30. SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Manish Maheshwari, Practicing Company Secretary to conduct the Secretarial Audit of the Company. The Secretarial Auditor reported that *the Company has not filed Form MGT-14 dated 31<sup>st</sup> Janaury 2015 regarding appointment of Internal Auditor under section 138 of the Companies Act, 2013.*

*The Board of Directors will take necessary action for submission the same.*

**31. ANNUAL EVALUATION OF BOARD'S PERFORMANACE**

In accordance with the provisions of schedule IV of the company Act, 2013, a separate meeting of the independent Directors was held on 14<sup>th</sup> February, 2015. Without the attendance of Non independent Directors and Members of the Management the committee has reviewed the performance and effectiveness of the Board of in the meeting as a whole for the Financial Year 2014-2015.

**32. ACKNOWLEDGEMENT**

The Directors wish to convey their appreciation for the co-operation received from Your Company's bankers and various Government agencies. The Directors also wish to thank the Shareholders, Employees, Customers and Suppliers for their support and co-operation.

**For and on behalf of the Board of Directors**  
**Ashutosh A. Maheshwari**  
**Chairman**  
**DIN: 00094262**

Indore, 28<sup>th</sup> September, 2015

**ANNEXURE**

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts Rules, 2014]

**(A) Conservation of energy**

S.No.	Particulars	
i)	the steps taken or impact on con servation of energy;	All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
ii)	the steps taken by the company for utilising alternate sources of energy;	NA
iii)	the capital investment on energy conservation equipments	NIL

**(B) Technology absorption**

(i)	the efforts made towards technology absorption	Updation of in house Technology is a Continuous process of absorption implemented in our Industry & Technology developed in house, This is fully absorbed for development in the existing product and new models.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	The Company has been able to successfully indigenize the toolings to a large extent. Increased efficiency, better performance and wider product range.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	NIL
(a)	the details of technology imported	NA
(b)	the year of import	NA
(c)	whether the technology been fully absorbed	NA
(d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
(iv)	the expenditure incurred on Research and Development	NIL

**(C) Foreign exchange earnings and Outgo**

	2014-15	2013-14
The Foreign Exchange earned in terms of actual inflows during the year; and	Nil	Nil
The Foreign Exchange outgo during the year in terms of actual outflows.	Nil	Nil

**AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To,  
The Members,  
Sam Industries Ltd.

We have examined the compliance of conditions of Corporate Governance by Sam Industries Ltd. for the year ended 31st March, 2015 as stipulated in Clauses 49 of the Listing Agreement with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the directors and management, we certify that the company has complied with the conditions of Corporate Governance applicable as aforesaid.

We further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted its affairs.

**FOR, M. MEHTA & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGN NO. 000957C**

Place: Indore  
Date: 14<sup>th</sup> August, 2015

**CA PR BANDI**  
**PARTNER**  
**M.NO. 016402**  
**FIRM REG. NO 000957C**



**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**  
**Under Clause 49 (IX) of the Listing Agreement**

To,

**The Board of Directors,  
Sam Industries Limited  
Mumbai -400020**

We, the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of Sam Industries Limited ('the Company') to the best of our knowledge and belief certify that:

- A We have reviewed the financial statements and cash flow statement for the financial year ended 31<sup>st</sup> March, 2015 and based on our knowledge and belief, we state that:
1. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- B We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- C We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of conduct as adopted by the Company.
- D We are responsible for establishing and maintaining internal controls for financial reporting and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.
- E We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- 1 significant changes, if any, in internal control over financial reporting during the year;
  - 2 significant changes, if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - 3 Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**Place: Indore  
Date: 28/05/2015**

**Gopal P. Shrivastava  
Chief Financial Officer**

**Gitanjali A. Maheshwari  
Whole Time Director  
DIN : 00094596**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**Sam Industries Limited**

CIN: L15143MH1994PLC164344  
401, Dalamal Chambers,  
29, New Marine Lines,  
Mumbai- 400020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sam Industries Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Sam Industries Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> **March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- i. The Companies Act, 2013 and The Companies Act, 1956 (to the extent applicable)(the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable as the Company has not any ESOP Scheme;**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable as the Company has not issue any debt securities;**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;





- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable**;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1999- **Not applicable as the Company has not bought back/propose to buyback any of its securities during the financial year under review.**
- vi Other laws applicable to the Company as per the representation made by the Management;
  - 1. Factories Act, 1948
  - 2. The Payment of Wages Act, 1936
  - 3. The Minimum Wages Act, 1948
  - 4. Employees' State Insurance Act, 1948
  - 5. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
  - 6. The Payment of Bonus Act, 1965
  - 7. The Payment of Gratuity Act, 1972
  - 8. The Contract Labour (Regulation & Abolition) Act, 1970
  - 9. The Maternity Benefit Act, 1961
  - 10. The Child Labour (Prohibition & Regulation) Act, 1986
  - 11. The Industrial Employment (Standing Order) Act, 1946
  - 12. The Employees' Compensation Act, 1923
  - 13. The Apprentices Act, 1961
  - 14. Equal Remuneration Act, 1976
  - 15. Water (Prevention and Control of Pollution) Act, 1974;
  - 16. Air (Prevention and Control of Pollution) Act, 1981
  - 17. Environment (Protection) Act, 1986
  - 18. The Legal Metrology Act, 2009
  - 19. The Negotiable Instrument Act, 1881

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India- **Not applicable during the audit period.**
- (ii) The Listing Agreements entered into by the Company with Exchanges.  
**During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below-**

***The Company has not filed Form MGT-14 dated 31<sup>st</sup> January 2015 regarding appointment of internal Auditor under section 138 of the Companies Act, 2013***

We further report that

We rely on Statutory Auditor's Report in relation to the financial statements and accuracy of financial figures for Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under Financial Statements, Accounting Standard 18 and note on foreign currency transactions during our audit period.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period the Company has no specific events / actions that having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard, etc.

**For M Maheshwari & Associates**  
**Company Secretaries**  
**Manish Maheshwari**  
**FCS 5174, C.P. No.3860**

Date : 25<sup>th</sup> September, 2015  
Place : Indore

Date : 25<sup>th</sup> September, 2015

To,  
**The Members,**  
**Sam Industries Limited**  
CIN: L15143MH1994PLC164344  
401, Dalamal Chambers,  
29, New Marine Lines,  
Mumbai- 400020

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliances of laws, rules, regulations and happening of events etc.
5. The compliances of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**For M. Maheshwari & Associates**  
**Company Secretaries**

**Manish Maheshwari**  
**FCS-5174**  
**CP-3860**



**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L15143MH1994PLC164344
2	Registration Date	17.02.1994
3	Name of the Company	SAM INDUSTRIES LIMITED
4	Category/Sub-category of the Company	Company Limited By Share Indian Non Government Company
5	Address of the Registered office & contact details	401, Dalamal Chambers 29, New Marine Lines, MUMBAI Maharashtra-400020
6	Whether listed company	BSE Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore - 452010 (Madhya Pradesh)

<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services the Product/service	NIC Code of the company	% to total turnover
1	Sale of Services (Lease Rent)	68100	69.91%
2	Sale of (Traded Goods) Real Estate (Plot)	68100	14.92%

<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of sharesheld	Applicable Section
1	SAM EXIM LIMITED 402, Dalamal Chambers 29, New Marine Lines, MUMBAI Maharashtra-400020	U51900MH1987PLC042267	Holding Company	57.61	2(87)(ii)

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1- 04-2014]				No. of Shares held at the end of the year[As on 31-03-2015]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	38,299		38,299	0.35%	38,299		38,299	0.35%	0.00%
b) Central Govt	-		-	0.00%	-		-	0.00%	0.00%
c) State Govt(s)	-		-	0.00%	-		-	0.00%	0.00%
d) Bodies Corp.	7,353,500		7,353,500	66.32%	7,353,500		7,353,500	66.32%	0.00%
e) Banks / FI	-		-	0.00%	-		-	0.00%	0.00%
f) Any other	-		-	0.00%	-		-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>7,391,799</b>		<b>7,391,799</b>	<b>66.66%</b>	<b>7,391,799</b>		<b>7,391,799</b>	<b>66.66%</b>	<b>0.00%</b>



Category of Shareholders	No. of Shares held at the beginning of the year[As on 1- 04-2014]				No. of Shares held at the end of the year[As on 31-03-2015]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	<b>7,391,799</b>	-	<b>7,391,799</b>	<b>66.66%</b>	<b>7,391,799</b>	-	<b>7,391,799</b>	<b>66.66%</b>	<b>0.00%</b>
<b>B. Public</b>									
<b>Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	59,000	-	59,000	0.53%	59,000	-	59,000	0.53%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>59,000</b>	-	<b>59,000</b>	<b>0.53%</b>	<b>59,000</b>	-	<b>59,000</b>	<b>0.53%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.				0.00%				0.00%	0.00%
i) Indian	2,788,863	3,000	2,791,863	25.18%	2,774,838	3,000	2,777,838	25.05%	-0.13%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	268,700	309,335	578,035	5.21%	285,085	304,235	589,320	5.31%	0.10%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	231,863	35,400	267,263	2.41%	231,863	35,400	267,263	2.41%	0.00%
c) Others (specify)									
Non Resident Indians	510		510	0.00%	3250		3,250	0.03%	0.02%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>3,289,936</b>	<b>347,735</b>	<b>3,637,671</b>	<b>32.81%</b>	<b>3,295,036</b>	<b>342,635</b>	<b>3,637,671</b>	<b>32.81%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	<b>3,348,936</b>	<b>347,735</b>	<b>3,696,671</b>	<b>33.34%</b>	<b>3,354,036</b>	<b>342,635</b>	<b>3,696,671</b>	<b>33.34%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00%		-	-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>10,740,735</b>	<b>347,735</b>	<b>11,088,470</b>	<b>100.00%</b>	<b>10,745,835</b>	<b>342,635</b>	<b>11,088,470</b>	<b>100.00%</b>	<b>0.00%</b>



**(ii) Shareholding of Promoter**

S. No.	Shareholder's Name	Shareholding at the beginning of the year on 1st April 2014			Share holding at the end of the year 31st March 2015			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	A H MAHESHWARI (HUF)	20,000	0.18%	-	20,000	0.18%	-	0.00%
2	ASHUTOSH ASHOKKUMAR MAHESHWARI	7,010	0.06%	-	7,010	0.06%	-	0.00%
3	GITANJALI A MAHESHWARI	6,212	0.06%	-	6,212	0.06%	-	0.00%
4	ARVIND ASHOKKUMAR MAHESHWARI	3,190	0.03%	-	3,190	0.03%	-	0.00%
5	ASHUTOSH A. MAHESHWARI	1,759	0.02%	-	1,759	0.02%	-	0.00%
6	ASHUTOSH ASHOKKUMAR MAHESHWARI	108	0.00%	-	108	0.00%	-	0.00%
7	SUMAN ASHOKKUMAR MAHESHWARI	10	0.00%	-	10	0.00%	-	0.00%
8	ASHOKKUMAR H MAHESHWARRI	10	0.00%	-	10	0.00%	-	0.00%
9	SAM EXIM LIMITED	6,388,000	57.61%	-	6,388,000	57.61%	-	0.00%
10	STEWART TRADING AND INVESTMENT PRIVATE LIMITED	307,000	2.77%	-	307,000	2.77%	-	0.00%
11	SAM FARMS AND FOODS PRIVATE LIMITED	261,000	2.35%	-	261,000	2.35%	-	0.00%
12	CELESTIAL COMMERCIAL PRIVATE LIMITED	196,500	1.77%	-	196,500	1.77%	-	0.00%
13	SAM HOTELIERS AND RESORTS PRIVATE LIMITED	101,000	0.91%	-	101,000	0.91%	-	0.00%
14	DWEKAM WELD TECH PRIVATE LIMITED	100,000	0.90%	-	100,000	0.90%	-	0.00%
	<b>TOTAL</b>	<b>7,391,799</b>	<b>66.66%</b>	<b>-</b>	<b>7,391,799</b>	<b>66.66%</b>	<b>-</b>	<b>0.00%</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year			7,391,799	66.66%	7,391,799	66.66%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			7,391,799	66.66%	7,391,799	66.66%

**(iv) Shareholding Pattern of top ten Shareholders**

*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year i.e 1st April 2014		Cumulative Shareholding during the year i.e 31st March 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ACTIVE SHARE AND STOCKS PVT LTD	533,700	4.81%	533,700	4.81%
2	CEREBRAL SECURITIES PVT LTD	531,393	4.79%	531,393	4.79%
3	QUICKAGE SECURITIES PVT LTD	500,000	4.51%	500,000	4.51%
4	AMBITIOUS SHARE & STOCKS PVT. LTD.	391,110	3.53%	391,110	3.53%
5	KRISHNA KRIPA HOLDINGS PVT. LTD.	376,161	3.39%	376,161	3.39%
6	SHEETAL KRAFTS PVT LTD	155,400	1.40%	155,400	1.40%
7	GAURANG METALS PRIVATE LIMITED	126,000	1.14%	126,000	1.14%
8	M P STATE INDUSTRIAL DEVELOPMENT CORPORATION LIMITED	59,000	0.53%	59,000	0.53%
9	ACME FERRO ALLOYS PRIVATE LIMITED	41,204	0.37%	41,204	0.37%
10	MUKESH P. PUROHIT & PARASRAM G. PUROHIT	35,400	0.32%	35,400	0.32%
	<b>Total</b>	<b>2,749,368</b>	<b>24.79%</b>	<b>2,749,368</b>	<b>24.79%</b>



**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SANTOSH MUCHHAL						
	At the beginning of the year			800	0.01%	-	0.01%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.01%	800	0.01%

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	180.15	180.15
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	180.15	180.15
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	180.15	180.15
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	180.15	180.15

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs/Lac)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		
		Name	GITANJALI A. MAHESHWARI	ANIL MALOO
		Designation	WHOLE TIME DIRECTOR	EXECUTIVE DIRECTOR
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		37.50	3.62
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-
2	Stock Option		-	-
3	Sweat Equity		-	-
4	Commission		-	-
	- as % of profit		-	-
	- others, specify		-	-
5	Others, please specify		-	-
	<b>Total (A)</b>		37.50	3.62
	Ceiling as per the Act		-	-

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		SANTOSH MUCHHAL		(Rs/Lac)
1	<b>Independent Directors</b>			
	Fee for attending board committee meetings	0.50	-	0.50
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)			-
2	<b>Other Non-Executive Directors</b>			
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)			-
	Total (B)=(1+2)	0.50	-	0.50
	Total Managerial Remuneration	-	-	41.62
	Overall Ceiling as per the Act	-	-	-



**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Rs/Lac)

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name	GOPAL P SHRIVASTAVA	NAVIN S. PATWA	
	Designation	CEO	CFO	CS	
1	<b>Gross salary</b>	-			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2.98	3.79	6.78
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	2.98	3.79	6.78

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
<b>B. DIRECTORS</b>					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-

FOR AND ON BEHALF OF BOARD OF DIRECTOR

**ASHUTOSH A. MAHESHWARI**  
Chairman  
DIN: 00094262

Date : 28/09/2015  
Place : Indore



**ANNEXURE TO THE DIRECTORS' REPORT  
REPORT ON CORPORATE GOVERNANCE**

**I. Company's Philosophy**

Your Company's Philosophy on code of Corporate Governance is based on attainment of high level of transparency, accountability, and adequate disclosures and economic value addition. All employees are guided by the Company's policies on important issues, including our relationship with consumers, stakeholders and Government.

**II Board of Directors**

As per Listing Agreement, the Board should have an optimum combination of executive and non-executive Directors. In case of a non-executive Chairman, at least one-third of the Board should consist of Independent Directors and in the case of an executive Chairman at least half of the Board should be Independent Directors.

The Board of Directors of company has a combination of Executive and Non Executive Directors. The Chairman of the Board of your Company is a non-executive promoter director. The Board of Directors of the Company consists of 6 Directors, of which 5 are non-executive as on 31<sup>st</sup> March 2015. During the year, 5 Meetings of the Board of Directors of the Company were held on 30.05.2014, 14.08.2014, 13.11.2014, 31.01.2015 and 14.02.2015 and not more than four months were elapsed between two meetings

The particulars of the Directors and the attendance at the Board Meetings during the year and the last Annual General Meeting as also the number of directorships and committee memberships as on that date are as follows:

Name of Director	Category	No. of Board Meetings attended	Attend-ance in last AGM	No. of Director-ship	Committee Membership	
					Chairman	Member
Mr. Ashutosh A. Maheshwari	Promoter Non-Executive	5	No	8	-	-
Mr. Anil Maloo*	Executive	3	Yes	1	-	-
Mr. Santosh Muchhal	Independent	4	No.	4	-	2
Mr. Bhanuprakash R. Inani**	Independent	1	No	3	-	-
Mrs. Gitanjali A. Maheshwari***	Executive	3	-	5	-	-
Mr. Ritesh Kumar Neema	Independent	5	No	2	2	1
Mr. Yogendra Vyas	Independent	5	Yes	4	1	2
Mr. Kishore Kale****	Non-Executive	2	No	1	1	-

\*Mr. Anil Maloo, Resignation accepted w.e.f. 1<sup>st</sup> December 2014.

\*\* Mr. Bhanuprakash R. Inani, Resignation accepted on 14<sup>th</sup> August, 2014.

\*\*\* Mrs. Gitanjali A. Maheshwari appointed on 14<sup>th</sup> August 2014.

\*\*\*\* Mr. Kishore Kale appointed on 13<sup>th</sup> November 2014.

**III Code of Conduct**

- (i) The code of conduct for all Board members and senior management personnel i.e. Core Management Team comprising Chief General Manager & all General Managers, has been approved by the Board of Directors in compliance of Clause 49 of the Listing Agreement with Stock Exchanges. The said code of conduct is posted on the company's website at [www.sam-industries.com](http://www.sam-industries.com).
- (ii) All Board members and senior management personnel have since affirmed compliance with the code.

**IV Committees of the Board**

**A. Audit Committee**

The objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting processes with a view to ensuring accurate and proper disclosure, transparency and quality of financial reporting. The committee also reviews the financial and risk management policies, and the adequacy of internal control systems of the Company, and meets Statutory Auditors periodically.





Your Company has an Audit Committee consisting of following Directors and the Audit Committee Meetings were held on 30.05.2014, 14.08.2014, 13.11.2014 and 14.02.2015. The details of the meetings held and attended are as given below :

Name of Director	Meetings held	Meetings Attended
Mr. Anil Maloo*	3	3
Mr. Bhanuprakash R. Inani**	2	1
Mr. Ritesh Kumar Neema	4	4
Mr. Yogendra Vyas (Chairman)	4	4
Mr. Santosh Muchhal	4	4

\*Mr. Anil Maloo, Resignation accepted w.e.f. 1<sup>st</sup> December 2014.

\*\* Mr. Bhanuprakash R. Inani, Resignation accepted on 14<sup>th</sup> August, 2014.

**B. Remuneration Committee**

The Remuneration Committee has approved the terms of remuneration of the Whole Time Directors. Two meeting of the members of the Remuneration Committee was held on 30<sup>th</sup> May 2014 & 14<sup>th</sup> August 2014 during the financial year 2014-15. The composition of the remuneration committee is as follows:

Mr. Ritesh Kumar Neema (Chairman), Mr. Yogendra Vyas, Mr. Santosh Muchhal and \*Mr. Anil Maloo.

\*Mr. Anil Maloo, Resigned w.e.f. 1<sup>st</sup> December 2014.

\*\* Mr. B. P. Inani, Resigned w.e.f. 14<sup>th</sup> August 2014

During the year under review, the Remuneration paid to the whole time Director of the Company Mr. Anil Maloo was Rs. 3,61,600/- (Rupees Three Lacs Sixty One Thousand and Six Hundred only) till 30<sup>th</sup> November 2014.

During the year under review, the Remuneration paid to the whole time Director of the Company Mrs. Gitnajali A. Maheshwari was Rs. 37,50,000/- (Rupees Thirty Seven Lacs Fifty Thousand only) w.e.f. 14<sup>th</sup> August 2014.

Note: Salary includes Basic Salary, Allowances, contribution to Provident and Other Funds and perquisites (including monetary value of taxable Perquisites), etc.

Details of equity shares of the company held by the Directors as on March, 2015, are given below:

S. No.	Name of Directors	Number of equity shares
1	Mr. Ashutosh A. Maheshwari	8877
2	Mrs. Gitnajali A. Maheshwari	6212
3	Mr. Santosh Muchhal	800
4	Mr. Kishore Kale	Nil
5	Mr. Ritesh Kumar Neema	Nil
6	Mr. Yogendra Vyas	Nil

**C. Stakeholders Relationship Committee**

The Board has constituted the Stakeholders Relationship Committee to look into the redress of investors' complaints. There were no complaints pending for reply as on 31<sup>st</sup> March 2015 and no share transfers pending for registration as on the said date. The Committee had met on the 28<sup>th</sup> day of May 2014, during the year 2014-2015.

The composition of the **Stakeholders Relationship** committee is as follows:

Mr. Ritesh Kumar Neema (Chairman), Mr. Yogendra Vyas, Mr. Anil Maloo,\* Mr. Santosh Muchhal\*\* and Mr. Gopal P. Shrivastava .

Mr. Anil Maloo,\* resigned w.e.f. 1<sup>st</sup> December 2014

Mr. Santosh Muchhal\*\* appointed w.e.f. 13<sup>th</sup> November 2014 .

**D. Risk Management Committee**

To assess risks in the operations of business of the company, to mitigate and minimize risks assessed in the operations of business, periodic monitoring of risk in the operations of business, periodic monitoring of risks in the operations of business and other matters delegated to the Committee by Board of Directors of the Company from time to time.

Following are the members of the Committee:

1. Mr. Kishore Kale: Chairman
2. Mr. Ritesh Neema: Director
3. Mr. Gopal Prasad Shrivastava: Chief Finance Officer



The Committee had met on the 13<sup>th</sup> day of November 2014, during the year 2014-2015.

The Board of Directors of the Company has also approved the Risk Management Plan. The Objective of the plan is to assist the Board of Directors through the Risk Management Committee in overseeing of the Company's risk Management systems, practices and procedures.

#### V. General Body Meetings

The details of Annual General Meetings held in last 3 years are as under:

Financial Year	Date	Time	Venue
2011-2012	03.09.2012	10.00 A.M.	Basement of Dalamal Chambers, 29, New Marine Lines, Mumbai - 400020
2012-2013	27.09.2013	10.00 A.M.	
2013-2014	29.09.2014	11.00 A.M.	

The shareholders passed all the resolutions including the special resolutions set out in the respective notices.

#### Details of Postal Ballot

During the Financial Year 2012-13 a resolution passed through postal ballot on 3<sup>rd</sup> September 2012 for transfer, sell and/or disposal of the Plant and Machinery, equipments, furniture, fixtures and other fixed assets under Section 293(1)(a) of the Companies Act, 1956.

#### VI Disclosure

- During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related parties' transaction viz., Promoters, Directors or the Management, their subsidiaries or relatives that had a potential conflict with the interest of the Company at large.
- No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review.

#### VII Means of Communication

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after the Board has approved them. These are widely published in national and regional newspapers.

#### VIII General Shareholders Information

##### i. Annual General Meeting

Date: **28.10.2015,**

Day: **Wednesday,**

Time: **12.30 P.M.**

Venue:

**Confederation of Indian Industry, CII Naoroji Godrej Centre of Excellence, Godrej Station-side Colony, Opp. Railway Station, Vikhroli (East), Mumbai - 400 079 website : <http://www.cii.in/>,**

##### ii. Date of Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, the 21<sup>st</sup> day of October 2015 to Wednesday, the 28<sup>th</sup> day of October 2015** (both days inclusive).

##### iii. Tentative Financial Calendar 2015-2016

1	First Quarter Results	On or before 14 <sup>th</sup> August 2015
2	Second Quarter & Half Yearly Results	On or before 14 <sup>th</sup> November, 2015
3	Third Quarter Results	On or before 14 <sup>th</sup> February 2016
4	Fourth Quarter Results & Annual Report	On or before 30 <sup>th</sup> May 2016

##### iv. Listing of Securities

Name of the Stock Exchanges

Madhya Pradesh Stock Exchange, 201, Palika Plaza M.T.H. Compound Indore - 452001.	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Stock Code 532005
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Your Company confirms that it has paid annual listing fees to the BSE Limited, for the year 2015-16 and as such there are no arrears.



v. **Stock Codes:** BSE: 532005

vi. **Company's CIN:**

Corporate Identification Number: L15143MH1994PLC164344

vii. **Market Price Data**

High, low of market price of the Company's equity shares traded on BSE Limited during each month in the last financial year are as under:

Month	Quotation at Mumbai Stock Exchange	
	High (Rs.)	Low (Rs.)
<b>2014-15</b>		
April, 2014	13.78	13.10
May, 2014	13.75	13.75
June, 2014	16.81	11.83
July, 2014	14.45	12.00
August, 2014	17.30	14.40
September, 2014	18.00	16.63
October, 2014	17.10	17.10
November, 2014	17.95	17.95
December, 2014	17.95	17.10
January, 2015	17.40	16.20
February, 2015	-	-
March, 2015	16.15	15.85

viii. **Registrar & Transfer Agent**

Name & Address M/s. Ankit Consultancy Private Limited,  
Plot No. 60, Electronic Complex, Pardeshipura, Indore – 452010, M. P.  
Telephone 0731-3198601-602, 2551745-46  
Fax 0731-4065798  
Email ankit\_4321@yahoo.com

All the Share transfer and the relating queries may please be forwarded to the Share Transfer Agent directly at their address.

ix. **Share Transfer Systems**

Shares received for transfer in physical form are registered and dispatched within fifteen days of receipt of the documents. If shares are under objection then the same are returned within fifteen days. Request for dematerialization of shares is processed within fifteen days.

x. **Shareholding as on 31<sup>st</sup> March 2015:**

a. **Distribution of Shareholding of Equity Shares of Rs. 10/- each as on 31<sup>st</sup> March 2015:**

Shareholding of nominal value of Rs.	No. of Share holders	% of Share holders	No. of Ordinary shares	% of Share holding
Up to 1000	186	20.48%	73,560	0.07%
1001 – 2000	54	5.95%	95,620	0.09%
2001 – 3000	28	3.08%	76,940	0.07%
3001 – 4000	202	22.25%	8,05,770	0.73%
4001 – 5000	113	12.44%	5,60,000	0.51%
5001 – 10000	175	19.27%	16,08,030	1.45%
10001 – 20000	58	6.39%	8,85,800	0.80%
20001 – 30000	26	2.86%	6,02,770	0.54%
30001 – 40000	8	0.88%	2,86,260	0.26%
40001 – 50000	10	1.10%	4,36,480	0.39%
50001 – 100000	15	1.65%	10,55,160	0.95%
100001 & above	33	3.63%	10,43,98,310	94.15%
<b>Grand Total</b>	<b>908</b>	<b>100.00%</b>	<b>1,10,88,470</b>	<b>100.00%</b>

**b. Category of equity shareholders as on 31<sup>st</sup> March 2015 :**

S.No	Category	No. of equity Shares held	Percentage of Shareholding
1	Promoters	73,91,799	66.66
2	Govt. Co. / Fin.Institutions	59,000	0.53
3	Private Corporate Bodies	27,77,838	25.05
4	Indian public	8,56,583	7.72
5.	NIR's & OCBs (Foreign holding)	3250	0.03
	<b>Grand Total</b>	<b>1,10,88,470</b>	<b>100.00</b>

**xi. Dematerialization of Shares and Liquidity**

The company's shares are traded in dematerialized form and are available for trading on both the depositories in India, viz. NSDL and CDSL. Equity shares of the company representing 96.91% of the Company's total equity shares capital representing 1,07,45,835 equity shares are dematerialized on March 31, 2015 and the balance 3.09% representing 3,42,635 were in physical form.

**xii. Plant Location**

The Company has a manufacturing facility at Village: Dakachya-453771, A. B. Road, Tehsil: Sanwer, District: Indore, Madhya Pradesh, India

**xiii. Address for Correspondence**

The Shareholders may address their communications to.

Mr. Navin S. Patwa,

Company Secretary & Compliance Officer,

Sam Industries Limited,

Village: Dakachya, Tehsil: Sanwer, A. B. Road,

Indore – 453771, Madhya Pradesh

- Designated Email address for Investor Services:
- Email: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com)
- Company's Website: [www.sam-industries.com](http://www.sam-industries.com)



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF

### SAM INDUSTRIES LIMITED

### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of SAM INDUSTRIES LIMITED (The Company), which comprises the Balance sheet as at 31<sup>st</sup> March, 2015 and the statement of Profit and Loss and Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for matters stated in Section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation of these financial statements that give a true and fair value of the financial positions, financial performance and cash flows of the company in accordance with the accounting standards referred to in section 133 of the Act, read with rule 7 of the Companies (Accounts) Rule, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit,

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its Loss and its cash flows for the year ended on that date.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) order, 2015 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the annexure a statement on the matters specified in paragraphs 3 and 4 and 5 of the order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:



- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books of the Company.
- c. The Balance Sheet and statement of Profit and Loss Account and Cash Flow statement dealt with by these reports are in agreement with the books of account of the Company.
- d. In our opinion, the Balance Sheet and Profit & Loss Account and Cash Flow statement dealt with by this report comply with the account standards specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014.
- e. On the basis of written information received from the directors of the Company and taken on record by the Board of Directors as on 31<sup>st</sup> March 2015, and the information and explanations given to us, we report that none of the directors is disqualified as on 31<sup>st</sup> March 2015, from being appointed as a director in terms of subsection (2) of section 164 of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note No. 36 to the financial statements.
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For M. MEHTA & COMPANY**  
Chartered Accountants  
Firm Regn. No. 000957C

Place: Indore  
Dated: 28.05.2015

CA P R Bandi  
(Partner)  
M.No. 016402



**Annexure referred to in our Independent Auditor's Report to the Members of the Company on the Financial Statements for the year ended 31<sup>st</sup> March, 2015 we report that:**

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) The fixed assets of the Company have been physically verified by the management at reasonable intervals. As informed to us, no discrepancies have been noticed on such verification.
- ii. (a) As explained to us, the inventory of the Company has been physically verified during the year by the management. In our opinion the frequency of the verification is reasonable.  
(b) According to the information and explanation given to us, in our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation of the size of the Company and the nature of its business.  
(c) In our opinion and information and explanation given to us, the Company is maintaining proper records of inventory and no material discrepancies were noticed on verification between the physical stocks and book records.
- iii. According to the information's and explanations given to us the Company has not granted any loans, secured or unsecured, to companies, firms, or other parties covered in the register maintained under section 189 of the Companies Act, 2013, hence the clause 3(iii) does not apply to the Company
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business. During the course of our audit, we have not observed any major weaknesses in the internal control system.
- v. In our opinion and according to the information and explanations given to us, the company has not accepted deposit from public with the meaning of Section 73 to 76 or any other relevant provision of the Companies Act 2013.
- vi. According to information and explanations given to us as the company has discontinued its Soya Manufacturing Activities in Previous year, hence cost records as prescribed under sub-section (1) of section 148 of the Companies Act does not required to be maintained by the Company.
- vii. (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is regular in depositing statutory dues of Provident Fund, Employee state Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Value added Tax, cess and any other statutory dues with the appropriate authorities. However Service Tax has been deposited with slight delay and there is no amount outstanding as on 31.03.2015 on account of Service Tax.  
(b) According to the information and explanations given to us, there are no undisputed statutory dues of Provident Fund, Employee state Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Value added Tax, cess and any other statutory dues with the appropriate authorities except land diversion tax of Rs.6,32,334/- (Pre. Year Rs.6,32,334/-) outstanding for a period of more than six months from the date they became payable, as per books of accounts as at 31st March, 2015.  
(c) According to the Information and explanation given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Value Added Tax and Cess which have not been deposited with the appropriate authorities on account of any dispute.  
(d) According to the information and explanations given to us, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act 2013.
- viii. The company does not have accumulated losses as at 31st March, 2015. The Company has incurred Cash Loss during the financial year covered by our audit; however the company has cash profit in the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given to us, the Company did not have any outstanding dues to financial institutions, banks on debenture holder during the year.



- x. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. To the best of our knowledge and belief, and according to the information and explanations given to us, the company has not raised any term-loans during the year under audit. Hence, paragraph 3 (xi) of the Order is not applicable.
- xii. To the best of our knowledge and belief and according to the information and explanations given to us, we report that no material fraud on or by the company has been noticed or reported during the year.

For M. MEHTA & COMPANY  
Chartered Accountants  
Firm Regn. No. 000957C

CA P R Bandi  
(Partner)  
M. No. 016402

Place: Indore  
Dated: 28.05.2015





## Balance Sheet as at 31st March 2015

(Amount in Rs.)

Particulars	Note No	31st March 2015	31st March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	111,998,200	111,998,200
(b) Reserves and Surplus	3	293,146,419	304,874,394
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	18,015,000	18,015,000
(b) Deferred tax liabilities (Net)	5	15,108,608	16,596,674
(c) Long term provisions	6	192,355	144,903
<b>(3) Current Liabilities</b>			
(a) Trade payables	7	6,048,380	8,488,761
(b) Other current liabilities	8	27,696,681	15,216,823
(c) Short-term provisions	9	153,132	1,259,837
	<b>Total</b>	<b>472,358,776</b>	<b>476,594,592</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		86,385,842	95,417,023
(ii) Intangible assets		-	-
(b) Non-current investments	11	163,408,111	160,970,813
(c) Long term loans and advances	12	73,411,473	59,724,069
(d) Other non-current assets	13	130,000	10,000
<b>(2) Current assets</b>			
(a) Current Investment	14	-	4,084,685
(b) Inventories	15	40,421,176	41,811,688
(c) Trade receivables	16	3,943,965	5,366,335
(d) Cash and Bank Balances	17	1,519,820	3,705,080
(e) Short-term loans and advances	18	93,980,105	71,608,936
(f) Other current assets	19	9,158,284	33,895,965
	<b>Total</b>	<b>472,358,776</b>	<b>476,594,592</b>

Significant Accounting Policies

1

The Accompanying Notes are integral part of the Financial Statement 2 to 41

**As per our report of Even Date attached**

**For M. Mehta & Company**  
Chartered Accountants  
Firm Regn No. 000957C

**CA P.R.Bandi**  
Partner  
M.No. 016402

**Place: Indore**  
**Date: 28/05/2015**

**For and on Behalf of the Board**

**Ashutosh A Maheshwari (Chairman)**  
(DIN : 00094262)  
**Gitanjali A Maheshwari (Executive Director)**  
(DIN : 00094596)  
**Kishore Kale (Director)**  
(DIN : 01743556)  
**Yogendra Vyas (Director)**  
(DIN : 06603344)  
**Navin S. Patwa (Company Secretary)**

**Gopal Shrivastava (Chief Financial Officer)**



## Profit and Loss statement for the year ended 31st March, 2015

(Amount in Rs.)

Particulars	Note No	31st March 2015	31st March 2014
<b>Income :</b>			
Revenue from operations	20	64,344,514	82,780,354
Other Income	21	12,407,805	12,235,097
<b>Total Revenue</b>		<b>76,752,319</b>	<b>95,015,451</b>
<b>Expenditure:</b>			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	1,318,715	2,482,286
Employee benefit expense	23	10,011,387	9,983,370
Other expenses	24	53,818,413	52,554,497
Financial costs	25	51,345	3,82,338
Depreciation and amortization expense	10	6,880,370	12,490,590
<b>Total Expenses</b>		<b>72,080,230</b>	<b>77,893,082</b>
<b>Profit Before Tax and exceptional Items</b>		<b>4,672,089</b>	<b>17,122,369</b>
Exceptional Items		9,944,560	1,077,018
<b>Profit before tax</b>	26	<b>(5,272,471)</b>	<b>16,045,351</b>
<b>Tax expense:</b>			
(1) Current tax	27	5,067,611	8,999,510
(2) Deferred tax		(555,105)	(9,518,806)
<b>Profit for the year</b>		<b>(9,784,977)</b>	<b>16,564,647</b>
<b>Earning per equity share of face value of Rs. 10 each</b>			
(1) Basic	28	(0.88)	1.49
(2) Diluted		(0.88)	1.49

Significant Accounting Policies

1

The Accompanying Notes are integral part of the Financial Statement 2 to 41

## As per our report of Even Date attached

For M. Mehta & Company  
Chartered Accountants  
Firm Regn No. 000957C

CA P.R.Bandi  
Partner  
M.No. 016402

Place: Indore  
Date: 28/05/2015

## For and on Behalf of the Board

Ashutosh A Maheshwari (Chairman)

(DIN : 00094262)

Gitanjali A Maheshwari (Executive Director)

(DIN : 00094596)

Kishore Kale (Director )

(DIN : 01743556)

Yogendra Vyas (Director )

(DIN : 06603344)

Navin S. Patwa (Company Secretary)

Gopal Shrivastava (Chief Financial Officer)



## CASH FLOW STATEMENT FOR THE YEAR 2014-15

(Amount in Rs.)

CASH FLOW FROM OPERATING ACTIVITIES	31st March 2015	31st March 2014
Net Profit before taxation and extraordinary item	4,672,089	17,122,369
<u>Adjustment for:</u>		
Depreciation	6,880,370	12,490,590
Interest Paid	42,511	373,200
Interest received	(8,205,661)	(8,562,733)
Dividend Received	(318,627)	(358,582)
Profit/Loss on Sale of assets	(336,735)	(176,308)
Profit/Loss on Sale of investments	(1,000,234)	(200,100)
Profit/Loss on Sale of inventory	-	6,833
Provision for leave encashment and gratuity	45,308	(93,494)
Impairment Loss	-	2,554,373
Diminution of Shares	(1,468,182)	(1,255,249)
Miscellaneous Balance written off	(825,057)	-
Inventory written off	71,797	-
Operating Profit before Working Capital Changes	(442,422)	21,900,899
Increase/Decrease in Inventory	1,318,715	2,978,933
Increase/Decrease in Trade and Other Receivables	(28,080,218)	104,649
Increase/Decrease in Trade Payables	10,039,478	(1,269,651)
Cash generated from Operations	(17,164,448)	23,714,830
Income Tax	(7,227,377)	(9,913,149)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(24,391,825)</b>	<b>13,801,681</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of investment	20,889,746	4,016,379
Interest received	8,205,661	8,562,733
Dividend received	318,627	358,582
Purchase of Fixed Assets	(1,321,231)	(1,300,126)
Purchase of Investment	(16,773,944)	(31,754,983)
Sale of Asset	10,930,218	6,181,963
Advance received for Sale of Assets	-	1,821,186
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>22,249,078</b>	<b>(12,114,266)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Amount of Secured Loan raised/repaid	-	(899,982)
Unsecured Loan Repaid/Raised	-	(126,344)
Interest Paid	(42,511)	(373,200)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(42,511)</b>	<b>(1,399,526)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(2,185,258)</b>	<b>287,889</b>
Cash and Cash Equivalents at the beginning of the period	3,705,079	3,417,190
Cash and Cash Equivalents at the end of the period	1,519,820	3,705,079

1. Figures in minus represents Cash outflows
2. Cash & Cash equivalents represents Cash & Bank Balances only

As per our report of Even Date attached

For M. Mehta & Company  
Chartered Accountants  
Firm Regn No. 000957C  
CA P.R.Bandi  
Partner  
M .No. 016402  
Place: Indore  
Date: 28/05/2015

For and on Behalf of the Board

Ashutosh A Maheshwari (Chairman)  
Gitanjali A Maheshwari (Executive Director)  
Kishore Kale (Director )  
Yogendra Vyas (Director )  
Navin S. Patwa (Company Secretary)  
Gopal Shrivastava (Chief Financial Officer)

**Notes Forming part of Balance Sheet and Profit and Loss Account for the year ended 31.3.2015****NOTE - "1" : SIGNIFICANT ACCOUNTING POLICIES****I. BACKGROUND:**

**SAM INDUSTRIES LIMITED** was incorporated on 17<sup>TH</sup> February 1994 and commenced its business operation on 5<sup>TH</sup> October 1994. The Company is presently doing the business of operating lease of Welding Electrodes, Real estate & Investment business. However the company has discontinued the business of Soya.

**II. SIGNIFICANT ACCOUNTING POLICIES:****A. System of Accounting**

- a. The financial statements have been prepared and presented under the historical cost conventions using the accrual basis of accounting and complied with all the mandatory accounting standards as specified in Companies (Accounting Standard) Rules 2006, pronouncements of ICAI as applicable and the relevant provisions of the Companies Act 2013, and guidelines issued by the Securities and Exchange Board of India.
- b. All the assets and liabilities have been classified as current or non - current as per the company's normal operating cycle and other criteria set out in schedule III to the Companies Act, 2013. Based on the nature of the product and time between the acquisition of assets for processing and their realization in cash & cash equivalent, the company has ascertained its operating cycle to be less than 12 months.

**B. Revenue Recognition**

- a. Sales are inclusive of excise duty and VAT Collected and are net of trade discounts, if any.
- b. Dividend income is recognized in the year when the right to received the payment is established.
- c. Interest income is recognized on time proportionate basis.
- d. Non commitment charges are accounted on fulfillment of time of contract only.
- e. Lease Rent Income is accounted on accrual basis.
- f. Sales of Real Estate business is recognised on actual sale on legal transfer or giving possession of plots on receiving full payments.

**C. Fixed Assets and Intangible Assets**

Fixed assets are stated at cost of acquisition or construction, less accumulated depreciation. Cost includes inward freight, duties, taxes and incidental expenses related to acquisition and installation of the asset. Borrowing costs related to the acquisition or construction of the qualifying fixed assets for the assets for the period upto the completion of their acquisition or constructions are capitalized.

Intangible assets are recorded at the consideration paid for acquisition.

**D. Depreciation and Amortization**

- a. Depreciation on fixed assets has been provided for under straight-line method in the manner prescribed in Schedule II of the Companies Act, 2013, over the useful life of the asset.
- b. Intangible assets are amortized over their estimated useful lives on a straight line basis, commencing from the date the assets is available to the company for its use.

**E. Valuation of Inventories**

- a. Raw material, stores and spares, fuel and packing materials are valued at cost (FIFO), including freight.
- b. Finished goods are valued at market value or cost whichever is less. The by - Products are valued at net realizable value.
- c. Stock of land of Real Estate division is valued on cost after capitalizing the expenses incurred on development of land.
- d. The excise duty in respect of closing stock of finished goods is included as part of inventory. The amount of CENVAT Credit in respect of material consumed for sale is deducted from the cost of material.

**F. Investment**

Trade Investments are investments made to enhance the Company's business interests. Investments are either classified as current or long term based on the management's intention. Current Investments are carried at the lower of cost and fair value. Long term investments are carried at cost and provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

**G. Preliminary & Public Issue Expenses**

Preliminary and public issue expenses are to be written off over a period of ten years.

**H. Retirement benefits**

The company's Contribution to provident funds is made to the recognized provident funds and is charged to the profit and loss account. The company has taken a gratuity policy from LIC of India and premium paid for the year has been debited to profit and loss account. The liability towards leave encashment has been ascertained by actuarial valuation using projected unit credit method done at the end of the financial year.

**I. Lease Rent / Operating Lease**

- (i) The payment of lease rent for office premises taken on leave and license basis are recognized as expenditure in the profit and loss account on a Straight Line basis.
- (ii) Lease Rental Income is accounted on accrual basis.

**J. Impairment of Assets**

An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired.

**K. Foreign currency transaction**

Foreign exchange transactions are recorded at the rates of exchange on the date of respective transaction. The assets and liabilities designated in foreign currency are converted into the rupee at the rates of exchange prevailing as on the balance sheet date or at the contracted rate and corresponding adjustment is being made to the relevant income/expense and assets/liability.

**L. Segment Accounting**

The company has disclosed business segment as the primary segment. The segments have been identified after taking in to account the type of product, the differing risk and returns and internal reporting systems. The Segments identified by the company are as under:

- 1) Soya Division
- 2) Welding Division
- 3) Investment Division
- 4) Real Estate Division

The company for the segment reporting has followed the following accounting policies.

- a) Segment revenue includes sales and other income directly identifiable with or allocable to a particular segment.
- b) Segment expenses that are directly identifiable with \allocable to a segment are considered for determining the segment results. The expenses, which relates to the company as a whole and not allocable to a particular segment are included under un-allocable expenses.
- c) Income, which relates to the company, as a whole and not allocable to a segment is included under un-allocable income.
- d) i) Segment assets include those assets which are directly identifiable with respective segments and employed by a segment in its operating activities but does not include income tax assets.  
ii) Segment liabilities include those liabilities directly identifiable to a segment and operating liability that result from operating activities of a segment, but does not include income tax liabilities and financial tax liabilities.

**M. Taxation**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company. Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that result between the profits offered for income tax and the profit as per the financial statements.

**N. Borrowing Cost**

Borrowing Cost that is attributable to the acquisition of qualifying assets is capitalized as part of such cost till the said assets put to use. All other borrowing cost is charged to revenue account.

**O. Provision Contingent Liability & Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liability are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**P. Earnings per Share**

Basic earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share amounts are computed after adjusting the effects of all dilutive potential equity shares. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that decrease profit per share are included.

**Q. Cash Flows**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014		
<b>2 SHARE CAPITAL</b>				
<b>a Particulars</b>				
<b><u>Authorized</u></b>				
1,15,00,000 Equity Shares (Prev. Year 1,15,00,000) of Rs. 10 Each	115,000,000	115,000,000		
10,50,000 Preference Shares (Prev. Year 10,50,000) of Rs. 100 Each	105,000,000	105,000,000		
	<b>220,000,000</b>	<b>220,000,000</b>		
<b><u>Issued and Subscribed</u></b>				
1,13,04,270 Equity Shares (Prev. Year 1,13,04,270) of Rs. 10 Each	113,042,700	113,042,700		
<b><u>Paid Up</u></b>				
1,10,88,470 Equity Shares (Prev. Year 1,10,88,470) of Rs. 10 Each	110,884,700	110,884,700		
Forfeited 2,15,800 Shares originally paid up	1,113,500	1,113,500		
	<b>111,998,200</b>	<b>111,998,200</b>		
<b>b Reconciliation of Shares outstanding at the beginning and at the end of the year</b>				
Equity Shares				
	Nos.	Amount		
At the Beginning of the Year	11,088,470	11,088,470		
Issued during the year	-	-		
Outstanding at the end of the year	<b>11,088,470</b>	<b>11,088,470</b>		
<b>c Terms / Rights Attached to Shares</b>				
Equity Shares				
The Company has only one class of Equity shares having a par value of 10/-. Each holder of equity shares is entitled to one vote per share.				
The Company declares and pays dividends in Indian rupees if any.				
During the Year Ended 31st March 2015 the amount per share dividend recognized as distributions to equity shareholders was Rs. NIL( For 31st March 2014 was Rs NIL).				
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
<b>d Shares held by holding / ultimate holding and or their subsidiaries / associates</b>				
	<b>31.03.2015</b>		31.03.2014	
Equity Shares	Nos.	Amount	Nos.	Amount
Holding Company (Sam Exim Ltd.)	6,388,000	63,880,000	6,388,000	63,880,000
	<b>6,388,000</b>	<b>63,880,000</b>	6,388,000	63,880,000
<b>e Details of Shareholders holding more than 5% shares in the Company</b>				
Name of the Share holders	<b>31.03.2015</b>		31.03.2014	
	Nos.	%		%
Equity				
Sam Exim Ltd	6,388,000	57.61	6,388,000	57.61
<b>f Shares Forfeited</b>				
Amount Originally Paid up			<b>1,113,500</b>	<b>1,113,500</b>
<b>3 RESERVE &amp; SURPLUS</b>				
<b>a Capital Reserve</b>				
Opening Balance	105,000,000		105,000,000	
Addition during the year	-		-	
Closing Balance	<b>105,000,000</b>		<b>105,000,000</b>	



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014
<b>b Securities Premium Reserve</b>		
Opening Balance	55,442,000	55,442,000
Closing Balance	55,442,000	55,442,000
<b>c Profit &amp; Loss Account</b>		
Balance as per last Balance Sheet	144,432,394	127,867,748
Add Profit For the Year	(9,784,977)	16,564,647
Less: Additional Depreciation	1,942,998	-
	132,704,419	144,432,394
<b>Total Reserve &amp; Surplus</b>	<b>293,146,419</b>	<b>304,874,394</b>
<b>4 LONG TERM BORROWINGS</b>		
<b>a Particulars</b>		
Deposits (Unsecured)	18,015,000	18,015,000
<b>Total of Long Term Borrowings</b>	<b>18,015,000</b>	<b>18,015,000</b>
<b>b Out of the Above</b>		
Total Secured	-	-
Total Unsecured	18,015,000	18,015,000
	18,015,000	18,015,000
<b>c Out of the Above Loans Guaranteed by Directors &amp; Others</b>	-	-
<b>d Terms and Conditions of Borrowings</b>		
Deposits are interest free and repayable on completion of agreement and is unsecured.		
<b>e Default in payment of Borrowings</b>		
There is no default in repayment.		
<b>5 DEFERRED TAX LIABILITY</b>		
<b>a Particulars</b>		
Deferred Tax Assets		
Disallowances under 43B	252,776	338,850
Employee Related	-	-
	252,776	338,850
Deferred Tax Liabilities		
Depreciation	15,361,384	16,935,524
	15,361,384	16,935,524
<b>Net Deferred Tax Liabilities</b>	<b>15,108,608</b>	<b>16,596,674</b>
<b>6 LONG TERM PROVISIONS</b>		
<b>a Particulars</b>		
Provision for Employee Benefits		
Gratuity	17,537	17,537
Leave Encashment	174,818	127,366
<b>Total of Provisions</b>	<b>192,355</b>	<b>144,903</b>
<b>7 TRADE PAYABLES</b>		
<b>a Trade Payables</b>	<b>6,048,380</b>	<b>8,488,761</b>
<b>8 OTHER CURRENT LIABILITIES</b>		
<b>a Advance against Sales of Assets</b>	<b>125,746</b>	<b>1,821,186</b>
<b>b Advance against Sales of Goods</b>	<b>16,097,500</b>	<b>9,032,500</b>
<b>c Current maturities of Long Term Debt</b>	<b>-</b>	<b>126,344</b>
<b>d Other Payables</b>	<b>11,473,435</b>	<b>4,236,792</b>
<b>Total of Other Current Liabilities</b>	<b>27,696,681</b>	<b>15,216,823</b>





## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014
<b>9 SHORT TERM PROVISIONS</b>		
Provision for Employee Benefits		
Gratuity	115,000	40,733
Leave Encashment	6,255	84,826
Bonus	31,877	29,717
	<u>153,132</u>	<u>155,276</u>
Other Provisions		
Provision for Income Tax (Net of Advance Tax)	-	1,104,561
	<u>-</u>	<u>1,104,561</u>
<b>Total of Provisions</b>	<u>153,132</u>	<u>1,259,837</u>
<b>10 FIXED ASSETS</b>		
As per Attached Sheet	<u>86,385,842</u>	<u>95,417,023</u>
<b>11 NON CURRENT INVESTMENTS</b>		
Particulars		
<b>a Investment Property (At Cost)</b>		
<b>Opening Balance</b>		
Lands (Purchased for Investment)	10,824,552	99,440,436
	<u>110,264,661</u>	<u>99,440,436</u>
<b>b Trade Investments</b>		
<b>(i) Long Term Investment</b>		
<b>(a) In Quoted Equity Instruments (At Cost) (Fully Paid Up)</b>		
7 (7) Shares of Future Market Networks Limited of Rs. 10 each	-	-
921(921) Shares of Andhra Sugar Limited of Rs. 10 each	140,951	140,951
200 (200) Shares of Ang Auto Limited of Rs. 10 each	65,392	65,392
2500 (25000) Shares of Arvind Remedies Limited of Rs. 10 (1) each	51,060	51,060
50 (50) Shares of B.F. Investment Limited of Rs. 5 each	-	-
5 (5) Shares of Cairn India Limited of Rs. 10 each	686	686
21 (21) Shares of Cipla Limited of Rs. 2 each	31,546	31,546
386 (386) Shares of EIH EQ 2 Limited of Rs. 2 each	41,343	41,343
200 (200) Shares of EIH Associated Hotels Limited of Rs. 10 each	18,603	18,603
0 (1500) Shares of Engineers India Limited of Rs. 5 each	-	478,996
5 (5) Shares of Future Lifestyle of Rs. 2 each	-	-
500(0) Shares of Genus Power Infrastructure Ltd. of Rs. 1 each	15,764	-
500 (500) Shares of Govind Rubber Limited of Rs. 10 each	14,726	14,726
336 (336) Shares of Gujarat Nre Coke Limited of Rs. 10 each	-	-
2400 (2400) Shares of Gujarat Telephone Cable Limited of Rs. 10 each	35,935	35,935
100 (100) Shares of Phoneix Lamps Limited of Rs. 10 each	9,453	9,453
100 (100) Shares of Himatsingka Saide Limited of Rs. 5 each	10,361	10,361
0(2500) Shares of Hinduja Global Solutions Ltd. of Rs. 10 each	-	687,668
0(3819) Shares of Hinduja Venture Ltd. of Rs. 10 each	-	1,227,521
5000 (5000) Shares of IB Power Limited of Rs. 10 each	84,078	84,078
7500 (1500) Shares of Icici Bank Limited of Rs. 2 (10 ) each	155,217	155,217
0 (5000) Shares of Ifci Limited of Rs. 10 each	-	318,019
2500 (2500) Shares of Ikf Techno Limited of Rs. 1 each	14,068	14,068
20000 (75000) Shares of IL& FS Investment Limited of Rs. 10 each	392,090	1,762,309
0 (5800) Shares of Indian Bank of Rs. 10 each	-	1,210,000
100 (100) Shares of Inox Leisure Limited of Rs. 10 each	17,798	17,798
50(0) Sahres of Intrasoft Technologies Limited of Rs. 10 each	5,052	-



**FIXED ASSETS (NOTE No.- 10)**

Particulars	Gross Block			Depreciation and amortization				Net book value	
	01.04.2014	Additions	Deductions	01.04.2014	Additional Provision	Additions	Deductions	31.03.2015	31.03.2014
<b>A. Tangible assets :</b>									
Land Free-hold	7,296,978	-	-	-	-	-	-	7,296,978	7,296,978
Factory Buildings	41,461,197	-	1,048,307	18,270,866	-	1,376,835	635,127	21,400,317	23,190,331
Other Buildings	60,555,115	1,130,143	-	16,009,051	-	1,019,674	-	44,656,533	44,546,064
Plant and equipment	36,022,440	-	-	22,547,422	785,425	3,416,999	-	9,272,594	13,475,018
Electrical Installation	4,086,235	-	-	2,105,047	722,014	335,078	-	924,096	1,981,188
Office equipment	1,045,585	-	-	641,245	375,443	13,139	-	15,758	404,339
Computer equipment	2,795,447	-	-	2,655,070	78,192	53,783	-	8,402	140,377
Furniture and fixtures	3,765,682	136,128	-	1,418,951	0	437,874	-	2,044,985	2,346,731
Vehicles	1,590,737	54,960	374,427	549,188	1	200,213	239,583	761,450	1,041,548
Lab Equipment	2,634,820	-	94,937	1,737,441	835,621	13,700	46,879	0	897,379
Tools	180,338	-	-	83,270	79,263	13,076	-	4,729	97,068
	161,434,574	1,321,231	1,517,671	66,017,551	2,875,959	6,880,370	921,589	86,385,842	95,417,023
<b>B. Intangible assets :</b>									
<b>Total</b>	<b>161,434,574</b>	<b>1,321,231</b>	<b>1,517,671</b>	<b>66,017,551</b>	<b>2,875,959</b>	<b>6,880,370</b>	<b>921,589</b>	<b>86,385,842</b>	<b>95,417,023</b>
Previous year	308,189,155	1,300,126	148,054,707	171,302,605	-	12,490,590	120,330,018	95,417,023	136,886,550

- (a) Pursuant of the Companies Act 2013 ("the Act") becoming effective from April 01,2014 the company has recomputed the depreciation based on the useful life of the assets as prescribed in Schedule II of the Act.
- (b) In the financial result this has resulted in additional depreciation of Rs. 18.36 lacs for the ended 31st March 2015.
- (c) The opening reserve has been adjusted by Rs. 19.43 lacs (net of deferred tax) due to this recomputation.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014
429 (429) Shares of Jagran Prakeshan Limited of Rs. 2 each	-	-
1200 (1200) Shares of Jai Corp Limited of Rs. 1 each	149,150	149,150
0 (5000) Shares of Jayashwal Nico ind. Limited of Rs. 10 each	-	234,806
5000 (5000) Shares of Jhunhunwala vanaspati. Limited of Rs. 1 each	35,801	35,801
500 (500) Shares of J.M.Finance Limited of Rs. 1 each	9,472	9,472
5000 (5000) Shares of KCP Sugar Limited of Rs. 1 each	70,311	70,311
0 (10000) Shares of Kirloskar Electric Limited of Rs. 10 each	-	854,101
25(0) Sahres of Kpit Cummins Infosystem Ltd. of Rs. 2 each	5,280	
3145 (3145) Shares of Krishna Filament Limited of Rs. 10 each	22,985	22,985
0 (40) Shares of MRF Limited of Rs. 10 each	-	389,835
150 (150) Shares of Moser Bear Limited of Rs. 10 each	25,335	25,335
775 (775) Shares of Nation Perox Limited of Rs. 10 each	313,799	313,799
500 (500) Shares of Neyveli lignite Limited of Rs. 10 each	86,912	86,912
0 (900) Shares of Nifty Benchmark Limited of Rs. 10 each	-	496,767
25( 0) Shares of Oberoi Realty Limited of Rs. 10 each	6,850	
5000 (5000) Shares of Orient Abrasives Limited of Rs. 1 each	39,813	39,813
5000 (5000) Shares of Orient Refractories Limited of Rs. 1 each	-	-
3 (3) Shares of Pantaloon Fashion & Retail Limited of Rs. 10 each	-	-
15 (15) Shares of Future Retail Limited of Rs. 2 each	-	-
0 (5000) Shares of Penner Industries Limited of Rs. 5 each	-	205,320
0(50) Shares of Pfizer Ltd. of Rs. 10 each	-	82,238
0 (10000) Shares of Power Grid Corp Limited of Rs. 10 each	-	1,066,033
5337 (5337) Shares of Rajratan Global Wire Limited of Rs. 10 each	717,280	717,280
8500 (8500) Shares of Rama New Print Limited of Rs. 10 each	133,507	133,507
0 (2500) Shares of SAIL of Rs. 10 each	-	527,135
100 (100) Shares of Sangam india Limited. of Rs. 10 each	8,236	8,236
0 (750) Shares of Sesa Goa Limited.of Rs. 1 each	-	241,715
1798 (1798) Shares of Shipping Corp of india Limited. of Rs. 10 each	296,597	296,597
2500 (2500) Shares of Steel tube of india Limited. of Rs. 10 each	11,096	11,096
0 (4000) Shares of Sterlite technologies Limited. of Rs. 2 each	-	421,613
525 (525) Shares of Sutlaj industries Limited. of Rs. 10 each	100,445	100,445
100 (100) Shares of Syndicate bank.of Rs. 10 each	1,541	1,541
44 (11) Shares of Tech Mahindra Ltd. of Rs. 5 (10) each	43,954	43,954
0 (250) Shares of Technocraft Ltd. of Rs. 10 each	-	29,086
100 (100) Shares of Timken India Ltd.of Rs. 10 each	-	-
100 (100) Shares of Torrent cable Limited of Rs. 10 each	22,476	22,476
200 (200) Shares of Transgene bixtek Limited of Rs. 10 each	30,444	30,444
3000 (3000) Shares of Unitech Limited of Rs. 2 each	244,562	244,562
176 (176) Shares of Union bank of india of Rs. 10 each	4,789	4,789
250 (250) Shares of Viceroy Hotel Ltd. of Rs. 10 each	22,832	22,832
500 (500) Shares of Varun Lab. Ltd.of Rs. 10 each	60,612	60,612
15000 (15000) Shares of Willard India Ltd.of Rs. 5 each	233,170	233,170
10 (10) Shares of Wipro Ltd. of Rs. 2 each	20,952	20,952
500 (500) Shares of Zee Tele Ltd . of Rs. 1 each	42,328	42,328
0 (50) Shares of Wyeth Ltd . of Rs. 10 each	-	46,982
<b>(b) In Unquoted Equity Instruments (At Cost) (Fully Paid Up)</b>		
900000 (0) Shares of D&H Secheron Industries Pvt. Ltd. of Rs. 10 each	9,000,000	9,000,000
15500 (15500) Shares of Sam Hoteliers & Holdings Pvt.Ltd. of Rs. 10 each	620,000	620,000
536300 (536300) Shares of D&H Secheron Infrastructure P. Ltd. of Rs. 10 each	41,130,000	41,130,000
	-	-



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014
(c) In Bonds (At Cost) (Fully Paid Up) (Non- Convertible)(Unquoted) 250(0) bonds of HUDCO Ltd. of Rs. 1000 each	250,000	250,000
	<u>54,864,647</u>	<u>64,719,756</u>
Gross Total of Investments	<u>165,129,308</u>	<u>164,160,192</u>
Less: Provision for Diminution in value of Investments	<u>1,721,197</u>	<u>3,189,379</u>
<b>Total Value of Investments</b>	<u>163,408,111</u>	<u>160,970,813</u>
Aggregate amount of Quoted Investment	3,864,647	13,719,756
Aggregate amount of Market Value of Quoted Investment	3,796,040	12,364,299
Aggregate amount of Un-Quoted Investment	51,000,000	51,000,000
<b>12 LONG TERM LOANS &amp; ADVANCES</b> (Unsecured Considered Good)		
(a) Balances with Statutory / Govt. Authorities	1,617,140	2,910,924
(b) Advance against purchase of Land	<u>71,794,333</u>	<u>56,813,145</u>
<b>Total</b>	<u>73,411,473</u>	<u>59,724,069</u>
Loans & Advances given in the nature of Loans to Related Parties	NIL	NIL
<b>13 OTHER NON CURRENT ASSETS</b>		
a Non Current Bank Balances (Refer Note 17)	<u>130,000</u>	<u>10,000</u>
<b>Total</b>	<u>130,000</u>	<u>10,000</u>
<b>14 CURRENT INVESTMENTS</b>		
(i) In Quoted Equity Instruments (At Lower of Cost or Fair Value ) (Fully Paid Up)		
0 (16000) Shares of Idbi Bank Limited of Rs. 10 each	-	950,072
0 (14500) Shares of Ifci Limited of Rs. 10 each	-	374,218
0 (4500) Shares of India Bulls Real Estate Limited of Rs. 2 each	-	257,965
0 (555) Shares of JSW Steel Ltd. of Rs. 10 each	-	526,224
0 (100) Shares of Nestle India Ltd. of Rs. 10 each	-	499,172
0 (10000) Shares of Neyveli lignite Limited of Rs. 10 each	-	590,211
0 (375) Shares of Tata Cofee Ltd. of Rs. 10 each	-	346,348
0 (1500) Shares of Timken India Ltd. of Rs. 10 each	-	290,290
0 (1000) Shares of Titan Industries Ltd.of Rs. 1 each	-	250,186
	<u>0</u>	<u>4,084,685</u>
Aggregate amount of Quoted Investment	-	<b>4,084,685</b>
Aggregate amount of Market Value of Quoted Investment	-	<b>4,342,532</b>
Aggregate amount of Un-Quoted Investment	-	-
<b>15 INVENTORIES</b>		
a <b>Particulars</b>		
Stock in Trade (Trading Activity)	37,381,453	38,700,168
Stores & Spares	3,039,723	3,044,005
Others	-	67,515
<b>Total</b>	<u>40,421,176</u>	<u>41,811,688</u>
b Stores & spares, fuel and packing materials are valued at cost(FIFO) including freight Stock of land of real estate division is valued on cost after capitalizing the expenses incurred on development of land.		
<b>16 TRADE RECEIEVABLES</b>		
		<b>Current</b>
a Outstanding for a period exceeding 6 months from the due date Unsecured Considered Good	<u>-</u>	<u>-</u>
	-	-



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014
<b>b</b> Others		
Unsecured Considered Good	3,943,965	5,366,335
	<u>3,943,965</u>	<u>5,366,335</u>
<b>Total</b>	<b>3,943,965</b>	<b>5,366,335</b>
<b>17 CASH &amp; BANK BALANCES</b>		
Cash In Hand	371,477	840,423
Balances with Bank	1,143,343	2,657,625
DD in Hand	5,000	-
Deposits with Bank		
Maturity up to 12 months	-	207,032
Maturity above 12 months	130,000	10,000
<b>Total</b>	<b>1,649,820</b>	<b>3,715,080</b>
Less: Amount Disclosed under Non Current Assets	130,000	10,000
<b>Total</b>	<b>1,519,820</b>	<b>3,705,080</b>
<b>18 SHORT TERM LOANS &amp; ADVANCES</b> (Unsecured Considered Good)		
<b>a</b> Loans at Interest	91,887,891	69,593,513
	<u>91,887,891</u>	<u>69,593,513</u>
<b>b</b> Advances Recoverable in cash	180,000	1,180,000
	<u>180,000</u>	<u>1,180,000</u>
<b>c</b> Other Loans & Advances		
Refund Receivable (A.Y. 11-12)	-	6,126
Refund Receivable (A.Y. 13-14)	-	600,194
Refund Receivable (A.Y. 14-15)	378	-
Taxes Paid (Net of Provision A.Y. 15-16)	1,661,147	-
Prepaid Expenses	250,689	229,103
	<u>1,912,214</u>	<u>835,423</u>
<b>Total</b>	<b>93,980,105</b>	<b>71,608,936</b>
Loans & Advances given in the nature of Loans to Related Parties	NIL	NIL
<b>19 OTHER CURRENT ASSETS</b> (Unsecured Considered Good)		
<b>a</b> Assets Held for Sale(including assets lying with third parties)	1,777,075	21,719,035
<b>b</b> Interest Accrued on Deposits	8,852	79,657
<b>c</b> Interest Accrued on Loans	6,342,353	9,465,102
<b>d</b> Others	1,030,003	2,632,171
<b>Total</b>	<b>9,158,283</b>	<b>33,895,965</b>
<b>20 REVENUE FROM OPERATIONS</b>		
<b>a</b> Sale of Products	-	-
<b>b</b> Traded Goods	11,452,500	21,894,400
<b>c</b> Sale of Services	52,892,014	60,885,954
	<u>64,344,514</u>	<u>82,780,354</u>
Details of Product Sold		
Traded Goods		
Plot	11,452,500	21,894,400
Others	-	-
	<u>11,452,500</u>	<u>21,894,400</u>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014
Details of Services		
Lease Rent	52,892,014	60,885,954
	<u>52,892,014</u>	<u>60,885,954</u>
<b>21 OTHER INCOME</b>		
<b>Interest:</b>		
From Current Investment		
From Long Term Investment	21,683	8,801
From Others	8,205,661	8,562,733
<b>Dividend:</b>		
From Current Investment	34,116	18,000
From Long Term Investment	284,511	340,582
<b>Net Profit on Sale of Investments:</b>		
From Current Investment	676,613	-
From Long Term Investment	323,621	200,100
Profit on Sale of Fixed Assets	392,762	1,586,141
Profit on Sale of Stores	-	14,466
Excess Provision for leave encashment written back	21,921	8,945
Excess Provision for diminution in value of investment written back	1,468,182	1,255,249
Agricultural Income	-	37,500
Miscellaneous Balance written off	825,057	183,572
Other Non Operating Income	153,677	19,007
	<u>12,407,805</u>	<u>12,235,097</u>
<b>22 CHANGES IN INVENTORY OF FINISHED GOODS &amp; STOCK IN TRADE</b>		
<b>a (Increase) / Decrease in Inventories</b>		
Opening Stock of Inventories		
Finished Goods	-	-
Stock in Trade (Trading Activity)	38,700,168	41,182,454
	<u>38,700,168</u>	<u>41,182,454</u>
Less: Closing Stock of Inventory		
Finished Goods	-	-
Stock in Trade (Trading Activity)	37,381,453	38,700,168
	<u>37,381,453</u>	<u>38,700,168</u>
Net (Increase) / Decrease	<u>1,318,715</u>	<u>2,482,286</u>
<b>b Details of Inventories</b>		
Traded Goods		
Plot	37,381,453	38,700,168
	<u>37,381,453</u>	<u>38,700,168</u>
<b>23 EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Wages	9,080,278	9,367,978
Bonus	37,877	29,717
Contribution to Provident & Other Funds	190,610	191,138
Staff Welfare Expenses	585,537	328,183
Gratuity	115,000	65,733
Medical reimbursements	2,085	621
	<u>10,011,387</u>	<u>9,983,370</u>
<b>24 OTHER EXPENSES</b>		
<b>a Manufacturing Expenses</b>		
Power & Fuel	16,028,631	15,044,893
Factory Expenses	27,303,566	24,539,112
Repairs to Machinery	337,338	51,848
Insurance	159,820	136,391
	<u>43,829,355</u>	<u>39,772,244</u>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014
<b>Selling Expenses</b>		
Brokerage	126,030	202,597
Advertisement Expenses	13,000	8,850
	<u>139,030</u>	<u>211,447</u>
<b>b Establishment Expenses</b>		
Rent	573,036	568,945
Repairs-Others	52,668	286,523
Rates & Taxes	1,218,350	1,214,117
Director Remuneration	4,111,600	542,400
Auditor Remuneration	106,742	101,124
Legal & Professional Charges	917,137	1,136,703
Office & General Expenses	1,097,380	1,497,551
Telephone & Fax	175,357	179,005
Power & Fuel	67,515	682,948
Printing & Stationery	57,978	59,464
Postage & Telegram	8,597	13,333
Travelling Expenses	273,034	399,408
Director Sitting Fees	50,000	60,000
<b>c Others</b>		
Loss on Sale of Assets	56,027	1,409,833
Impairment Loss	-	2,554,373
Loss on sale of Spares	-	21,300
Penalty	1,000	
Insurance Others	2,875	39,731
Freight on Others	-	48,500
Speculation Loss in Shares	1,079,796	320,226
Vat/Excise/Service Tax on completed cases	-	1,338,472
Prior Period Expenses	3437	96,850
	<u>9,850,028</u>	<u>12,612,512</u>
	<u>53,818,413</u>	<u>52,596,203</u>
<b>Details of Payment to Auditors</b>		
As Auditor		
Audit Fee	50,000	50,000
Tax Audit Fee	25,000	25,000
Limited Review	20,000	15,000
Service Tax	11,742	11,124
	<u>106,742</u>	<u>101,124</u>
<b>25 FINANCIAL COST</b>		
Interest on Working Capital Loans	-	22,088
Interest on Unsecured Loans	3,656	32,906
Interest on Late Payment	38,856	41,706
Other Interest	-	276,500
Bank Charges	8,834	9,138
	<u>51,345</u>	<u>3,82,338</u>
<b>26 EXCEPTIONAL ITEMS</b>		
Investment Written off	-	1,077,018
Loss on Assets held for sale	9,944,560	
	<u>9,944,560</u>	<u>1,077,018</u>

Note(1): Exceptional Item for the year Rs. 99,44,560/- represents loss on sale of 'Assets held for sale' during the year.

Note(2): Exceptional Items represents Rs. 1,077,018 being the cost of Investment in Shares remained unadjusted at the time of sale of such shares in earlier years.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014
<b>27 TAX EXPENSES</b>		
<b>a</b> Income Tax		
Current Year	5,100,000	9,000,000
Excess / Short Provision of Previous Year	(32,389)	(490)
	<u>5,067,611</u>	<u>8,999,510</u>
<b>b</b> Deferred Tax	<u>(555,105)</u>	<u>(9,518,806)</u>
	<b>4,512,506</b>	<b>(519,296)</b>
<b>28 EARNING PER SHARE</b>		
Earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year.		
<b>Particulars</b>		
Profit/ Loss After Tax	(9,784,977)	16,564,647
Net Profit attributable to equity shareholders	(9,784,977)	16,564,647
No of Shares Basic & diluted	11,088,470	11,088,470
Earning Per Share Basic & diluted	(0.88)	1.49
<b>29 EMPLOYEE BENEFIT</b>		
As required by Revised AS 15, Provident fund and gratuity are defined contribution scheme and the contributions made are charged to profit & loss account. Leave encashment liability is a defined benefit obligation and is provided for on the basis of actuarial valuation done using projected unit credit method at the end of the financial year.		
Defined Benefit Plans/ Long Term Compensated Absence as per Actuarial Valuation on 31 <sup>st</sup> March 2015:-		
<b>Leave Encashment</b>		
<b>A Expense recognized in the statement on profit &amp; Loss Account for the year ended March 31' 2015</b>		
<b>Particulars</b>		
Current Service Cost	27455	25,749
Interest Cost (On PBO as of 31.03.2014)	16487	19,902
Employee Contributions	-	-
Expected return on Plan Assets	-	-
Actuarial (Gains)/ Losses	(658,63)	(54,596)
Plant Service Cost	-	-
Settlement Cost	-	-
Total Expense	<u>(21,921)</u>	<u>(8,945)</u>
<b>B Net Asset/(Liability) recognized in the Balance Sheet as at March 31<sup>st</sup> 2015</b>		
<b>Particulars</b>		
Present Value of Defined benefit obligation as at March 31 ' 2015	18,073	212,192
Fair Value of Plan Assets as at March 31'2015	NIL	NIL
Funded status Surplus (Deficit)	(-1,81,073)	(-2,12,192)
Net Asset/( Liability) as at March 31' 2015	<u>(-2,12,192)</u>	<u>(-2,21,137)</u>
<b>C Change in obligation during the year ended March 31' 2015</b>		
<b>Particulars</b>		
Present Value of Defined benefit obligation at the beginning of the year 01.04.2014	2,12,192	2,21,137
Current Service Cost	27,455	25,749
Interest Cost(On PBO as of 31.03.2014)	16,487	19,902
Settlement Cost	-	-
Past Service Cost	-	-
Employee Contributions	-	-
Actuarial (Gains) / Losses	(-65,863)	(-54,596)
Benefits Payments	9198	-
Present Value of Defined benefit obligation at the end of the year	<u>(-21,921)</u>	<u>(-8945)</u>





## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in Rupees)

Particulars	31.03.2015	31.03.2014
<b>D Change in Assets during the year ended March 31' 2015</b>		
<b>Particulars</b>		
Plan Assets at the beginning of the year 01.04.2014	-	-
Assets acquired in amalgamation in previous year	-	-
Settlements	-	-
Expected return on plan assets	-	-
Contributions by employees	-	-
Actual benefits paid	-	-
Actuarial gains/ ( Losses)	-	-
Plan Assets at the end of the year	-	-
Actual return on plan assets	-	-
<b>E The major categories of plan assets as a percentage of total plan</b>		
<b>Particulars</b>		
Qualifying insurance policy	-	-
<b>F Actuarial Assumption</b>		
<b>Particulars</b>		
Discount Rate	9%	8%
Future Salary Increase	6.50%	5.50%
The Liability relating to current year has been debited to profit & loss account.		

**30 LEASES**

(i) The company has not taken so far any asset on finance lease during the year. In respect of operating lease of office premises the leasing arrangements which are not non cancelable range between 11 months and 39 months generally or longer and are usually renewable by mutual consent on mutually agreeable terms. The aggregate of lease rental payable are charged as rent under the head "office and administrative expenses Rs.573036 (Previous Year Rs.568945) has been charged to revenue accordance with the terms and conditions of respective lease agreement.

**(ii) Future Minimum lease rental in respect of Assets given on operating lease in the form of Building and Plant & Machinery**

The minimum future lease payment as on 31/03/2015 are as under:

	3/31/2015	3/31/2014
(a) Receivable within one year	46,800,000	46,800,000
(b) Receivable within one to five years	187,200,000	187,200,000
(c) Receivable after five years	Nil	Nil



**31. Segment Reporting :**  
**31.1 Business Segments :-**

In the opinion of the management and as per the explanation given to us, there are four reportable segment of the company

- (1) Soya Division (Up to August 2013)
- (2) Welding Division
- (3) Real Estate Division
- (4) Investment Division

- a. Segmental revenue includes sales and other income directly identifiable with/allocable to the Particular segment.
- b. Segmental expenses that are directly identifiable with allocable to particulars segment are considered for determining the segment result.

S. No.	Particular	Soya Division		Welding Division		Investment Division		Real Estate Division		Total	
		2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
1	Segmental Revenue	661,348	1,830,571	53,433,483	61,116,921	11,853,513	21,932,783	10,803,374	10,135,176	76,752,319	95,015,451
2	Segmental Expenses	14,069,838	17,743,920	55,880,089	50,000,895	4,350,010	7,411,119	1,349,021	1,698,725	75,648,958	76,854,659
3	Segmental Profit/(Loss)	-13,408,490	-15,913,349	-2,446,606	11,116,026	7,503,503	14,521,664	9,454,953	8,436,451	11,03,361	18,160,792
	(before tax & deferred tax)										
4.	Unallocable Expenses									63,75,832	2,115,441
5	Profit before tax & dererred tax									(5,272,471)	16,045,351
6	Segmental Assets[A]	59,762,453	86,312,248	127,831,706	114,156,913	38,095,621	40,439,152	246,668,967	235,686,280	472,358,776	476,594,592
7	Segmental Liability [B]	857,700	3,058,107	32,556,960	24,159,470	18,265,607	10,686,183	425,282	5,221,564	52,105,548	43,125,324
8	Capital Employed [A-B]	58,904,753	83,254,141	95,274,746	89,997,443	19,830,014	29,752,969	246,243,715	230,464,717	420,253,228	433,469,270

**31.2 Geographical Segments :-**

The Company caters mainly to the need of Indian market. The Export Turnover i Nil.



**32. Related Parties Disclosure**

As per Accounting Standard -18 issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below:

- (a) Holding Company - Sam Exim Limited.
- (b) Associated Companies- Ability Dealtrade Pvt. Ltd., Chronos Retail Pvt. Ltd., Dwekam Electrodes Private Ltd., Dwekam Weld-Tech Private Ltd., Anisha Realty Pvt. Ltd., D&H Secheron Projects Pvt. Ltd., D&H Secheron Resources Pvt. Ltd., Dwekam Realty Pvt. Ltd., D&H Secheron Realty Pvt. Ltd., D&H Secheron Impex Pvt. Ltd., Indian Organics & Pharmaceuticals Pvt. Ltd., Indore Aeromatics Pvt. Ltd., Indotrade India Ltd., Manapa Project Developers LLP, Mandhari Trading Pvt. Ltd., Minimart Tie-up Pvt. Ltd., Swan Finance Ltd., NSB Securities Pvt. Ltd., DKG Finvest Pvt. Ltd. Solartech Multitrade Pvt. Ltd., Venus Multitrade Pvt. Ltd.
- (c) Key Managerial Person –Mr. Ashutosh A Maheshwari, Chairman, Mr. Anil Maloo, Executive Director (Up to December 2014), Mrs. Gitanjali A. Maheshwari, Whole Time Director (from August 2014) & Mrs. Kishore Kale, Director (from November 2014).
- (d) Relative - Mrs. Seema A. Maheshwari & Suman A Maheshwari.

(Amount in Rs.)

S.No.	Nature of Transaction	2015	2014
1	Remuneration		
	Anil Maloo (Key managerial Person)	3,61,600	5,42,400
2	Gitanjali A Maheshwari (Key Managerial Person)	37,50,000	-
	Seema A. Maheshwari (Relative)	3,00,000	3,00,000
3	Payable		
	Dwekam Electrodes P. Ltd. (Associate co.)	12,00,000	12,00,000
	Arvind A. Maheshwari (Relative)	42,723	2,92,723
	Arvind A. Maheshwari- HUF (Relative)	-	2,51,627
	Suman A. Maheshwari (Relative)	1,53,540	1,84,762
4	Lease Rent Paid		
	Arvind A. Maheshwari (Relative)	-	95,928
	Arvind A. Maheshwari- HUF (Relative)	-	85,375
	Suman A. Maheshwari (Relative)	4,04,496	2,19,102

**33. Capital & Other Commitments**

(Amount in Rs.)

		2014-15	2013-14
1.	Estimated amount of Contracts remaining to be executed on Capital (Net of Advance)	5,86,77,341	6,36,24,860
2.	Estimated amount of Contracts remaining to be executed on Revenue (Net of Advance)	-	-

**34. Contingent Liabilities**

(Amount in Rs.)

	Contingent Liabilities not provided for	2014-15	2013-14
36.1	Sales tax demands (in appeal/revision)	-	7,85,000

**35. Derivative Instruments**

The Company has not entered into any forward derivative instruments to hedge the foreign currency during the year.



**36. Discloser required under section 22 for Micro, Small & Medium Enterprises:**

- a. Trade payable includes Rs. NIL (Previous year Rs. NIL) due to Micro & Small Enterprises registered under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED, Act 2006) .
- b. No interest is paid / payable during the year to any enterprise registered under the MSME.
- c. The above information has been determined to the extent such parties could be identified on the basis of the information available to the company, regarding the status of the supplier under the MSME.

<b>37. Transactions in Foreign Currency</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Remittances in Foreign Currency	NIL	NIL
CIF value of Import	NIL	NIL
Expenditure in Foreign Currency (Travelling Expenses)	NIL	NIL
Earnings in Foreign Exchange	NIL	NIL

**38. Value of Consumption of Raw Material & Stores Consumed:**

**RAW MATERIAL CONSUMPTION**

Particulars	31.03.2015	%	31.03.2014	%
Raw Material				
Imported	0	0%	0	0%
Indigenous	0	0%	0	0%
Tota	0	0%	0	0%
Spare Parts				
Imported	0	0%	0	0%
Indigenous	0	0%	0	0%
Tota	0	0%	0	0%

39. (a) The business activities of Soya Division have been discontinued during the previous year and the management has decided to close the operation of the said division by selling out its Plant & Machineries etc.
- (b) Certain Plant & Machinery of Soya Division retired from the Active use of the business in previous year and the company has sold out most of the assets during the year and some remaining assets have been stated as "Assets held for disposal" and shown under "Other Current Assets".
40. In the opinion of the Board, the current assets, loans and advances have a value on realization on the ordinary course of business, at least equal to the amount at which the same is stated in the Balance Sheet. There are no contingent liabilities other than those stated above.
41. The Company has reclassified and regrouped the Previous Year Figures to confirm the current classification.

**AS PER OUR REPORT OF EVEN DATE ATTACHED**

**FOR AND ON BEHALF OF THE BOARD**

**For M/s. M. Mehta & Company**  
Chartered Accountants  
Firm Reg. No. 000957C

**Ashutosh Maheshwari (Chairman)**  
**Gitanjali Maheshwari (Executive Director)**  
**Kishore Kale (Director)**  
**Yogendra Vyas (Director)**

**CA P.R. Bandi**  
Partner  
M.No.016402

**Navin S. Patwa (Company Secretary)**

**Date: 28<sup>th</sup> May 2015**  
**Place: Indore**

**Gopal Shrivastava (Chief Financial Officer)**

**SAM INDUSTRIES LIMITED****CIN: L15143MH1994PLC164344**

Regd. Off. 401, Dalamal Chambers, 29, New Marine Lines, Mumbai-20

Email:secretarial@sam-industries.com

**PROXY FORM (MGT-11)****[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

<b>Name of the member(s)</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No/Client ID</b>	
<b>DP ID</b>	

I/We, being the member(s) of .....Shares of the **Sam Industries Limited**, hereby appoint:

- Name: ..... Address: .....  
E-mail ID: .....  
Signature ..... Or failing him.
- Name: ..... Address: .....  
E-mail ID: .....  
Signature ..... Or failing him.
- Name: ..... Address: .....  
E-mail ID: .....  
Signature ..... Or failing him.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **21st** Annual General Meeting of the Company, to be held on the **Wednesday, 28th October, 2015 at 12.30 P.M.** at the Confederation of Indian Industry, CII Naoroji Godrej Centre of Excellence, Godrej Station-side Colony, Opp Railway Station, Vikhroli (East), Mumbai – 400 079 and at any adjournment thereof in respect of such resolutions as are indicated in the box below.

<b>Resolution No.</b>	<b>RESOLUTIONS</b>	<b>For</b>	<b>gainst</b>
	<b>Ordinary Business: ORDINARY RESOLUTION</b>		
1	Adoption of Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Director's Report & Auditor's Report thereon.		
2	Appointment of a Director in place of Mr. Ashutosh A. Maheshwari who retires by rotation and being eligible, offer himself for re-appointment.		
3	Appointment of M/s M. Mehta & Co. Chartered Accountants, Statutory Auditors of the company		
	<b>Special Business: ORDINARY RESOLUTION</b>		
4.	Appointment of Mr. Kishore Kale, as a Director of the Company		

Signed this .....day of.....2015.

Signature of Shareholder

Signature of Shareholder(s)

Affix Revenue Stamp
---------------------------

Note : The Proxy must be returned so as to reach the Registered Office of the company at 401, Dalamal Chambers, 29, New Marine Lines, Mumbai 400020 not less than (48) Forty Eight Hours before the time for holding the aforesaid meeting.



**SAM INDUSTRIES LIMITED**

**CIN: L15143MH1994PLC164344**

**Regd. Off. 401, Dalamal Chambers, 29, New Marine Lines, Mumbai-20**

**Email:secretarial@sam-industries.com**

**Ph. +91-22-4040 9191, 4040 9113**

**ATTENDANCE SLIP**

Shareholders attending the Meeting in person or Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional attendance slip at the venue.

I /We hereby record my presence at the 21st Annual General Meeting of the Company held on **Wednesday 28th day of October, 2015 at 12.30 P. M. at Confederation of Indian Industry, CII Naoroji Godrej Centre of Excellence, Godrej Station-side Colony, Opp Railway Station, Vikhroli (East), Mumbai – 400 079**

Regd. Folio No. *	Name and Address of the registered Shareholder
Client ID No. & DP ID No. '	
No. of shares held	

\*Applicable in case of Shares held in Physical Form

Full Name of the Proxy (in block letters)

Signature of Shareholder or Proxy

Printed Matter

To,

*If undelivered, Please return to :*  
**SAM INDUSTRIES LIMITED**  
REGD. OFFICE: 401, Dalamal Chambers, 4th Floor,  
29, New Marine Lines, Mumbai - 400020