



Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2015 as amended]

To,
The Chairman,
SAM INDUSTRIES LIMITED
CIN: L70102MP1994PLC041416
VILLAGE DAKACHIYA, A. B. ROAD. TEHSIL
SANWER, DAKACHIYA INDORE MP 453771

Dear Sir,

Ref. 23rd Annual General Meeting (AGM) of the Equity Shareholders of Sam Industries Limited held on the Friday, September 29, 2017 At 04:00 P.M. At Village Dakachiya., Tehsil Sanwer, A. B. Road, Indore 453771 (MP).

Subject: Passing of Resolution(s) through remote electronic voting and Poll at the venue of the AGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44(3) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

1. I, **Manish Maheshwari, Practicing Company Secretary**, appointed by the Board of Directors of **SAM INDUSTRIES LIMITED** ("the Company") as a Scrutinizer for the purpose of conducting the E-voting process and Poll at venue of the AGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Regulation 44(3) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, on the below mentioned resolution(s), passed at the **23rd Annual General Meeting of the Equity Shareholders of the Company held on the Friday, September 29, 2017 At 04:00 P.M. at Village Dakachiya., Tehsil Sanwer, A. B. Road Indore 453771 (MP).**
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the **23rd Annual General Meeting (AGM) of the members of the Company.** Our responsibility as a Scrutinizer for the E-voting process and Poll restricted



to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by Central Depository Service (India) Limited(CDSL), the authorized agency to provide the E-voting facilities, engaged by the Company.

3. Further to the above, We submit our report as under:

- i. The Company has availed E-voting facility offered by Central Depository Service (India) Limited (CDSL), for conducting E-voting by the shareholders of the Company.
- ii. The Members of the Company as on the "Cut Off" date i.e. **22nd September 2017** were entitled to vote on the resolutions (Items Number 1 to 6 as set out in Notice of 23rd AGM of the Company).
- iii. The voting period for E-voting commenced on **26th September, 2017 (09.00 AM) and ends on 28th September, 2017 (05.00PM)** and the CDSL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses Mr. Yash Gupta and Ms. Prerna Jain, who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.
- iv. The Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Company arranged the facility to vote for Poll at the venue of the AGM. The Poll voting was reconciled with the records maintained by the RTA of the Company and the authorizations/proxies lodged with the company. Thereafter, we as a Scrutinizer duly compiled the details of the e-voting carried out by the Members together with the Poll done at the venue of the AGM.

The results of the e-voting with that of the voting conduct at venue of the AGM by way of Poll are as under:

Details	E-voting	Voting by Poll at the AGM	Total Voting
Number of members who cast their votes	14	3	17
Total Number of Shares held by them	89,98,114	4,61,040	94,59,154
Valid Votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained/ Invalid Votes	NIL		



ITEM NO.1 - ORDINARY RESOLUTION

Adoption of Audited Balance Sheet and Statement of Profit & Loss Account for the year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	E-Voting		Voting by Poll at the Venue		TOTAL	
	No	% age	No	% age	No	% age
Votes in favour of the Resolution	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00
Votes against the Resolution	0.00	0.00	0.00	0.00	0.00	0.00
Abstained /Invalid Votes	0.00	0.00	0.00	0.00	0.00	0.00
Total	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00

ITEM NO.2 - ORDINARY RESOLUTION

Re-Appointment a Director in place of Mr. Kishore Kale (DIN: 01743556) who retires by rotation and being eligible offer herself for re-appointment

Manner of Voting	E-Voting		Voting by Poll at the Venue		TOTAL	
	No	% age	No	% age	No	% age
Votes in favour of the Resolution	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00
Votes against the Resolution	0.00	0.00	0.00	0.00	0.00	0.00
Abstained /Invalid Votes	0.00	0.00	0.00	0.00	0.00	0.00
Total	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00

ITEM NO.3 - ORDINARY RESOLUTION

Appointment of Auditors M/s Manoj Khatri & Co. and fixing their remuneration

Manner of Voting	E-Voting		Voting by Poll at the Venue		TOTAL	
	No	% age	No	% age	No	% age
Votes in favour of	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00
	No		No		No	





Manner of Voting		E-Voting		Voting by Poll at the Venue		TOTAL	
Votes in favour of the Resolution	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00	100.00
Votes against the Resolution	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Abstained /Invalid Votes	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00	100.00

Fix the remuneration of Mrs. Gitanjali A. Maheshwari (DIN: 00094596)

ITEM NO.5 - SPECIAL RESOLUTION

Manner of Voting		E-Voting		Voting by Poll at the Venue		TOTAL	
Votes in favour of the Resolution	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00	100.00
Votes against the Resolution	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Abstained /Invalid Votes	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00	100.00

Appointment of Mr. Devraj Singh Badgara (DIN: 07429570) as an Independent Director

ITEM NO.4 - SPECIAL RESOLUTION

Manner of Voting		E-Voting		Voting by Poll at the Venue		TOTAL	
Votes in favour of the Resolution	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00	100.00
Votes against the Resolution	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Abstained /Invalid Votes	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	89,98,114	100.00	4,61,040	100.00	94,59,154	100.00	100.00