



## Report of Scrutinizer

### [Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Sam Industries Limited,  
401, Dalamal Chambers,  
29, New Marine Lines,  
Mumbai-20

Dear Sir,

**Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3) (xi) of Companies (Management and Administration) Rules, 2014.**

1. I, **Manish Maheshwari, Practicing Company Secretary**, appointed by the Board of Directors of Sam Industries Limited ("the Company") as an Scrutinizer for the purpose of conducting the E-voting process on the below mentioned resolution(s), to be passed at the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company to be held on the 29<sup>th</sup> September, 2014 at basement of Dalamal Chambers, 29, New Marine Lines, Mumbai- 400 020.
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 20<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as an Scrutinizer for the E-voting process restricted to make an 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 Services (India) Limited (CDSL), the authorized agency to provide the E-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
  - i. The Company has availed E-voting facility offered by Central Depository Services (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. 29<sup>th</sup> August, 2014 were entitled to vote on the resolutions (Items Number 1 to 5 as set out in Notice of 20<sup>th</sup> AGM of the Company).
- iii. The voting period for E-voting commenced on Tuesday, 23<sup>rd</sup> September, 2014 (9.00 A.M.) to Thursday, 25<sup>th</sup> September 2014 (6.00 P.M.) 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. Jayesh S. Merai and Deepak S. Jadhav who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

**Item No. 1-Ordinary Resolution**

**Adoption of Audited Balance Sheet and Statement of Profit & Loss Account for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
14	86,68,884	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 2- Ordinary Resolution**

**Re-appointment of Mr. Anil Maloo who retires by rotation**





(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
14	86,68,884	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

### Item No. 3-Ordinary Resolution

#### Appointment of Auditors and fixing their remuneration

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
14	86,68,884	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

### Item No. 4 -Special Resolution

#### Appointment of Mrs. Gitanjali A. Maheshwari as a whole time Director

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
14	86,68,884	100



(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

#### Item No. 5-Special Resolution

#### Appointment of Mr. Santosh Muchhal as an Independent Director

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
14	86,68,884	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Mr. Jayesh S. Merai

Deepak S. Jadhav

Thanking you,

Yours Faithfully,

Scrutinizer

Name: Manish Maheshwari  
Practicing Company Secretary  
FCS: 5174; CP: 3860



Place: Mumbai

Date: 29.09.2014



**FORM No. MGT-13**  
**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
Sam Industries Limited,  
401, Dalamal Chambers,  
29, New Marine Lines,  
Mumbai-20

**The Twentieth Annual General Meeting of the members of Sam Industries Limited (the Company) held on Monday, 29<sup>th</sup> September, 2014 at basement of Dalamal Chambers, 29, New Marine Lines, Mumbai – 400020.**

Dear Sir,

I, **Manish Maheshwari, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sam Industries Limited held on Monday, 29<sup>th</sup> September, 2014 at the **basement of Dalamal Chambers, 29, New Marine Lines, Mumbai – 400020** submit our report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.





4. The result of the poll is as under:

**Item No. 1-Ordinary Resolution**

**Adoption of Audited Balance Sheet and Statement of Profit & Loss Account for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
17	9,95,271	100%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	0%

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 2- Ordinary Resolution**

**Re-appointment of Mr. Anil Maloo who retires by rotation**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
17	9,95,271	100%

(ii) Voted against the resolution:



Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	0%

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

### Item No. 3-Ordinary Resolution

#### Appointment of Auditors and fixing their remuneration

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
17	9,95,271	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	0%

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

### Item No. 4 -Special Resolution

#### Appointment of Mrs. Gitanjali A. Maheshwari as a whole time Director

(i) Voted in favour of resolution:

3



Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
17	9,95,271	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	0%

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

### Item No. 5-Special Resolution

#### Appointment of Mr. Santosh Muchhal as an Independent Director

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
17	9,95,271	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	0%

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL





5. A compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Mr. Navin Patwa, Company Secretary for safe keeping.

**Thanking you,**

**Yours Faithfully,**

*Manish Maheshwari*

**Scrutinizer**

**Name: Manish Maheshwari**

**Practicing Company Secretary**

**FCS:5174; CP:3860**

**Place: Mumbai**

**Date: 29.09.2014**





### Scrutinizer's Report-Combined

To,  
**The Chairman,**  
Sam Industries Limited,  
401, Dalamal Chambers,  
29, New Marine Lines,  
Mumbai-20

Dear Sir,

- I. I, **Manish Maheshwari, Practicing Company Secretary**, has been appointed as a Scrutinizer by –
- II. The Board of Directors of Sam Industries Limited (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (3)(xi) of Companies (Management and Administration) Rules, 2014.
- III. The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 20<sup>th</sup> AGM of the members of the Company held on Monday, 29<sup>th</sup> September, 2014 at basement of Dalamal Chambers, 29, New Marine Lines, Mumbai – 400020.
- IV. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rule relation to E-voting and Poll on the resolutions contained in the Notice to the 20<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited and also at the time of Poll at AGM.





I have issued separate Scrutinizer's Report dated 29<sup>th</sup> September 2014 on the E-voting and on the Poll on the resolutions contained in the Notice to the AGM. As requested by Management, I submit herewith my combined report on the results of E-voting together with that of Poll as under-

Item No. of Notice	Votes in favour of resolution		Votes against the resolution		Invalid votes	
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.	% of total number of invalid votes cast
Item No. 1 of the Notice (As an Ordinary Resolution)	96,64,155	100%	0	0%	0	0%
Item No. 2 of the Notice (As an Ordinary Resolution)	96,64,155	100%	0	0%	0	0%
Item No. 3 of the Notice (As an Ordinary Resolution)	96,64,155	100%	0	0%	0	0%
Item No. 4 of the Notice (As an Special Resolution)	96,64,155	100%	0	0%	0	0%
Item No. 5 of the Notice (As an Special Resolution)	96,64,155	100%	0	0%	0	0%

Thanking you,  
Yours Faithfully,

*Manish Maheshwari*

**Scrutinizer**  
**Name: Manish Maheshwari**  
**Practicing Company Secretary**  
**FCS:5174; CP:3860**



**Place: Mumbai**  
**Date: 29/09/2014**