

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

EVSN: 230722009

VOTING STARTS ON	VOTING ENDS ON
Thursday, 27 th July, 2023 at 9.00 am (IST)	Saturday, 26 th August, 2023 at 5.00 pm (IST)

To Members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of **SAM INDUSTRIES LIMITED** ("the **Company**") by means of Postal Ballot, only by way of remote e-voting process ("**e-voting**"), pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 20/2020 dated 5 May, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated 28 September, 2020, 39/2020 dated 31 December, 2020, 10/2021 dated 23 June, 2021, 20/2021 dated 8 December, 2021, 3/2022 dated 5th May, 2022, and 11/2022 dated 28th December 2022 read with other relevant circulars, including clarifications circular issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed CS Manish Maheshwari, a practicing Company Secretary, (Membership No.: 5174, COP No. 3860), Proprietor of M/s. M. Maheshwari & Associates, Company Secretaries, Indore as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

As permitted under the MCA Circular, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circular, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of

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submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circular.

Members are requested to follow the procedure as stated under the instructions for casting of votes by e-voting which is enclosed. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as its agency for providing e-voting facility to its members. Only members as on **Friday, July 21, 2023** (the "**Cut Off Date**") are entitled to vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice for information purpose only.

The Scrutinizer will submit his report, after the completion of scrutiny, to whole time director of the Company or any person authorized by him. The results of e-voting will be announced on or before **Monday, 28th August, 2023** and will be displayed on the Company's website <https://www.sam-industries.com> and will also be communicated to BSE Limited and Central Depository Services (India) Limited ("CDSL"). The Company will also display the results of the Postal Ballot at its' Registered Office.

SPECIAL BUSINESS:

Item No. 1: Ordinary Resolution for Approval of Material Related Party Transactions with M/s. Dwekam Weld-Tech Private Limited for Purchase of Land:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and approval of the Board of Directors of the company, approval of the Company be and is hereby accorded, to Material Related Party Transaction during the current financial year 2023-24 which could include transaction pertaining to purchase of land by the Company from Dwekam Weld-Tech Private Limited (the Related Party) for a **value up to Rs. 12.00 Crores (Rupees Twelve Crores only)** and such transaction may be negotiated, finalized, executed, and discharged in such a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

FURTHER RESOLVED THAT the Board of Directors of the Company and Company Secretary, be and is hereby authorized to take all such necessary actions that are required to be taken in regard to the execution of such related party transactions including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution in the interest of the Company."

