



**Report of Scrutinizer on E-Voting and Postal Ballot Process**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Sam Industries Limited  
401, Dalamal Chambers  
29, New Marine Lines  
Mumbai 400020 (Maharashtra)

Dear Sir,

Sub: **Scrutinizer's Report on E- Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014**

The Board of Directors of SAM INDUSTRIES LIMITED (the Company) have vide resolution passed on 25<sup>th</sup> July 2015, decided to provide to the members of the Company, a facility to exercise their voting rights on the resolutions for:

1. Shifting of Registered Office of the Company from the State of Maharashtra to the state of Madhya Pradesh.
2. Alteration of the situation clause of the Memorandum of Association of the company.
3. Alteration of the Objects clause of the Memorandum of Association of the company.
4. Deletion of the Other Objects Clause of the Memorandum of Association.
5. Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association.
6. Alteration of the Articles of Association of the company.
7. Loans and Investments by Company under Section 186 of the Companies Act, 2013.

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

I, Manish Maheshwari, Company Secretary in Practice having Membership no FCS 5174, CP 3860 and proprietor of M/s. M. Maheshwari & Associates, Company Secretaries in Indore has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 25<sup>th</sup> July, 2015 as required under Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolutions mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e - voting facilities, engaged by the company.

The notice dated 25<sup>th</sup> July 2015 was sent to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cut off date i.e. 31<sup>st</sup> July, 2015 were entitled to vote on the resolutions proposed and as set out in the Postal Ballot Notice.

In this regard, I submit my report as under:

1. The e-voting period remained open from Saturday, 15<sup>th</sup> August, 2015 (9.00 AM) to Monday, 14<sup>th</sup> September 2015 (5.00 PM).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing List of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e - voting website of CDSL (www.evotingindia.com).
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
5. The company dispatched postal ballot forms along with postage prepaid business reply envelope to its member whose name(s) appeared in the Register of Members / List of beneficiaries as on 31<sup>st</sup> July, 2015.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot box was opened on Monday, 14<sup>th</sup> September 2015 at 5.00 PM in my presence.
8. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 31<sup>st</sup> July, 2015 being the cut-off date for dispatch of postal ballot notice.





9. All postal forms received up to the close of working hours i.e. on Monday, 14<sup>th</sup> September 2015 (5.00 PM), the last date and time fixed by the company for the receipt of the forms, were considered for my scrutiny.
10. Envelopes containing postal ballot received after 14<sup>th</sup> September 2015 were not considered for my scrutiny, till the date of my report, I have not received any envelope after the close of working hours on Monday 14<sup>th</sup> September 2015.
11. I did not find any defaced or mutilated ballot paper.
12. The particulars of all votes casted by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

1. A summary of the E-voting and postal ballot process is given below:

Sr. No.	Particulars	No. of Postal ballot Forms/e-voting options	No. of shares
(a)	1. Total postal Ballot forms received	9	2063
	2. Total E-voting options received	13	8907831
	Total (1+2)	22	8909894
(b)	Less: Invalid postal ballot forms	0	0
(c)	1. Net valid postal Ballot forms (As per register)	9	2063
	2. Net E-voting options	13	8907831
	Total (1+2)	22	8909894

13. The result of e-voting is given below:

Sr. No	Particulars	Type of Resolution	Votes in favour (In Numbers)	Votes In favour (In %)	Votes casted Against (In No.)	Votes casted Against (In %)
1.	Shifting of Registered Office of the Company from the State of Maharashtra to the state of Madhya Pradesh	Special	8907831	100	Nil	Nil
2.	Alteration in Situation Clause of the Memorandum of Association for Registered Office	Special	8907831	100	Nil	Nil
3.	Alteration in Main Object Clause of the Memorandum of Association of Company	Special	8907831	100	Nil	Nil
4.	Deletion of the Other object clause of the Memorandum of Association of the Company	Special	8907831	100	Nil	Nil





5.	Amendment Of Incidental Or Ancillary Objects Clause Of The Memorandum Of Association of the Company	Special	8907831	100	Nil	Nil
6.	Adoption of new set of Articles of Association of the Company	Special	8907831	100	Nil	Nil
7.	Authorization to Board of Directors of the Company for Investment exceeds the limits specified u/s 186 of the Companies Act, 2013	Special	8907831	100	Nil	Nil

14. The result of the Physical ballot Process is given below:

Sr. No	Particulars	Type of Resolution	Votes in favour (In Numbers)	Votes In favour (In %)	Votes casted Against (In No.)	Votes casted Against (In %)
1.	Shifting of Registered Office of the Company from the State of Maharashtra to the state of Madhya Pradesh	Special	2033	98.55	30	1.45
2.	Alteration in Situation Clause of the Memorandum of Association for Registered Office	Special	2058	99.76	5	0.24
3.	Alteration in Main Object Clause of the Memorandum of Association of Company	Special	2058	99.76	5	0.24
4.	Deletion of the Other object clause of the Memorandum of Association of the Company	Special	2058	99.76	5	0.24
5.	Amendment Of Incidental Or Ancillary Objects Clause Of The Memorandum Of Association of the Company	Special	2058	99.76	5	0.24
6.	Adoption of new set of Articles of Association of the Company	Special	2058	99.76	5	0.24
7.	Authorization to Board of Directors of the Company for Investment exceeds the limits specified u/s 186 of the Companies Act, 2013	Special	2058	99.76	5	0.24

15. The Combined result of e-voting and Physical ballot Process is given below:

Sr. No	Particulars	Type of Resolution	Votes in favour (In Numbers)	Votes In favour (In %)	Votes casted Against (In No.)	Votes casted Against (In %)
1.	Shifting of Registered Office of the Company from the State of Maharashtra to the	Special	8909864	100	30	0.00





	state of Madhya Pradesh					
2.	Alteration in Situation Clause of the Memorandum of Association for Registered Office	Special	8909889	100	5	0.00
3.	Alteration in Main Object Clause of the Memorandum of Association of Company	Special	8909889	100	5	0.00
4.	Deletion of the Other object clause of the Memorandum of Association of the Company	Special	8909889	100	5	0.00
5.	Amendment Of Incidental Or Ancillary Objects Clause Of The Memorandum Of Association of the Company	Special	8909889	100	5	0.00
6.	Adoption of new set of Articles of Association of the Company	Special	8909889	100	5	0.00
7.	Authorization to Board of Directors of the Company for Investment exceeds the limits specified u/s 186 of the Companies Act, 2013	Special	8909889	100	5	0.00

16. The Register, all other papers and relevant records relating to voting shall remain in our Custody until the Chairman / Whole Time Director considers, approves and signs the result of the Postal ballot.

17. **Result:** All the Resolutions have requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman / Whole Time Director accordingly declare the result of voting.

Thanking You,

Yours faithfully,

*Manish Maheshwari*

CS Manish Maheshwari  
Practicing Company Secretary

FCS:5174; CP:3860

Scrutinizer appointed for the e-voting & postal ballot process by board of Directors

Date: 16<sup>th</sup> September, 2015

Place: Indore

