

Sam Industries Limited

CIN: L70102MP1994PLC041416

Registered Office: Village: Dakachiya, A. B. Road, Tehsil: Sanwer,
District – Indore – 453771 - Madhya Pradesh, India

Phone: 0091-731- 4229717

Website: www.samindustriesltd.com, Email: secretarial@samindustriesltd.com

14/11/2025

To,
The Secretary,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

Sub: **Outcome of the 6th Board Meeting for FY 2025-26 held on, 14th November, 2025 - Postal Ballot Notice**

Ref: **Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

With reference to the subject cited above and pursuant to Regulation 30 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the meeting of the Board of Directors of the Sam Industries Limited was held on Friday, 14th day of November, 2025 at 4:00 P.M. at 16, B Builders Colony, Dhenu Market Road, Indore - 452003 Madhya Pradesh, where-in, inter-alia, the following decisions were taken:

1. The Board has approved unaudited Financial Results of the Company for the quarter ended 30th September, 2025, along with Limited Review Report and we are enclosing herewith the same as **Enclosure-I**.
2. The Board on the recommendation of the Nomination and Remuneration Committee, has approved the Appointment of Mrs. Preeti Singh (DIN: 07170927) as an additional Director of the Company with effect from 14th November, 2025. In the category of Independent Director of the Company.
3. The terms of his appointment as Independent Director will be for a period of 5 (five) years, subject to the approval of shareholders.
4. Her Brief Profile along with details required in terms of Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circulars issued in this regard is enclosed herewith as **Enclosure-II**.
5. She does not have relation either financially or otherwise with any of the existing Directors/ Key Managerial Personnel of the Company. She satisfies the criteria of prescribed under the Companies Act, 2013 and the Listing Regulations. In accordance with the applicable Circulars issued by the Stock Exchange, we confirm that she is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.



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6. The Board have considered and approved the re-constitution of the Audit Committee, Nomination and Remuneration Committee, Stake Holder Relation Committee and Corporate Social Responsibility Committee with effect from 14th November, 2025 as follows:

6.1 The Board has re-constituted **Audit Committee** as follows:

S. No.	Name	Designation
1	Mr. Abhinav Kumar, Non Executive -Independent Director	Chairman
2	Mr. Saurabh Mohta, Non Executive - Independent Director	Member
3	Mr. Sandeep Prakash Naolekar, Non Executive - Independent Director	Member
4	Mrs. Preeti Singh, Non Executive - Independent Director	Member
5	Mr. Gopal Prasad Shrivastava, Chief Financial Officer	Member

6.2 The Board has re-constituted **Nomination and Remuneration Committee** as follows

S. No.	Name	Designation
1	Mr. Saurabh Mohta, Non Executive - Independent Director	Chairman
2	Mr. Abhinav Kumar, Non Executive - Independent Director	Member
3	Mr. Sandeep Prakash Naolekar, Non Executive - Independent Director	Member
4	Mrs. Preeti Singh, Non Executive - Independent Director	Member
5	Mr. Gopal Prasad Shrivastava, Chief Financial Officer	Member

6.3 The Board has re-constituted **Stake Holder Relation Committee** as follows:

S. No.	Name	Designation
1	Mrs. Preeti Singh, Non Executive - Independent Director	Chairperson
2	Mr. Saurabh Mohta, Non Executive - Independent Director	Member
3	Mr. Sandeep Prakash Naolekar, Non Executive - Independent Director	Member
4	Mr. Abhinav Kumar, Non Executive - Independent Director	Member
5	Mr. Gopal Prasad Shrivastava, Chief Financial Officer	Member



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- 6.4 The Board has re-constituted **Corporate Social Responsibility (CSR)** Committee as follows

S. No.	Name	Designation
1	Mr. Saurabh Mohta, Non Executive - Independent Director	Chairman
2	Mr. Abhinav Kumar, Non Executive - Independent Director	Member
3	Mr. Sandeep Prakash Naolekar, Non Executive - Independent Director	Member
4	Mrs. Preeti Singh, Non Executive - Independent Director	Member
5	Mr. Gopal Prasad Shrivastava, Chief Financial Officer	Member

7. The Board has approved the Postal Ballot Notice dated November, 14, 2025, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process ("e-voting") in this regard Please find attached. **Enclosure-III.**
8. The Board has fixed, Friday, 7th November, 2025 as the Cut-off date for remote e-voting for the Postal Ballot Notice dated 14th November, 2025.
9. Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company / Company's Registrar and Transfer Agent / Depository Participants / Depositories as on cut-off date i.e. 7th November, 2025.
10. The Board has approved the Appointment of M/s. M. Maheshwari & Associates, Practicing Company Secretaries, as Scrutinizers for the entire Voting Process for the Postal Ballot Notice dated 14th November, 2025.
11. The Company has engaged the services of Central Depository Services (India) Limited Registrar and Transfer Agent, as the agency to provide e-voting facility.
12. The e-voting facility will be available during the following period:
- 12.1 Commencement of e-voting: **9:00 a.m. (IST) on Sunday, November 16, 2025**
- 12.2 End of e-voting: **5:00 p.m. (IST) on Monday, December 15, 2025**

The Postal Ballot Notice is also available on the Company's website at <https://samindustriesltd.com>.



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The Board Meeting commenced at 4:00 P.M. and concluded at 4:30 P.M.

This is for information and records.

Thanking you

Yours faithfully,

For Sam Industries Limited



Navin S. Patwa
Company Secretary



Encl: as above

INDEPENDENT AUDITORS' LIMITED REVIEW REPORT

TO,
SAM INDUSTRIES LIMITED,
INDORE.

INTRODUCTION

1. We have reviewed the accompanying statement of unaudited financial results ("the statement") of **SAM INDUSTRIES LIMITED** ("the Company"), for the quarter ended 30th September, 2025 and the year to date results for the period 1st April 2025 to 30th September, 2025, being submitted by the Company pursuant to the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors.
2. This Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ("the Act") and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

SCOPE OF REVIEW

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion. We have complied with the Code of Ethics for Professional Accountants issued by the Institute of Chartered Accountants of India ("Code of Ethics')



CONCLUSION

4. Based on our review conducted and procedures performed as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results, prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act, 2013 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations & Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Arora Banthia & Tulsian

Chartered Accountants

Firm No: 007028C



(Signature)
(CA Ajay Tulsian)

Partner

Membership No. : 74868

UDIN: 25074868 BMUIKA1806

Indore, 14.11.2025

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A

Statement of Un-Audited Standalone Financial Results for the quarter and half year ended 30th September 2025							
S. No.	Particulars	(Rs. in Lacs except EPS data)					
		Quarter ended			Half year ended		Year ended
		30.09.2025	30.06.2025	30.09.2024	30.09.2025	30.09.2024	31.03.2025
		Unaudited			Unaudited		Audited
I	Income						
a	Revenue from Operations	423.04	227.10	337.83	650.14	608.49	1,365.36
b	Other Income	113.18	253.84	43.35	367.02	139.32	204.41
	Total Revenue (I)	536.22	480.94	381.18	1,017.16	747.81	1,569.77
II	Expenses						
a	Cost of materials consumed	-	-	-	-	-	-
b	Purchase of Stock-in-Trade	-	-	-	-	-	-
c	Changes in inventories of finished goods, stock-in-trade and work-in-progress	10.77	-	52.42	10.77	66.64	143.84
d	Employee benefits expense	51.23	45.47	50.14	96.70	95.72	196.21
e	Finance costs	72.12	75.52	65.90	147.64	94.02	256.49
f	Depreciation and amortisation expense	52.27	51.34	33.71	103.61	47.81	142.31
g	Other expenses	74.76	80.26	117.31	155.02	183.60	520.52
	Total expenses (II)	261.15	252.59	319.48	513.74	487.79	1,259.37
III	Profit/(loss) before exceptional items and tax (I-II)	275.07	228.35	61.70	503.42	260.02	310.40
IV	Exceptional Items	-	-	-	-	-	-
V	Profit/ (loss) before tax(III-IV)	275.07	228.35	61.70	503.42	260.02	310.40
VI	Tax expense:						
	(1) Current tax	13.69	-	(2.65)	13.69	41.35	2.17
	(2) Eariler Year tax	-	-	-	-	-	(69.43)
	(3) Deferred tax	41.05	66.81	67.03	107.86	68.51	64.01
VII	Profit/(loss) for the period (V-VI)	220.33	161.54	(2.68)	381.87	150.16	313.65
VIII	Other Comprehensive Income						
(A)	Items that will not be reclassified to profit & loss						
	Remeasurements of the defined benefit plans	0.49	-	-	0.49	-	0.56
	Deferred tax	(0.12)	-	-	(0.12)	-	(0.14)
	Total (A)	0.37	-	-	0.37	-	0.42
(B)	Items that will be reclassified to profit & loss						
	Tax effect relating to above item	-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-
	Total Other Comprehensive Income (A+B)	0.37	-	-	0.37	-	0.42
IX	Total Comprehensive Income for the period (VII+VIII) Comprising Profit (Loss) and Other comprehensive Income for the period	220.70	161.54	(2.68)	382.24	150.16	314.07
X	Paid-up equity share capital (Face value: Rs.10/- per share)	1,108.85	1,108.85	1,108.85	1,108.85	1,108.85	1,108.85
XI	Earnings per equity share						
	(1) Basic	1.99	1.46	(0.02)	3.44	1.35	2.83
	(2) Diluted	1.99	1.46	(0.02)	3.44	1.35	2.83



FOR SAM INDUSTRIES LIMITED
[Signature]
Whole-Time Director

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Notes:

- 1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 14th November 2025.
- 2 In the Statement of Standalone Unaudited Financial Results for the Half Year Ended 30th September 2025, the "Other Income" includes the amount of Rs. 119.53 Lakhs (*Half Year Ended 30.09.2024: Rs. 10.83 lakhs*) on account of Remeasurement of Investments at Fair Value through Profit and loss account (FVPTL). Further, includes Rs. 225.78 lakhs (*Half Year Ended 30.09.2024: Rs. 37.28 lakhs*) net income on account of sale of long term investments.
- 3 The figures for the corresponding previous quarter have been restated / regrouped whenever necessary, to make them comparable.
- 4 The figures of quarter ended 30.09.2025 are the balancing figures between unaudited figures of half year ended 30.09.2025 and the first quarter ended 30.06.2025 of the current financial year.

FOR SAM INDUSTRIES LIMITED
FOR SAM INDUSTRIES LIMITED

Place: Indore
Date: 14.11.2025



Rajendra Kumar Pasari
Whole Time Director
(DIN: 01508154)

Sam Industries Limited

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Information about Operating Segments:

(Rs. In Lakhs)

Particular	Quarter ended			Half year ended		Year ended
	30.09.2025	30.06.2025	30.09.2024	30.09.2025	30.09.2024	31.03.2025
	Unaudited			Unaudited		Audited
1 Segment Revenue:						
A Real Estate & Renting	430.37	233.74	342.28	664.11	617.50	1,413.44
B Investment	105.85	247.20	38.90	353.05	130.31	156.33
C Unallocated	-	-	-	-	-	-
Total	536.22	480.94	381.18	1,017.16	747.81	1,569.77
Less : Inter Segment Revenue	-	-	-	-	-	-
Net Sales/ Income from Operations (Total)	536.22	480.94	381.18	1,017.16	747.81	1,569.77
2 Segment Results						
(Profit)(+)/Loss (-) before interest and tax from each Segment						
A Real Estate & Renting	305.67	126.88	156.41	432.55	368.84	965.42
B Investment	96.65	240.01	24.43	336.66	86.91	(106.52)
C Unallocated	-	-	-	-	-	-
Total	402.32	366.89	180.84	769.21	455.75	858.90
Less: (i) Interest	72.11	75.52	65.90	147.63	94.02	256.50
(ii) Other unallocable expenditure / (income) net off	55.14	63.02	53.24	118.16	101.71	292.00
(iii) Un allocable Income	-	-	-	-	-	-
Total Profit before Tax	275.07	228.35	61.70	503.42	260.02	310.40
3 Capital Employed						
3.1 Segment Assets						
A Real Estate & Renting	7,794.47	7,549.27	7,438.41	7,794.47	7,438.41	7,610.46
B Investment	3,839.76	3,933.75	4,155.92	3,839.76	4,155.92	3,758.98
Total	11,634.23	11,483.02	11,594.33	11,634.23	11,594.33	11,369.44
3.2 Segment Liabilities						
A Real Estate & Renting	3,213.53	3,100.84	3,248.23	3,213.53	3,248.23	3,112.07
B Investment	944.05	1,126.24	1,415.61	944.05	1,415.61	1,162.97
Total	4,157.58	4,227.08	4,663.84	4,157.58	4,663.84	4,275.04

FOR SAM INDUSTRIES LIMITED

FOR SAM INDUSTRIES LIMITED

Place: Indore
Date: 14.11.2025



Rajendra Kumar Pasari
Whole Time Director
(DIN: 01508154)

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Statement of Assets and Liabilities

(Rs. in Lakhs, unless otherwise stated)

Particulars	As at 30-09-2025	As at 31-03-2025
I ASSETS		
1 Non-current assets		
(a) Property, plant and equipment	4,056.39	4,113.35
(b) Capital work-in-progress	346.32	233.00
(c) Investment property	4,879.14	4,888.85
(d) Other Intangible assets	-	-
(e) Financial assets		
(i) Investments	1,021.78	923.53
(ii) Loans	-	-
(iii) Other financial assets	-	-
(f) Deferred tax assets (net)	-	-
(g) Other non-current assets	49.87	38.28
Total non-current assets	10,353.50	10,197.01
2 Current assets		
(a) Inventories	127.84	138.61
(b) Financial assets		
(i) Investments	-	-
(ii) Trade receivables	23.67	12.88
(iii) Cash and cash equivalents	280.53	229.96
(iv) Bank balance other than above	-	-
(v) Loans	-	-
(vi) Other financial assets	2.84	2.84
(c) Current Tax Assets (Net)	150.60	111.14
(d) Other current assets	695.25	677.00
Total current assets	1,280.73	1,172.43
Total assets	11,634.23	11,369.44
II EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	1,119.98	1,119.98
(b) Other equity	6,356.66	5,974.42
Total equity	7,476.64	7,094.40
Liabilities		
1 Non-current Liabilities		
(a) Financial liabilities		
(i) Borrowings	1,861.09	1,886.87
(ii) Other financial liabilities	500.63	502.77
(b) Deferred tax liabilities (Net)	229.06	121.09
(c) Other non-current liabilities	6.26	6.26
(d) Provisions	61.36	56.97
Total non-current Liabilities	2,658.40	2,573.96
2 Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	1,217.75	1,407.94
(ii) Trade payables	-	-
- Total outstanding dues of micro and small enterprises	26.22	9.72
- Total outstanding dues of creditors other than micro and small enterprises	11.41	28.09
(iii) Other financial liabilities	20.73	78.35
(b) Other current liabilities	221.46	175.42
(c) Current Tax Liabilities (Net)	-	-
(d) Provisions	1.62	1.56
Total Current Liabilities	1,499.19	1,701.08
Total Equity and Liabilities	11,634.23	11,369.44

FOR SAM INDUSTRIES LIMITED

FOR SAM INDUSTRIES LIMITED

Rajendra Kumar Pasari
Whole Time Director
(DIN: 01508154)

Whole-Time Director

Place: Indore
Date: 14.11.2025

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Statement of Cash Flow

(Rupees in Lakhs)

1	CASH FLOW FROM OPERATING ACTIVITIES	For the period ended 30.09.2025	For the period ended 30.09.2024
	Net Profit before taxation	503.42	260.02
	Adjustment for:		
	Depreciation	103.62	47.81
	Interest Paid	138.33	90.91
	Interest received	(1.27)	(36.73)
	Dividend Received	(7.39)	(5.06)
	Profit/Loss on Sale of investment Property	-	-
	Profit/Loss on Sale of investments	(222.93)	(77.88)
	Provision for leave encashment and gratuity	4.20	4.31
	(Gain)/ Loss on Remeasurement of Security Deposit	(3.51)	-
	(Gain)/ Loss on Remeasurement of Investments due to FVTPL	(119.53)	(10.83)
	Operating Profit before Working Capital Changes	394.94	272.55
	Increase/Decrease in Inventory	10.77	66.64
	Increase/Decrease in Trade and Other Receivables	(39.90)	(459.82)
	Increase/Decrease in Trade and Other Payables	(10.40)	773.02
	Cash generated from Operations	355.41	652.39
	Income Tax	(53.15)	(109.86)
	NET CASH FLOW FROM OPERATING ACTIVITIES	302.26	542.53
2	CASH FLOW FROM INVESTING ACTIVITIES		
	Sale of investment	637.74	3,631.91
	Interest received	1.27	36.73
	Dividend received	7.39	5.06
	Purchase of PPE	(36.95)	(3,591.42)
	(Increase)/decrease in Capital work in progress	(113.31)	2,480.41
	Purchase of Investment	(393.53)	(3,548.31)
	NET CASH FLOW FROM INVESTING ACTIVITIES	102.61	(985.62)
3	CASH FLOW FROM FINANCING ACTIVITIES		
	Interest Paid	(138.33)	(90.91)
	Loan taken / (repaid)	(215.97)	543.55
	NET CASH FLOW FROM FINANCING ACTIVITIES	(354.30)	452.64
	NET INCREASE IN CASH AND CASH EQUIVALENTS	50.57	9.55
	Cash and Cash Equivalents at the beginning of the period	229.96	273.74
	Cash and Cash Equivalents at the end of the period	280.53	283.29

FOR SAM INDUSTRIES LIMITED

FOR SAM INDUSTRIES LIMITED

Place: Indore
Date: 14.11.2025



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(DIN: 01508154)

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B. Statement on deviation or variation for proceeds of public issue, rights issue, preferential issue, qualified institutions placement etc. - **Not Applicable**.

C. Format for disclosing outstanding default on loans and debt securities

S. No.	Particulars	Amount in Lacs
1.	Loans / revolving facilities like cash credit from banks / financial institutions	
A	Total amount outstanding as on date 30.09.2025	2249.21
B	Of the total amount outstanding, amount of default as on date	NIL
2.	Unlisted debt securities i.e. NCDs and NCRPS	
A	total amount outstanding as on date	NIL
B	Of the total amount outstanding, amount of default as on date	NIL
3.	Total financial indebtedness of the listed entity including short-term and long-term debt	2249.21

E. Statement on impact of audit qualifications (for audit report with modified opinion) submitted along-with annual audited financial results (standalone and consolidated separately) (applicable only for Annual Filing i.e., 4th quarter) - **Not Applicable**.

For Sam Industries Limited

FOR SAM INDUSTRIES LIMITED

Rajendra Kumar Pasari
Whole Time Director
DIN: 01508154

Home

Validate

Amount in (Lakhs)

Format for Disclosure of Related Party Transactions (applicable only for half-yearly filings i.e., 2nd and 4th quarter)

Sr. No.	Details of the party (listed entity /subsidiary) entering into the transaction		Details of the counterparty			Type of related party transaction	Details of other related party transaction
	Name	PAN	Name	PAN	Relationship of the counterparty with the listed entity or its subsidiary		
<div><div>Add</div><div>Delete</div></div>							
1	SAM INDUSTRIES LIMITED	AAACS7612P	Gitanjali A Maheshwari	AAGPM8780M	WHOLE TIME DIRECTOR	Remuneration	
2	SAM INDUSTRIES LIMITED	AAACS7612P	Ashutosh A. Maheshwari	AABPM4270H	CHAIRMAN CUM WHOLE TIME DIRECTOR	Remuneration	
3	SAM INDUSTRIES LIMITED	AAACS7612P	Ashutosh A. Maheshwari	AABPM4270H	CHAIRMAN CUM WHOLE TIME DIRECTOR	Interest paid	
4	SAM INDUSTRIES LIMITED	AAACS7612P	Gopal Shrivastava	AUSPS4936P	CHIEF FINANCIAL OFFICER	Remuneration	
5	SAM INDUSTRIES LIMITED	AAACS7612P	Navin Patwa	AGXPP8409K	COMPANY SECRETARY	Remuneration	
6	SAM INDUSTRIES LIMITED	AAACS7612P	Rajendra Kumar Pasari	ANFPP6486R	WHOLE TIME DIRECTOR	Remuneration	
7	SAM INDUSTRIES LIMITED	AAACS7612P	KRISHNAKRIPA HOLDINGS PVT LTD	AAACK7152N	Company in which director's relative is interested	Inter-corporate deposit	
8	SAM INDUSTRIES LIMITED	AAACS7612P	KRISHNAKRIPA HOLDINGS PVT LTD	AAACK7152N	Company in which director's relative is interested	Interest paid	
9	SAM INDUSTRIES LIMITED	AAACS7612P	D&H Secheron Electrodes Pvt. Ltd.	AAACD6111E	Company in which director's relative is interested	Sale of goods or services	
10	SAM INDUSTRIES LIMITED	AAACS7612P	Gitanjali A Maheshwari	AAGPM8780M	WHOLE TIME DIRECTOR	Loan	
11	SAM INDUSTRIES LIMITED	AAACS7612P	Ashutosh A. Maheshwari	AABPM4270H	CHAIRMAN CUM WHOLE TIME DIRECTOR	Loan	
Total value of transaction during the reporting period							

Whole Time Director

FOR SAM INDUSTRIES LIMITED

(13)

							Additional disclosure of related party transactions - apply	
Value of the related party transaction as approved by the audit committee	Remarks on approval by audit committee	Value of the related party transaction ratified by the audit committee	Date of Audit Committee Meeting where the ratification was approved	Value of transaction during the reporting period	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to management or related party	
					Opening balance	Closing balance	Nature of indebtedness (loan/ issuance of debt/ any other etc.)	Details of other indebtedness
120.00	approved by members of the company in general meeting by special resolution on 30.09.2024			20.99	11.85	0.01		
144.00	approved by members of the company in general meeting by special resolution on 30.09.2023			26.99	8.00	0.01		
12.00	Company paid interest on loan taken from directors			0.03	0.38	0.00		
14.00	Remuneration Paid			7.05	0.79	1.02		
10.00	Remuneration Paid			4.35	0.57	0.72		
9.00	approved by members of the company in general meeting through Postal ballot passed special resolution 11.08.2025			3.66	0.56	0.61		
1500.00	Inter-corporate deposit repaid			516.23	862.29	509.06		
100.00	Company paid interest on Inter-corporate deposit			35.07	62.20	97.27		
360.00	as per lease agreement			25.86	0.00	2.03		
25.00	loan given by director to the company			2.50	0.00	0.00		
25.00	loan given by director to the company			20.00	0.00	0.00		
				662.73				

Whole-Time Director

FOR SAM INDUSTRIES LIMITED

(M)

Sam Industries Limited

CIN: L70102MP1994PLC041416

Registered Office: Village: Dakachiya, A. B. Road, Tehsil: Sanwer,
District – Indore – 453771 - Madhya Pradesh, India

Phone: 0091-731- 4229717


Website: www.samindustriesltd.com, Email: secretarial@samindustriesltd.com

Enclosure-II

Information as required under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars issued in this regard.

No.	Particulars	Description
1	Reason for change viz appointment, resignation, removal, death or otherwise	Appointment of Mrs. Preeti Singh (DIN: 07170927) as an Additional Director (Non Executive - Independent Director) on the Board of the Company.
2	Date of appointment/ cessation & term of appointment	Mrs. Preeti Singh (DIN: 07170927) is appointed as an Additional Director (Non Executive - Independent Director) on the Board of the Company w.e.f. 14 th November, 2025 to 13 th November, 2030, for a term of 5 (five) years, subject to the approval of shareholders by way of a Special Resolution through Postal Ballot and shall not be liable to retire by rotation.
3	Brief Profile (in case of appointment of a director)	Mrs. Preeti Singh is a member of the Institute of Company Secretary of India and having more than 15 years' work experience in the field of corporate law, listing, finance, accounts, and company law matters.
4	Disclosure of relationships between directors (in case of appointment of director)	Mrs. Preeti Singh does not have relation either financially or otherwise with any of the existing Directors/ Key Managerial Personnel of the Company.
5	Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority (Information as required under BSE Circular No. LIST/COM/14/2018-19)	Mrs. Preeti Singh is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

For Sam Industries Limited


Navin Patwa
Company Secretary



Sam Industries Limited

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Encl. 311

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014) each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time.

Dear Members,

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of Sam Industries Limited ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, 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, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), and Circular SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ('SEBI') and 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(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

SPECIAL BUSINESS

Item No. 1:



Sam Industries Limited

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1. To approve the appointment of Mrs. Preeti Singh (DIN: 07170927) as an Independent Director of the Company and this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mrs. Preeti Singh (DIN: 07170927), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from November 14, 2025, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Sam Industries Limited


Navin S. Patwa
Company Secretary



Indore, 14th November, 2025

Registered Office:

Village: Dakachiya, A. B. Road, Tehsil: Sanwer,
District – Indore – 453771 - Madhya Pradesh
Tel: 0731 4229717

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NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as **on Friday, November 7, 2025 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

3. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.

4. This Postal Ballot Notice will also be available on the Company's website at <https://samindustriesltd.com> and websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of CDSL at <https://www.evotingindia.com>.

5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting **Form ISR-1** (available on the website of the Company at <https://samindustriesltd.com> duly filled and signed along with requisite supporting documents to RTA i.e. **M/s. Ankit Consultancy Private Limited at 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010.**

6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

7. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity shares capital of the Company as on the Cut-Off Date.



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8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. The e-voting period commences at 9:00 a.m. (IST) on Sunday, November 16, 2025 and ends at 5:00 p.m. (IST) on Monday, December 15, 2025.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

10. 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 e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizers' decision on the validity of the votes cast in the Postal Ballot shall be final.

11. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him.

The results of e-voting will be announced **on or before Wednesday, December 17, 2025**, and will be displayed on the Company's website at <https://samindustriesltd.com> and the website of CDSL at <https://www.evotingindia.com>.

The results will simultaneously be communicated to the Stock Exchange and will also be displayed at the registered office of the Company.

12. The resolutions, if approved, shall be deemed to have been passed on the last **date of e-voting i.e., Monday, December 15, 2025.**

13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to **secretarial@samindustriesltd.com** mentioning his / her / its folio number / DP ID and Client ID.



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14. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY:

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, **16th November, 2025 at 9:00 A.M.** and ends on **Monday, 15th December, 2025 at 5:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Friday, 7th November, 2025** may cast their vote electronically. The 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



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Step 1 : Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL /NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



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Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp5) You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digits 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">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
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">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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN i.e. for the relevant Company Name i.e. **Sam Industries Limited** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



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- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a 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.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@samindustriesltd.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO.
ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.**



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1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id i.e. **Investor@ankitonline.com**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

As per the provisions of Section 72 of the Act and SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.

4. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

- a. Form ISR – 3: For opting out of nomination by shareholder(s)
- b. Form SH - 14: For cancellation or variation to the existing nomination of the shareholder(s)

5. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 28th December 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login>.



Sam Industries Limited

CIN: L70102MP1994PLC041416

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District – Indore – 453771 - Madhya Pradesh, India

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Website: www.samindustriesltd.com, Email: secretarial@samindustriesltd.com

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Mrs. Preeti Singh (DIN: 07170927), member of The Institute of Company secretary of India, as an Independent Director of the Company. The Board of Directors, vide resolution dated November 14, 2025 considered the recommendation and appointed Mrs. Preeti Singh (DIN: 07170927), with effect from November 14, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the term of office of Mrs. Preeti Singh as an Independent Director will be for 5 (five) consecutive years from November 14, 2025, subject to the approval of members of the Company. Mrs. Preeti Singh is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Mrs. Preeti Singh that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mrs. Preeti Singh for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mrs. Preeti Singh fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Preeti Singh is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.



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Mrs. Preeti Singh vast experience in the field of corporate laws will immensely benefit the Company. She also possesses skills in listing, corporate laws, financial, regulatory corporate governance, etc.

Mrs. Preeti Singh is a company secretary and compliance officer of Signet Industries Limited a listed company. She has assured the Board of Directors that she will devote as much time as is required for discharging her responsibilities as an Independent Director.

The employment /engagement with Signet Industries Limited does not in any way affect the independence of Mrs. Preeti Singh in terms of Section 149(6) of the Act read with the independence criteria specified under the Listing Regulations.

Details of Mrs. Preeti Singh pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of members for appointment of a person on the Board of Directors shall be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Even though Mrs. Preeti Singh will hold office as an Additional Director upto the date of the ensuing 32nd Annual General Meeting, in view of the aforesaid provision of the Listing Regulations, the appointment of Mrs. Preeti Singh as an Independent Director is put up for the consideration for approval of the Members by way of a Postal Ballot.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mrs. Preeti Singh as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mrs. Preeti Singh as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mrs. Preeti Singh as an Independent Director of the Company.



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Copy of the letter of appointment issued to Mrs. Preeti Singh setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to secretarial@samindustriesltd.com.

Mrs. Preeti Singh is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to her appointment. Relatives of Mrs. Preeti Singh may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

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



**Navin S. Patwa
Company Secretary**



Indore
14th November, 2025
Email: secretarial@samindustriesltd.com
Tel: 07314229717

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“Annexure” to this Postal Ballot Notice

Details of Mrs. Preeti Singh pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

No.	Particulars	Description
1	Name	Mrs. Preeti Singh
2	DIN	07170927
3	Date of Birth / Age	19.02.1982 (43 years)
4	Qualification	Company Secretary (CS)
5	Experience (including expertise in specific functional area) / Brief Resume	Mrs. Preeti Singh is having more than 15 years' work experience in the field of secretarial, listing, finance, accounts, and corporate law matters.
6	Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
7	Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Not Applicable
8	Date of first appointment on the Board	14 th November, 2025 as an Additional Director by the Board
9	Proposed Term	5 years i.e. 14 th November 2025 to 13 th November 2030 and shall not be liable to retire by rotation.
10	Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NIL
11	Remuneration proposed to be paid	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
12	Relationship with other Directors / Key Managerial Personnel	Mrs. Preeti Singh does not have relation either financially or otherwise with any of the existing Directors/ Key Managerial Personnel of the Company.
13	Directorships of other Boards as on date of Postal Ballot Notice	NIL
14	Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil

By Order of the Board
For Sam Industries Limited


Navin S. Patwa
Company Secretary
Indore, 14th November, 2025



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SIL – EVENT OF CALENDAR (COE) FOR POSTAL BALLOT

BM Notice: date: Tuesday, 04/11/2025

BM held on: Friday, 14/11/2025

Name of the Service Provider, - Central Depository Services (India) Limited
(CDSL)

S. No.	Event	Date
1	Company -ISIN No	INE653D01012
2	EVSN No.	251112003
3	Intimation to Stock Exchange regarding convening of Board meeting	04-11-2025
4	Date on which consent given by the Scrutinizer to act as Scrutinizer	04-11-2025
5	Date of appointment of Scrutinizer	14-11-2025
6	Name of the Scrutinizer	CS Manish Maheshwari
7	Scrutinizer Email Id	Mmaheshwarics@gmail.com
8	Date of Board Meeting for approval of notice of Postal Ballot	14-11-2025
9	Benpos / Cut-off date for ascertaining the list of shareholders to whom notice of postal ballot will be sent and also for reckoning the voting rights.	07-11-2025
10	Date of Board resolution authorizing the Whole Time Director and/or Company Secretary for being responsible for the entire postal ballot process	14-11-2025
11	Filing of outcome of Board meeting for conducting postal ballot to the Stock exchange	14-11-2025
12	Date Of Providing Soft Copy of Postal Ballot Notice and Covering Letter for Emailing	Friday, 14-11-2025
13	Date of completion of dispatch of notice along with Postal Ballot through e-mail	Friday, 14-11-2025
14	Publication of notice in newspaper about having dispatched the notice and ballot paper.	Saturday, 15-11-2025
15	E-Voting Start Date with Timing	Sunday, 16-11-2025 (9:00 A.M.)
16	E-Voting End Date with Timing	Monday, 15-12-2025 (5:00 P.M.)
17	Preparation and submission of Scrutinizer report to the Chairman / MD/ authorized person	Wednesday, 17-12-2025
18	Date of declaration of E-Voting results of postal ballot	Wednesday, 17-12-2025
19	Publication of results in the newspaper	Thursday, 18-12-2025
20	Date of signing of Minutes book by the Chairman in which the results of the ballot is recorded	Within 15 days from the date of declaration of results

For Sam Industries Limited

Navin S. Patwa
Company Secretary

