

### **BOARD OF DIRECTORS**

Mr. Ashutosh A. Maheshwari, Chairman  
Mr. Anil Maloo, Executive Director  
Mr. Santosh Muchhal, Director  
Mr. Bhanu Prakash Inani, Director  
Mr. Ashish Dave, Technical Director

### **COMPANY SECRETARY**

Mr. Navin S. Patwa

### **AUDITORS**

M/s. M. Mehta & Company,  
Chartered Accountants  
11/5, South Tukoganj, Nath Mandir Road, Indore-452001

### **BANKER**

State Bank of India

### **REGISTRAR & TRANSFER AGENT**

M/s. Ankit Consultancy Pvt. Ltd.,  
Plot No. 60, Electronic Complex,  
Pardeshipura,  
Indore (M.P.) 452 010

---

### **REGISTERED OFFICE**

---

408, Dalamal Chambers, 4th Floor, 29, New Marine Lines, Mumbai - 400020

Website: [www.sam-industries.com](http://www.sam-industries.com)

Email: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com)

# SAM INDUSTRIES LIMITED

## NOTICE

**Notice** is hereby given that the 18th Annual General Meeting of the Members of Sam Industries Limited, will be held on Monday, the 3rd day of September 2012 at 10:00 A. M., at the Basement of Dalamal Chambers, 29, New Marine Lines, Mumbai – 400 020 to transact the following business: -

1. To receive, consider and adopt the Balance Sheet as at 31st March 2012 and the Profit & Loss Account for the year ended on 31st March 2012, together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Maloo, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Santosh Muchhal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s M. Mehta & Company, Chartered Accountants, Indore as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE THE PROXY FORM FULLY COMPLETED AND SIGNED AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, the 27th day of August 2012 to Monday, the 3rd day of September 2012 (both days inclusive).
3. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 days before the annual General Meeting to enable the Management to keep the information ready.
4. Members are requested to kindly bring their copies of the Annual Report at the Annual General Meeting.
5. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
6. All documents relevant to the business to be transacted at this meeting will be available for inspection at the Registered Office of the Company during office hours on all working days prior to the Annual General Meeting.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
9. The Ministry of Corporate Affairs (Vide circular nos. 17/2011 and 18/2011 dated April 21st and April 29th 2011 respectively, has undertaken a Green initiative in 'Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by representing/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Transfer Agent
10. Members may avail of the nomination facility as provided under section 109A of the Companies Act, 1956.

Indore,

The 25th day of July 2012

**By Order of the Board**  
**Navin S. Patwa**  
**Company Secretary**

### Details of Directors seeking appointment /re appointment at the forthcoming Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Anil Maloo	Mr. Santosh Muchal
Date of Birth	21st May 1955	31st March, 1964
Date of Appointment	16th May 1994	1st December 2004
Expertise in specific functional area	Marketing & Administration	Accounts & Taxation
Qualification	M. B. A.	Chartered Accountant
List of outside Directorship held	Indore Aromatics Pvt. Ltd. Indian Organics & Pharmaceuticals P. Ltd	Malwa Apparel Park Ltd. Madhya Pradesh Stock Exchange Ltd. Inter-Connected Stock Exchange of India Ltd
Chairman / Member of the Committee of the Board of Directors of the Company	Chairman of Share holders Grievances Committee & Member of Audit Committee	Chairman of Audit Committee & Members of Share holders Grievances Committee

# **SAM INDUSTRIES LIMITED**

## **REPORT OF THE BOARD OF DIRECTORS**

To the Members,  
Your Directors have pleasure in presenting the 18<sup>th</sup> Annual Report together with the Audited Statement of accounts of your Company for the year ended 31<sup>st</sup> March 2012:

### **FINANCIAL RESULTS:**

<b>(Rs. in Lacs)</b>		
<b>Particulars</b>	<b>2011-2012</b>	<b>2010-2011</b>
Sales & Other Income	<b>2461.35</b>	1874.52
Total Expenditure	<b>1283.89</b>	1133.41
Earning Before Finance Cost, Tax, Exceptional Items, Depreciation and Amortization Expenses	<b>1177.46</b>	741.11
Less: Financial Costs	<b>12.07</b>	9.17
Depreciation and Amortization Expenses	<b>159.66</b>	158.22
Exceptional Items	<b>2.07</b>	16.76
Profit Before Extra-Ordinary Items & Tax	<b>1003.66</b>	556.95
Current Tax	<b>351.20</b>	205.65
Deferred Tax	<b>-39.13</b>	-1.48
Profit (Loss) for the year	<b>691.59</b>	352.78
Basic & Diluted Earning Per Equity Share of Face Value of Rs.10 each	<b>6.24</b>	3.18

### **DIVIDEND**

The Board of Directors decided not to declare Dividend for the year ended 31st March 2012, to conserve the resources of the Company & to maintain the liquidity of the Company.

### **PERFORMANCE**

#### **Company's Overall Performance**

During the year under review, your Company has received income from operations amounting to Rs. 2461.34 Lacs as compared to Rs. 1874.52 Lacs in the previous year. Your Company has earned a profit after tax of Rs. 691.59 Lacs as compared to Rs. 352.79 Lacs in the previous year.

#### **Segment wise Performance**

##### **Soya Division**

The Company has been carrying out manufacturing business for manufacture of Refined Oil, Soya Products at its plants located at Village Dakachya, Tehsil Sanwer, District: Indore. The domestic soya crop production was down last 3 years.

The higher prices of Soyabean and disparity in crushing, the business environment is not conducive in future. This is due to fact that Company has done mainly processing job for ITC Limited since 2001. The installed capacity of Plant is 1200 TPD and Company has crushed soya seed of 7048 MT in 2009, 7720 MT in 2010, 48301 MT in 2011 and 14980 MT in 2012. The capacity utilization is not even 25% of installed capacity because ITC Limited did not provide soya seed in sufficient quantity for crushing.

The Company has incurred losses in Soya division since last three years because of under utilization of crushing capacity and also due to deterioration of the Plant & Machinery.

## **SAM INDUSTRIES LIMITED**

Your Company has completed 13 years of association with ITC Limited (Agri Business Division). The revenue of your Company's Soya Division was Rs. 298.86 Lacs as against Rs. 601.79 Lacs in the previous year.

### **Welding Division**

During the year under review, the revenue of your Company's Welding Division was Rs. 942.90 Lacs as against Rs. 1126.12 lacs in the previous year. Its profit of Rs. 329.21 Lacs during this period, against Rs. 638.29 Lacs during the previous year,

### **Real Estate Division**

During the year under review, the revenue of your Company's Real Estate Division was Rs. 1091.83 Lacs as against Rs. 0.59 lacs in the previous year. Its profit of Rs. 769.76 Lacs during this period, against Rs. 0.51 Lacs during the previous year.

### **Investment Division**

As per segment reporting requirements, your company has identified a segment i.e. Investment division and all the activities relating to investment in shares and loans etc. are carried in its investment division. During the year, under review your company has earned income of Rs. 99.29 Lacs as against Rs. 118.01 lacs in the previous year from Investment activity.

## **MANAGEMENT DISCUSSIONS AND ANALYSIS**

### **Outlook**

Your Company has three distinct businesses viz. the Soy Extractions & Oil Refining, Welding Electrodes and Real Estate. The modus operandi of these three businesses is different in terms of the nature of the products, customers profile, challenges and growth avenues.

- **Soya Extraction and Oil Refining Scenario:**  
The domestic soya crop production was down last 3 years. The higher prices of Soyabean and disparity in crushing, the business environment is not conducive in future.
- **Welding Industry Scenario:**  
In view of the growing industrialization and expenditure on infrastructure, we expect a buoyant demand for welding materials in India.
- **Real Estate:**  
  
The Real Estate scenario is very encouraging in Indore and Dewas and your company has proposed housing project in the heart of the city. The increasing population and residential housing projects are rapidly dotting on the highway connecting Indore and Dewas.

### **Internal Control System**

Your Company has adequate internal control procedures relating to purchase of raw material, stores, components, etc., commensurating with the size of the Company and the nature of its business.

### **FIXED DEPOSIT**

Your Company has not accepted any public deposit under Section 58A of the Companies Act, 1956 during the year.

### **DIRECTORS**

In accordance with Section 256 of the Companies Act, 1956, Mr. Anil Maloo and Mr. Santosh Muchhal will retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

### **AUDITORS**

Messrs M. Mehta & Company, Chartered Accountants, Indore, will retire at the conclusion of the ensuing Annual General Meeting. The Board proposed their re-appointment as Statutory Auditor to audit the accounts of the Company for the financial year 2012-13. You are requested to consider their re-appointment.

# **SAM INDUSTRIES LIMITED**

## **AUDITORS REPORT**

Notes on Accounts, referred to in the Auditor's Report, are self-explanatory and therefore, do not call for any further comments or explanations.

## **CORPORATE GOVERNANCE**

Your Company has complied with the requirements of corporate governance as per clause 49 of the Listing Agreements with the Stock Exchanges. A detailed report on Corporate Governance is annexed to this Annual Report. A certificate from the Statutory Auditors of the Company regarding compliance of conditions of corporate governance has been obtained and is enclosed with this Report.

## **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that –

- (1) in the preparation of Annual Accounts, the applicable accounting standards have been followed;
- (2) the Directors have selected such accounting policies as mentioned in Note 1 of the Annual Accounts and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (3) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the aforesaid Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- (4) the annual accounts have been prepared on the going concern basis.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information in accordance with the provision of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are given in **annexure `A`** forming part of this report. The energy conservation measures implemented during the year include installation of fanless cooling towers, energy efficient pumps etc.

## **PARTICULARS OF EMPLOYEES**

The particulars prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 are not applicable in the case of any of the employees of the Company.

## **INDUSTRIAL RELATIONS**

Relation between the Management and its employees has been cordial. Your Directors place on record their appreciation of the efficient and loyal services rendered by the employees of the Company at all levels.

## **ACKNOWLEDGMENT**

The Directors wish to convey their appreciation for the co-operation received from Your Company's bankers and various Government agencies. The Directors also wish to thank the Shareholders, Employees, Customers and Suppliers for their support and co-operation.

**For and on behalf of the Board of Directors**

**Indore  
The 28th day of May 2012**

**Ashutosh A. Maheshwari  
Chairman**

# SAM INDUSTRIES LIMITED

## ANNEXURE "A"

PARTICULARS	2011-2012	2010-2011
-------------	-----------	-----------

### **FORM - "A" FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY**

#### **I. POWER AND FUEL CONSUMPTION**

##### **Electricity**

(a) Purchased Unit	37,31,464	45,32,704
Total Amount	2,54,70,451	2,55,22,681
Rate /Unit	6.83	5.63

##### (b) Own Generation

##### i) Through Diesel Generator

Units	14,177	15,810
Units Per Ltr.	4.72	3.20
Cost /Unit (Rs.)	13.03	13.11

##### ii) Through Steam Turbine

Units	Nil	Nil
Units Per Ltr. of fuel oil	Nil	Nil
Cost /Unit	Nil	Nil

##### **Coal**

Qty (M.T.)	1,266	3,477
Total Amount (Rs.)	87,90,680	1,96,72,523
Average Rate (Rs./M.T.)	6,944	5,658

##### **Furnace Oil** Qty (M.T.)

Total Amount	Nil	Nil
Average Rate (Rs./Ltr.)	Nil	Nil

#### **B. CONSUMPTION PER UNIT OF PRODUCTION**

##### **Products (Seed & Electrodes)**

Electricity (Unit / M.T.)	250.06	94.17
Furnace Oil (Ltr./ M.T.)	Nil	Nil
Coal (Kg./M.T.)	84.52	71.99

#### **II. RESEARCH AND DEVELOPMENT**

The Company Manufactures standard product for which technology has already been established and therefore, no further research is being carried out.

#### **III. TECHNOLOGY & ABSORPTION**

The Company has adopted indigenous technology for crushing of soyabean seed and other oil seeds. No foreign technology has been imported by the Company.

#### **IV. FOREIGN EXCHANGE EARNINGS AND OUT GO**

Foreign exchange used (Rs.)	Nil	Nil
Foreign exchange earned (Rs.)	Nil	Nil



ITC Limited  
AGRI BUSINESS DIVISION  
Plot No. 8, Ranjeet Towers,  
3<sup>rd</sup> Floor, Zone-II, M. P. Nagar,  
Bhopal - 462011 (India)  
Telephone : 4018066  
Fax : (0755) 2763081

## **TO WHOM SO EVER IT MAY CONCERN**

Date: 1<sup>st</sup> April 2012

This is to certify that we have processed our soya seed on job- work basis, at the Plant of M/s Sam Industries Limited at village Dakachya, Tehsil: Sanwer, A. B. Road, District - Indore (M.P.) - 453 771, during the financial year 2011-12 from 1<sup>st</sup> April 2011 to 31<sup>st</sup> March 2012.

The total quantity of seed processed (estimated based on Inverted Pyramid Calculations) during the period was 14,980 (Fourteen Thousand Nine Hundred Eighty) Metric Ton.

We further certify that we are satisfied with all the input, output and yield ratios in respect of the seeds crushed at the solvent plant of M/s Sam Industries Limited at village: Dakachya, Tehsil: Sanwer, A. B. Road, District - Indore (M. P.) - 453 771, The output of DOC, Crude Oil and Refined Oil was in the required quality and the right quantity as per our job work agreement.

The company has extended full co-operation in the jobs with honesty and integrity.

**For ITC Limited (Agri Business Division)**

  
**Authorized Signatory**



*Registered Office* : ITC Limited, Virginia House 37, J. L. Nehru Road, Kolkata - 700 071 India  
CIGARETTES & TOBACCO • HOTELS • INFORMATION TECHNOLOGY • PACKAGING • PAPER & PAPERBOARDS • AGRI-EXPORTS • LIFESTYLE RETAILING

Visit us at [www.itcportal.com](http://www.itcportal.com)

# SAM INDUSTRIES LIMITED

## ANNEXURE TO THE DIRECTORS' REPORT- REPORT ON CORPORATE GOVERNANCE

### I. Company's Philosophy

Your Company's Philosophy on code of Corporate Governance is based on attainment of high level of transparency, accountability, and adequate disclosures and economic value addition. All employees are guided by the Company's policies on important issues, including our relationship with consumers, stakeholders and Government.

### II Board of Directors

As per Listing Agreement, the Board should have an optimum combination of executive and non-executive Directors. In case of a non-executive Chairman, at least one-third of the Board should consist of Independent Directors and in the case of an executive Chairman at least half of the Board should be Independent Directors.

The Board of Directors of company has a combination of Executive and Non Executive Directors. The Chairman of the Board of your Company is a non-executive, Promoter director. The Board of Directors of the Company consists of 5 Directors, of which 3 are non-executive as on 31st March 2012. During the year, 4 Meetings of the Board of Directors of the Company were held on 19.05.2011, 12.08.2011, 12.11.2011, and 14.02.2012. The maximum interval between any two meetings was 93 days.

The particulars of the Directors and the attendance at the Board Meetings during the year and the last Annual General Meeting as also the number of other directorships and committee memberships as on date are as follows.

Name of Director	Category	No. of Board Meetings Attended	Attendance in last AGM	No. of other Directorship	Committee Membership	
					Chairman	Member
Mr. Ashutosh A. Maheshwari	Promoter Non Executive	4	No	12	-	-
Mr. Anil Maloo	Whole Time Director	4	Yes	2	1	1
Mr. Santosh Muchhal	Independent	4	Yes	3	1	1
Mr. Bhanu Prakash Inani	Independent	4	No	4	1	1
Mr. Ashish Dave	Whole Time Director	4	No	-	-	1

### III Audit Committee

The objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting processes with a view to ensuring accurate and proper disclosure, transparency and quality of financial reporting. The committee also reviews the financial and risk management policies, and the adequacy of internal control systems of the Company, and meets Statutory Auditors periodically.

Your Company has an Audit Committee consisting of three independent Directors as its members, and the Audit Committee Meetings were held on 19.05.2011, 12.08.2011, 12.11.2011, and 14.02.2012. The details of the meetings held and attended are as given below:



## SAM INDUSTRIES LIMITED

### ANNEXURE TO THE DIRECTORS' REPORT- REPORT ON CORPORATE GOVERNANCE

Name of Director	Meetings held	No. of Meetings attended
Mr. Anil Maloo	4	4
Mr. Bhanu Prakash Inani	4	4
Mr. Santosh Muchhal (Chairman)	4	4

#### IV Remuneration Committee

The Remuneration Committee has approved the terms of remuneration of the Whole Time Directors. One meeting on 19th May 2011 of the members of the Remuneration Committee was held in the year 2011-2012. The composition of the remuneration committee is as follows

Mr. Anil Maloo, Mr. Santosh Muchhal, member and Mr. Bhanu Prakash Inani (Chairman)

During the year under review, the Remuneration paid to the whole time Directors of the Company are as follows:

Name of Director	Remuneration (in Rs.)
Mr. Anil Maloo	5,42,400/-
Mr. Ashish Dave	3,60,000/-
<b>Total</b>	<b>9,02,400/-</b>

Note: Salary includes Basic Salary, Allowances, contribution to Provident and Other Funds and perquisites (including monetary value of taxable Perquisites), etc.

#### V Shareholders and Investor's Grievance Committee

The Board has constituted the shareholders and Investors Grievance Committee to look into the redress of investors' complaints. There were no complaints pending for reply as on 31st March 2012 and no share transfers pending for registration as on the said date. The Committee had met on the 19th day of May 2011, during the year 2011-2012.

#### VI General Body Meetings

The details of Annual General Meetings held in last 3 years are as under:

Year	Venue	Date	Time
2008-2009	Basement of Dalamal Chambers, 29, New Marine Lines, Mumbai 400020	30.09.2009	2.00 P.M.
2009-2010	Basement of Dalamal Chambers, 29, New Marine Lines, Mumbai 400020	15.09.2010	2.00 P.M.
2010-2011	Basement of Dalamal Chambers, 29, New Marine Lines, Mumbai 400020	09.09.2011	2.00 P.M.

The shareholders passed all the resolutions including the special resolutions set out in the respective notices. No Postal Ballots were used for voting at these meetings

**VII Disclosure**

- (1) During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related parties' transaction viz., Promoters, Directors or the Management, their subsidiaries or relatives that had a potential conflict with the interest of the Company at large.
- (2) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review.

**VIII Means of Communication**

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after the Board has approved them. These are widely published in national and regional newspapers.

**General Shareholders Information**

Annual General Meeting

Date : 03.09.2012,

Day : Monday,

Time : 10.00 A.M.

Venue : Basement of Dalamal Chambers,  
29, New Marine Lines,  
Mumbai – 400020

**Date of Book Closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 27th August 2012 to Monday 3rd September 2012 (both days inclusive).

**Financial Calendar 2012-2013**

1	First Quarter Results	July 2012
2	Second Quarter & Half Yearly Results	October 2012
3	Third Quarter Results	January 2013
4	Fourth Quarter Results	May 2013
5	Annual Report	July 2013

**Listing of Securities**

Name of the Stock Exchanges

Madhya Pradesh Stock Exchange, 201, Palika Plaza, M. T. H. Compound Indore - 452001.	The Stock Exchange Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Stock Code 532005
--	--

Your Company confirms that it has paid annual listing fees to the Stock Exchange Mumbai, for the year 2012-13 and as such there are no arrears.

## SAM INDUSTRIES LIMITED

### Market Price Data

High/ low of market price of the Company's equity shares traded on BSE during the last financial year was as follows.

Month	Quotation at Mumbai Stock Exchange	
	High (Rs.)	Low (Rs.)
April, 2011	14.45	12.50
May, 2011	15.17	12.45
June, 2011	14.40	13.01
July, 2011	13.00	11.30
August, 2011	15.33	11.86
September, 2011	15.30	13.31
October, 2011	13.60	13.60
November, 2011	18.45	14.28
December, 2011	19.70	18.80
January, 2012	-	-
February, 2012	20.55	18.75
March, 2012	19.60	18.60

### Registrar & Transfer Agent

As per the directives of SEBI, the Company has appointed M/s. Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore – 452010 (M. P.) as its Registrar and Share Transfer Agent and all the Share transfer and the relating queries may please be forwarded to the Share Transfer Agent directly at their address.

### Share Transfer Systems

Shares received for transfer in physical form are registered and dispatched within thirty days of receipt of the documents. If shares are under objection then the same are returned within fifteen days. Request for dematerialization of shares is processed within fifteen days.

## SAM INDUSTRIES LIMITED

### **Distribution of Shareholding**

Distribution of Shareholding as on 31st March 2012 is as under:

Shareholding of Nominal Value of Rs.	No. of Shareholders	% of Shareholders	No. of Ordinary Shares	% of share holding
Up to 1000	132	15.62%	5,928	0.05%
1001 - 2000	41	4.85%	7,394	0.07%
2001 - 3000	27	3.20%	7,512	0.07%
3001 - 4000	206	24.38%	82,188	0.74%
4001 - 5000	119	14.08%	58,904	0.53%
5001 - 10000	175	21.71%	1,62,877	1.54%
10001 - 20000	53	6.27%	82,060	0.74%
20001 - 30000	24	2.84%	56,400	0.51%
30001 - 40000	8	0.95%	28,756	0.26%
40001 - 50000	12	1.42%	52,940	0.48%
50001 - 100000	14	1.66%	1,00,300	0.90%
100001 & above	34	4.02%	1,04,43,211	94.18%
<b>Total</b>	<b>845</b>	<b>100.00%</b>	<b>1,10,88,470</b>	<b>100.00%</b>

The Shareholding Pattern as on 31st March 2012 is given below:

S.No	Category	No. of Shares held	% Shareholding
1	Promoter	73,91,799	66.66
2	Govt. Co. / Fin. Institute	59,000	00.53
3	Private Corporate Bodies	27,81,654	25.09
4	Indian public	8,55,907	7.72
5	NRI	110	00.00
	<b>Total</b>	<b>1,10,88,470</b>	<b>100.00</b>

### **De-materialization of Shares and Liquidity**

As on 31st March 2012, 96.81% of the Company's total equity shares representing 1,07,34,835 shares were held in dematerialized form and the balance 3.19% representing 3,53,635 were in physical form.

### **Plant Location**

Your Company's plants are located at Village: Dakachya - 453771, A. B. Road, Tehsil: Sanwer, District: Indore. M. P. India

### **Address for Correspondence**

The Shareholders may address their communications to.

Mr. Navin S. Patwa,  
Company Secretary & Compliance Officer,  
Sam Industries Limited,  
Village: Dakachya,  
Tehsil: Sanwer, A. B. Road,  
Indore - 453771  
Email : secretarial@sam-industries.com  
Company's Website: www.sam-industries.com

## **SAM INDUSTRIES LIMITED**

### **CHIEF EXECUTIVE OFFICER (CEO/CFO) CERTIFICATION**

To,  
The Board of Directors,  
Sam Industries Limited

I, Anil Maloo, Executive Director, of Sam Industries Limited ('the Company') to the best knowledge and belief certify that:

- a) I have reviewed the financial statements and cash flow statement for the year ended 31st March, 2012 and to the best of our knowledge and belief, I state that:
  - (i) these statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading;.
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2012 are fraudulent, illegal or violative of the Company's code of conduct.
- c) I hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of conduct as adopted by the Company.
- d) I accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware and have been disclosed to the auditors and the Audit Committee and steps I have taken or purpose to taken to rectify these deficiencies.
- e) I have indicated, based on my most evaluation, wherever applicable, to the Auditors and Audit Committee:
  - i) significant changes, if any, in internal control over financial reporting during the year;
  - ii) significant changes, if any, in accounting policies during the year except as laid down in Accounting Standard (AS) 15 (revised 2005) on Employee Benefits, requiring disclosure in the notes to the financial statements; and
  - iii) instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting

**Place: Indore**

**Date: The 28th day of May, 2012**

**Anil Maloo**

**Executive Director**

## **SAM INDUSTRIES LIMITED**

### **AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of

Sam Industries Limited

We have examined the compliance of corporate governance by Sam Industries Limited, Mumbai for the year ended on 31st March 2012, as stipulated in clause 49 of the Listing agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is responsibility of the management. Our examination was limited to the procedure and implementation thereof, adopted by Sam Industries Limited for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of Sam Industries Limited.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For M. Mehta and company**  
**Chartered Accountants**  
**Firm Reg. No. 000957C**

**Place: Indore**

**Date: The 28th day of May, 2012**

**(CA P. R. Bandi)**  
**(Partner)**  
**M. No.16402**

# **SAM INDUSTRIES LIMITED**

## **THE AUDITORS REPORT**

To  
The Members of Sam Industries Ltd

1. We have audited the attached Balance Sheet of Sam Industries Limited (the Company) as at 31st March 2012, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for / the purposes of our audit;
  - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books.
  - iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
  - v.) On the basis of written representations received from the directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
  - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - vii) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012;
  - viii) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
  - ix) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**For M. Mehta and company**  
**Chartered Accountants**  
**Firm Reg. No. 000957C**

**Place: Indore**

**Date: The 28th day of May, 2012**

**(CA P. R. Bandi)**  
**(Partner)**  
**M. No.16402**

# **SAM INDUSTRIES LIMITED**

## **ANNEXURE TO THE AUDITOR'S REPORT**

Annexure Referred to in paragraph 1 of our Audit report of even date on the accounts for the year ended 31st March 2012 of Sam Industries Limited

As required by the companies (Auditors report) order 2003 issued by the Company law Board in the terms of section 227(4A) of the Companies Act 1956, we have further to report that: -

1. (a) In respect of fixed assets; the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) These Fixed Assets have been physically verified by the management, in accordance with the program of verification adopted by the company. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its assets.  
(c) During the year, in our opinion, no substantial part of fixed assets has been disposed off by the company.
2. (a) As explained to us, the inventory of the Company has been physically verified during the year by the management. In our opinion the frequency of the verification is reasonable.  
(b) According to the information and explanation given to us, in our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation of the size of the Company and the nature of its business.  
(c) In our opinion and information and explanation given to us, the Company is maintaining proper records of inventory and no material discrepancies were noticed on verification between the physical stocks and book records.
3. (a) The Company has not granted unsecured loans to parties covered in the Register maintained under Section 301 of the Companies Act, 1956, hence clause (a) to (c) does not apply.  
(b) The Company has Outstanding unsecured loans, from one of the Ex - directors and the company has taken fresh loan from one of the directors during the year. The Outstanding year - end balance was Rs. 19,50,000/- and the maximum Outstanding balance during the year was Rs. 49,00,000/-  
(c) In our opinion, the terms of this loan is prima facie not prejudicial to the interest of the company and is free of interest.  
(d) The loan taken from the aforesaid party covered in the register u/s 301 of the companies Act is repayable on demand.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements or transactions referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under Section 301 of the companies Act, 1956.  
(b) In our opinion and according to the information and explanations given to us, transactions made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 of the companies Act, 1956 have been made at prices which are prima facie reasonable, having regard to prevailing market prices at the relevant time where such market prices are available.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from public in contravention with the provisions of Section 58-A and 58AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 1975. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of any deposits.



## SAM INDUSTRIES LIMITED

7. The Company has an Internal Audit System, which in our opinion is adequate and commensurate with the size of the Company and nature of its business.
8. The Central Government has prescribed the maintenance of cost records under Section 209 (1) (d) of the Companies Act 1956 in respect of refining activities of the Company. We are informed that no such accounts and records were required to be maintained as the refining activities have already been closed during the pervious year.
9. (a) According to the information and explanations given to us, the Company is generally regular in depositing provident fund and employees state insurance with appropriate authorities during the year.
- (b) According to the information and explanations given to us, no undisputed amount payable in respect of income-tax, sales tax, wealth-tax, service-tax customs duty, excise duty, cess as on 31.3.2012 were outstanding for a period of more than six months from the date they became payable except land diversion tax of Rs. 6,32,334/- (Previous Year Rs. 12,64,668/-)
- (c) As on 31st March 2012, According to the records of the company and the information and explanation s given to us, the following are the particulars of dues on account of Income tax, Excise Duty, Cess, Sales Tax Service Tax Custom duty and wealth Tax matters that have not been deposited on account of disputes:-

Sr. No.	Name of the Statute	Nature of Dues Disputed	Amount (In Rupees)	Forum where pending
1	M.P. Commercial tax Act, 1944	Sales Tax Demand	6,89,000/-	Deputy Commissioner Appeal
2	M.P. Entry Tax Act	Entry Tax Demand	9,60,000/-	Deputy Commissioner Appeal

10. The Company has made cash profit during the financial year covered by our audit and also in the immediately preceding financial year. The company has no accumulated losses at the end of the financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks during the year.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the other provisions of clause 4 (xii) of the companies (Auditor's Report) Order, 2003 are not applicable to the Company.
13. In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi/mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments.
15. According to the information and explanation given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions during the year.
16. According to the information and explanation given to us, the company has not taken any term loans during the year.
17. According to the information and explanations given to us and an overall examination of the Balance Sheet of the company, we report that funds raised on short-term basis, have been used for short term purpose only.
18. The Company has not made preferential allotment of share to parties and Companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year covered by our audit.

19. The company has not issued any debentures during the year under review.
20. The company has not raised any money by public issues during the year under review.
21. To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For M. Mehta and company**  
**Chartered Accountants**  
**Firm Reg. No.000957C**

**Place: Indore**

**Date: The 28<sup>th</sup> day of May, 2012**

**(P. R. Bandi)**  
**(Partner)**  
**M. No.16402**

# SAM INDUSTRIES LIMITED

## Balance Sheet as at 31st March, 2012

(Amount in Rs.)

PARTICULARS	Note No.	31st March 2012	31st March 2011
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Fund</b>			
(a) Share Capital	2	<b>111,998,200</b>	111,998,200
(b) Reserves & Surplus	3	<b>263,174,575</b>	194,015,626
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	<b>18,453,435</b>	18,123,539
(b) Deferred tax liabilities (Net)	5	<b>28,985,179</b>	32,898,363
(c) Long term provisions	6	<b>374,387</b>	1,051,054
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	7	<b>11,989,522</b>	12,309,816
(b) Trade payables	8	<b>8,236,441</b>	31,490,954
(c) Other current liabilities	9	<b>45,354,330</b>	7,279,104
(d) Short-term provisions	10	<b>2,914,944</b>	2,210,002
<b>Total</b>		<b>491,481,013</b>	411,376,657
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	11		
(i) Tangible assets		<b>162,764,006</b>	181,579,106
(ii) Capital work-in-progress		<b>568,904</b>	681,954
(b) Non-current investments	12	<b>141,658,044</b>	50,702,578
(c) Long term loans and advances	13	<b>31,890,497</b>	7,767,334
(d) Other non-current assets	14	<b>10,000</b>	10,000
<b>(2) Current assets</b>			
(a) Inventories	15	<b>53,495,841</b>	69,876,298
(b) Trade receivables	16	<b>5,644,639</b>	8,830,508
(c) Cash and Bank Balances	17	<b>5,730,408</b>	3,022,458
(d) Short-term loans and advances	18	<b>78,326,246</b>	80,041,761
(e) Other current assets	19	<b>11,392,428</b>	8,864,661
<b>Total</b>		<b>491,481,013</b>	411,376,657

### Summary of Accounting Policies

1

The Accompanying Notes are integral part of the Financial Statement 2 to 46

As per our report of Even Date

For M. Mehta & Company

Chartered Accountants

Firm Regn No. 000957C

CA P. R. Bandi

Partner

M.No. 16402

Place: Indore

Date: 28/05/2012

For and on Behalf of the Board

Anil Maloo, Executive Director

Ashish Dave, Director

Navin S. Patwa, Company Secretary

# SAM INDUSTRIES LIMITED

## Profit and Loss statement for the year ended 31st March, 2012

PARTICULARS	Note No.	(Amount in Rupees)	
		31st March 2012	31st March 2011
<b>Income:</b>			
Revenue from operations (Gross)	20	<b>231,183,468</b>	171,291,972
Less: Excise Duty / VAT		<b>0</b>	43,553
Revenue from Operations (Net)		<b>231,183,468</b>	171,248,419
Other Income	21	<b>14,951,262</b>	16,204,384
<b>Total Revenue</b>		<b>246,134,730</b>	187,452,803
<b>Expenses:</b>			
Cost of materials consumed	22	<b>4,607,324</b>	11,778,449
Purchase of Stock-in-Trade	23	<b>5,943,396</b>	4,890,073
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	<b>15,597,006</b>	-4,887,018
Employee benefit expense	25	<b>18,501,044</b>	12,811,657
Other expenses	26	<b>83,740,136</b>	88,748,319
<b>Total</b>		<b>128,388,906</b>	113,341,480
<b>Earnings Before Finance cost, Tax, Exceptional Items, Depreciation and amortization Expenses</b>		<b>117,745,823</b>	74,111,323
Financial costs	27	<b>1,207,262</b>	916,879
Depreciation and amortization expense	11	<b>15,965,653</b>	15,822,471
Exceptional Items	28	<b>207,457</b>	1,676,725
<b>Profit before extraordinary items and tax</b>	<b>Total</b>	<b>100,365,451</b>	55,695,248
Tax expense:	29		
(1) Current tax		<b>35,119,686</b>	20,565,316
(2) Deferred tax		<b>-3,913,184</b>	-148,699
<b>Profit(Loss) for the year</b>	<b>Total</b>	<b>69,158,949</b>	35,278,631
Earning per equity share of face value of Rs. 10 each	30		
(1) Basic		<b>6.24</b>	3.18
(2) Diluted		<b>6.24</b>	3.18

### Summary of Accounting Policies

1

The Accompanying Notes are integral part of the Financial Statement 2 to 46

As per our report of Even Date

**For M. Mehta & Company**  
Chartered Accountants  
Firm Regn No. 000957C

**CA P. R. Bandi**  
Partner  
M .No. 16402

**Place: Indore**  
**Date: 28/05/2012**

**For and on Behalf of the Board**

**Anil Maloo**, Executive Director

**Ashish Dave**, Director

**Navin S. Patwa**, Company Secretary

# SAM INDUSTRIES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR 2011-2012

PARTICULARS	31st March 2012	31st March 2011
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before taxation and extraordinary item</b>	<b>100,572,908</b>	<b>57,371,973</b>
Adjustment for:		
Depreciation	15,965,653	15,822,471
Interest Paid	1,107,185	838,312
Interest received	-11,478,692	-9,801,433
Dividend Received	-598,188	-521,798
Profit/Loss on Sale of assets	27,756	125,409
Profit/Loss on Sale of investments	-1,964,959	-5,872,967
Provision for leave encasement gratuity	-697,968	408,722
Diminution of Shares	1,773,428	1,840,000
Operating Profit before Working Capital Changes	104,707,123	60,210,688
Increase/Decrease in Inventory	16,380,457	-3,260,828
Increase/Decrease in Trade and Other Receivables	-19,005,892	-9,222,412
Increase/Decrease in Trade Payables	14,420,377	11,262,808
Cash generated from Operations	116,502,065	58,990,256
Prior Period Expenses	-81,109	14,216
Excise duty paid	-126,348	-1,690,941
Income Tax	-33,880,056	-5,645,087
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>82,414,552</b>	<b>51,668,445</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of investment	53,075,542	29,043,000
Interest received	11,478,692	9,801,433
Dividend received	598,188	521,798
Purchase of Fixed Assets	-2,156,765	-659,255
Purchase of Investment	-142,372,577	-47,664,294
Sale of Asset	767,900	800,000
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>-78,609,020</b>	<b>-8,157,318</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Redemption of preference shares	0	-42,000,000
Amount of Secured Loan raised/repaid	2,370,342	2,712,863
Unsecured Loan Repaid/Raised	-2,360,740	-2,934,418
Interest Paid	-1,107,185	-838,312
Dividend Paid (including dividend distribution tax)	0	-5,524,365
<b>Net Cash from financing activities</b>	<b>-1,097,582</b>	<b>-48,584,232</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>2,707,950</b>	<b>-5,073,105</b>
Cash and Cash Equivalents at the beginning of the period	3,022,458	8,105,563
Cash and Cash Equivalents at the end of the period	5,730,408	3,032,458

1. Figures in minus represents Cash outflows
2. Cash & Cash equivalents represents Cash & Bank Balances only

**As per our report of Even Date**

**For M. Mehta & Company**  
**Chartered Accountants**  
**Firm Regn No. 000957C**

**CA P. R. Bandi**  
**Partner**  
**M.No. 16402**  
**Place: Indore**  
**Date: 28/05/2012**

**For and on Behalf of the Board**

**Anil Maloo**, Executive Director

**Ashish Dave**, Director

**Navin S. Patwa**, Company Secretary

# **SAM INDUSTRIES LIMITED**

## **Notes Forming part of Balance Sheet and Profit & Loss Account for the year 2011-12**

### **Note - "1" SIGNIFICANT ACCOUNTING POLICIES**

#### **I. BACKGROUND:**

SAM INDUSTRIES LIMITED was incorporated on 7<sup>th</sup> February 1994 and commenced its business operation on 5<sup>th</sup> October 1994. The Company is presently doing the business of Soya, operating lease of Welding Electrodes, Real estate & Investment business.

#### **II. SIGNIFICANT ACCOUNTING POLICIES:**

##### **A. System of Accounting**

- a. The financial statements have been prepared and presented under the historical cost conventions using the accrual basis of accounting and complied with all the mandatory accounting standards as specified in Companies (Accounting Standard) Rules 2006, pronouncements of ICAI as applicable and the relevant provisions of the Companies Act 1956, and guidelines issued by the Securities and Exchange Board of India.
- b. All the assets and liabilities have been classified as current or non - current as per the company's normal operating cycle and other criteria set out in schedule VI to the Companies Act, 1956. Based on the nature of the product and time between the acquisition of assets for processing and their realization in cash & cash equivalent, the company has ascertained its operating cycle to be less than 12 months.

##### **B. Revenue Recognition**

- a. Sales are inclusive of excise duty and VAT Collected and are net of trade discounts, if any.
- b. Dividend income is recognized in the year when the right to received the payment is established.
- c. Interest income is recognizes on time proportionate basis.
- d. Non commitment charges are accounted on fulfillment of time of contract only.

##### **C. Fixed Assets and Intangible Assets**

Fixed assets are stated at cost of acquisition or construction, less accumulated depreciation. Cost includes inward freight, duties, taxes and incidental expenses related to acquisition and installation of the asset. Borrowing costs related to the acquisition or construction of the qualifying fixed assets for the assets for the period up to the completion of their acquisition or constructions are capitalized.

Intangible assets are recorded at the consideration paid for acquisition.

##### **D. Depreciation and Amortization**

- a. Depreciation on fixed assets has been provided for under straight-line method at the rates prescribed in Schedule XIV of the Companies Act, 1956, on a pro-rata basis.
- b. Intangible assets are amortization over their estimated useful lives on a straight line basis, commencing from the date the assets is available to the company for its use.

# **SAM INDUSTRIES LIMITED**

## **Notes Forming part of Balance Sheet and Profit & Loss Account for the year 2011-12**

### **E. Valuation of Inventories**

- a. Raw material, stores and spares, fuel and packing materials are valued at cost (FIFO), including freight.
- b. Finished goods are valued at market value or cost whichever is less. The by - Products are valued at net realizable value.
- c. Stock of land of Real Estate division is valued on cost after capitalizing the expenses incurred on development of land.
- d. The excise duty in respect of closing stock of finished goods is included as part of inventory. The amount of CENVAT Credit is respect of material consumed for sale is deducted from the cost of material.

### **F. Investment**

Trade Investments are investments made to enhance the Company's business interests. Investments are either classified as current or long term based on the management's intention. Current Investments are carried at the lower of cost and fair value. Long term investments are carried at cost and provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment.

### **G. Preliminary & Public Issue Expenses**

Preliminary and public issue expenses are to be written off over a period of ten years.

### **H. Retirement benefits**

The company's Contribution to provident funds is made to the recognized provident funds and is charged to the profit and loss account. The company has taken a gratuity policy from LIC of India and premium paid for the year has been debited to profit and loss account. The liability towards leave encasement has been ascertained by actuarial valuation using projected unit credit method done at the end of the financial year.

### **I. Lease Rent / Operating Lease**

The payment of lease rent for office premises taken on leave and license basis are recognized as expenditure in the profit and loss account on a Straight Line basis.

### **J. Impairment of Assets**

An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired.

### **K. Foreign currency transaction**

Foreign exchange transactions are recorded at the rates of exchange on the date of respective transaction. The assets and liabilities designated in foreign currency are converted into the rupee at the rates of exchange prevailing as on the balance sheet date or at the contracted rate and corresponding adjustment is being made to the relevant income/expense and assets/liability.

### **L. Segment Accounting**

The company has disclosed business segment as the primary segment. The segments have been identified after taking in to account the type of product, the differing risk and returns and internal reporting systems. The Segments identified by the company are as under:

# **SAM INDUSTRIES LIMITED**

## **Notes Forming part of Balance Sheet and Profit & Loss Account for the year 2011-12**

- 1) Soya Division
- 2) Welding Division
- 3) Investment Division
- 4) Real Estate Division

The company for the segment reporting has followed the following accounting policies.

- a) Segment revenue includes sales and other income directly identifiable with or allocable to a particular segment.
- b) Segment expenses that are directly identifiable with \allocable to a segment are considered for determining the segment results. The expenses, which relates to the company as a whole and not allocable to a particular segment are included under un-allocable expenses.
- c) Income, which relates to the company, as a whole and not allocable to a segment is included under un-allocable income.
- d)
  - i) Segment assets include those assets which are directly identifiable with respective segments and employed by a segment in its operating activities but does not include income tax assets.
  - ii) Segment liabilities include those liabilities directly identifiable to a segment and operating liability that result from operating activities of a segment, but does not include income tax liabilities and financial tax liabilities.

### **M. Taxation**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company. Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that result between the profits offered for income tax and the profit as per the financial statements.

### **N. Borrowing Cost**

Borrowing Cost that is attributable to the acquisition of qualifying assets is capitalized as part of such cost till the said assets put to use. All other borrowing cost is charged to revenue.

### **O. Provision Contingent Liability & Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liability are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

### **P. Earnings per Share**

Basic earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share amounts are computed after adjusting the effects of all dilutive potential equity shares. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares. In computing diluted earnings per share, only potential equity shares that are dilutive and that decrease profit per share are included.

### **Q. Cash Flows**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated.



# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

(Amount in Rupees)  
31st March 2012      31st March 2011

### Note - "2" SHARE CAPITAL

#### a. Particulars

##### Authorized Share Capital

1,15,00,000 Equity Shares (Prev. Year 1,15,00,000) of Rs. 10 Each	<b>115,000,000</b>	115,000,000
10,50,000 Preference Shares (Prev. Year 10,50,000) of Rs. 10 Each	<b>105,000,000</b>	105,000,000
	<b>220,000,000</b>	220,000,000

##### ISSUED, SUBSCRIBED AND PAID UP CAPITAL

1,10,88,470 Equity Shares (Prev. Year 1,10,88,470) of Rs. 10 Each	<b>110,884,700</b>	110,884,700
Forfeited Shares originally paid up	<b>1,113,500</b>	1,113,500
	<b>111,998,200</b>	111,998,200

#### b. Reconciliation of Shares outstanding at the beginning and at the end of the year

	Nos.	Amount
Equity Shares		
At the Beginning of the Year	<b>11,088,470</b>	11,088,470
Issued during the year	<b>0</b>	0
Outstanding at the end of the year	<b>11,088,470</b>	11,088,470
<u>Preference Shares</u>	Nos.	Amount
At the Beginning of the Year	<b>0</b>	4,200,000
Issued during the year	<b>0</b>	0
Less : Redeemed during the year	<b>0</b>	4,200,000
Outstanding at the end of the year	<b>0</b>	0

#### c. Terms / Rights Attached to Shares

##### i) Equity Shares

The Company has only one class of Equity shares having a par value of 10/-. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees if any.

During the Year Ended 31st March 2012 the amount per share dividend recognized as distributions to equity shareholders was Rs. NIL( For 31st March 2011 was Rs NIL)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

##### ii) Preference Shares

Preference Shares were redeemed during the last year carried Cumulative Dividend of @ 9% p.a.

The Company declares and pays dividends in Indian rupees, if any. The dividend proposed by the Board of Directors in F.Y. 10-11 was subject to the approval of the shareholders in the ensuing Annual General Meeting.

The preference shares so issued were non convertible.

The preference shares so issued were redeemable and redeemed fully in F.Y. 2010-11.

# SAM INDUSTRIES LIMITED

## Forming part of Balance Sheet and Profit & Loss Account for the year 2011-12

### d. Shares held by holding / ultimate holding and or their subsidiaries / associates

	<u>31.03.2012</u>		<u>31.03.2011</u>	
	Nos.	Amount	Nos.	Amount
<b>Equity Shares</b>				
Holding Company (Sam Exim Ltd.)	63,88,000	6,38,80,000	63,88,000	6,38,80,000
	63,88,000	6,38,80,000	63,88,000	6,38,80,000

	<u>31.03.2012</u>		<u>31.03.2011</u>	
	Nos.	Amount	Nos.	Amount
<b>Preferences Shares</b>				
Holding Company (Sam Exim Ltd.)	0	0	0	0
	0	0	0	0

### e. Details of Shareholders holding more than 5% shares in the Company

Name of the Share holders	<u>31.03.2012</u>		<u>31.03.2011</u>	
	Nos.	%	Nos.	%
Equity				
Sam Exim Ltd	63,88,000	57.61	63,88,000	57.61
Preferences	Nil	Nil	Nil	Nil

f. Shares Forfeited	<u>31.03.2012</u>	<u>31.03.2011</u>
Amount Originally Paid up	1,113,500	1,113,500

### Note - "3" RESERVE & SURPLUS

<b>a. Capital Reserve</b>		
Opening Balance	105,000,000	84,000,000
Addition during the year	0	21,000,000
Closing Balance	105,000,000	105,000,000
<b>b. Securities Premium Reserve</b>		
Opening Balance	55,442,000	55,442,000
Closing Balance	55,442,000	55,442,000
<b>c. Profit &amp; Loss Account</b>		
Balance as per last Balance Sheet	33,573,626	20,396,949
Add Profit For the Year	69,158,949	35,278,631
Less: Appropriation		
Dividend on Preference Shares	0	945,000
Tax on Dividend	0	156,954
Transfer to Capital redemption Reserve	0	21,000,000
	102,732,575	33,573,626
<b>Total Reserve &amp; Surplus</b>	263,174,575	194,015,626

# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

(Amount in Rupees)

**31st March 2012      31st March 2011**

### **Note - "4" LONG TERM BORROWING**

#### **a. Particulars**

##### Term Loans (Unsecured)

From Bank

HDFC Bank (1)

**406,083**

0

HDFC Bank (2)

**27,352**

103,539

Deposits (Unsecured)

**18,020,000**

18,020,000

**18,453,435**

18,123,539

#### **b. Out of the Above**

Total Secured

**0**

0

Total Unsecured

**18,453,435**

18,123,539

**18,453,435**

18,123,539

#### **c. Out of the Above Loans Guaranteed by Directors & Others**

**0**

0

#### **d. Terms and Conditions of Borrowing**

Car Loan from HDFC Bank(1) is taken against purchase of Volkswagon vento during the year and is not secured. The Interest on the loan is payable @ 11.5% p.a. The Loan is repayable in 36 Installments starting from September 2011

Car Loan from HDFC Bank(2) was taken against purchase of maruti omni and is not secured. The Interest on the loan is payable @ 11.5% p.a. The Loan is repayable in 36 Installments starting from August 2010.

Deposit is interest free and repayable on completion of agreement and is unsecured.

#### **e. Default in payment of Borrowing**

There is no default in repayment of loan from Bank.

### **Note - "5" DEFERRED TAX LIABILITY**

Particulars

#### Deferred Tax Assets

Dis-allowances under 43B

**102,580**

777,587

Employee Related

**0**

0

**102,580**

777,587

#### Differed Tax Liabilities

Depreciation

**29,087,759**

33,675,950

**29,087,759**

33,675,950

Net Deferred Tax Asset / Liabilities

**(28,985,179)**

(32,898,363)

### **Note - "6" LONG TERM PROVISIONS**

Particulars

#### Provision for Employee Benefits

Gratuity

**36,000**

36,000

Leave Encasement

**338,387**

1,015,054

Total of Provisions

**374,387**

1,051,054

# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	(Amount in Rupees)	
	31st March 2012	31st March 2011
<b>Note- "7" <u>SHORT TERM BORROWING</u></b>		
a. Particulars		
From Others (Unsecured)		
ITC	359,363	0
Loans & Advances from Related Parties (Unsecured)	1,950,000	5,000,000
From Banks (Secured)		
Rupee Working Capital Loan	9,680,159	7,309,816
	<u>11,989,522</u>	<u>12,309,816</u>
b. Out of the Above		
Total Secured	9,680,159	7,309,816
Total Unsecured	2,309,363	5,000,000
	<u>11,989,522</u>	<u>12,309,816</u>
c. Out of the Above Loans Guaranteed by Directors & Others	9,680,159	7,309,816
<b>d. Terms and Conditions of Borrowing</b>		
Loan from ITC is interest free and instalments are being deducted on monthly basis out of amount received on account of commitment/processing income received from ITC.		
Loan from Related Parties comprises of loan taken from Director. The Loan is interest free and repayable on demand.		
Working Capital Loan from bank is repayable on demand and the same is secured against hypothecation of present and future inventory and trade receivables of the company and is also personally guaranteed by one of the directors of the company.		
<b>e. Default in payment of Borrowing</b>		
There is no default in repayment of Loan from Bank.		
<b>Note - "8" <u>TRADE PAYABLES</u></b>		
a. Trade Payables	8,236,441	31,490,954
<b>Note - "9" <u>OTHER CURRENT LIABILITIES</u></b>		
Advance against Sales of Assets	3,400,000	0
Advance against Sales of Goods	36,245,380	0
Current maturities of Long Term Debt	325,670	106,387
Other Payables	5,383,280	7,172,717
	<u>45,354,330</u>	<u>7,279,104</u>
<b>Note - "10" <u>SHORT TERM PROVISIONS</u></b>		
<u>Provision for Employee Benefits</u>		
Gratuity	205,454	574,381
Leave Encashment	8,639	29,940
Bonus	70,907	85,669
	<u>285,000</u>	<u>689,990</u>
Other Provisions		
Provision for Income Tax (Net of Advance Tax)	2,629,944	1,520,012
	<u>2,629,944</u>	<u>1,520,012</u>
Total of Provisions	<u>2,914,944</u>	<u>2,210,002</u>

## SAM INDUSTRIES LIMITED

Notes "11"

### FIXED ASSETS

PARTICULARS	Original cost				Depreciation and amortization				Net Block Value
	Opening Balance 01.04.2011	Additions During The Period	Deductions during the period	31.03.2012	Opening Balance 01.04.2011	Additions during the period	Deductions during the period	31.03.2012	31.03.2012
Tangible assets :									
Land Free-hold	7,296,978	0	0	7,296,978	0	0	0	0	7,296,978
Buildings	100,939,134	1,154,643	0	102,093,777	27,489,727	2,363,045	0	29,852,772	72,241,005
Plant and equipment	240,419,414	5,000	20,945,509	219,478,905	143,592,497	12,648,556	16,074,246	140,166,808	79,312,097
Office equipment	1,040,446	2,650	0	1,043,096	512,401	49,441	0	561,842	481,254
Computer equipment	2,785,764	54,001	0	2,839,765	2,120,659	457,337	0	2,577,997	261,768
Furniture and fixtures	2,478,730	17,990	0	2,496,720	927,109	157,618	0	1,084,726	1,411,994
Vehicles	2,841,700	922,481	511,018	3,253,163	1,580,668	289,656	376,070	1,494,254	1,758,909
Others	0	0	0	0	0	0	0	0	0
	357,802,166	2,156,765	21,456,527	338,502,404	176,223,061	15,965,653	16,450,315	175,738,399	162,764,006
<b>Total</b>	<b>357,802,166</b>	<b>2,156,765</b>	<b>21,456,527</b>	<b>338,502,404</b>	<b>176,223,061</b>	<b>15,965,653</b>	<b>16,450,315</b>	<b>175,738,399</b>	<b>162,764,006</b>
Previous Year	<b>356,693,452</b>	<b>3,369,319</b>	<b>2,260,605</b>	<b>357,802,166</b>	<b>161,735,787</b>	<b>15,822,471</b>	<b>1,335,196</b>	<b>176,223,062</b>	<b>181,579,105</b>

Notes:

1 Deduction in Plant & Machinery of Rs. 42,10,555 (Gross Block Rs. 1,79,91,683 and depreciation to date 1,37,81,128) represents refinery unit of Soya Division which is Assets held for sale, hence the net W.D.V. as on 31.03.2012 has been transferred to Other Current assets.

### Note - "12" NON CURRENT INVESTMENTS

Particulars

31st March 2012

31st March 2011

#### a. Investment Property (At Cost)

Lands (Purchased for Investment)

99,114,166

0

99,114,166

0

# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	(Amount in Rupees)	
	31st March 2012	31st March 2011
<b>b.Trade Investments</b>		
(i) Long Term Investment in Quoted Equity Instruments (At Cost)		
(Fully Paid Up)		
7 (7) Shares of Agre Developers Limited of Rs. 10 each	0	0
0 (2000) Shares of Andhra Bank Limited of Rs. 10 each	0	216,954
0 (5000) Shares of Andhra Sugar Limited of Rs. 10 each	0	488,134
200 (200) Shares of Ang Auto Limited of Rs. 10 each	65,392	65,392
25000 (25000) Shares of Arvind Remedies Limited of Rs. 1 each	51,060	51,060
1500 (1500) Shares of Aurbindo Pharma Limited of Rs. 1 each	349,355	349,355
0 (1000) Shares of Bajaj Holding & Investment Ltd of Rs. 10 each	0	537,655
3000 (3000) Shares of Balmer Lawrie & co Limited of Rs. 10 each	1,844,046	1,844,046
50 (50) Shares of B.F. Investment	0	0
0 (200) Shares of Bharti Air Tel. Limited of Rs. 5 each	0	80,690
0 (220) Shares of Bharat Heavy Electric Limited of Rs.2 each	0	279,779
250 (0) Shares of Bombay Burmah Trading Corp. Ltd of Rs.10 each	116,588	0
5 (5) Shares of Cairn india Limited of Rs. 10 each	686	686
0 (40000) Shares of City Union Bank of Rs. 1 each	0	1,069,635
21 (21) Shares of Cipla Limited of Rs. 2 each	31,546	31,546
750 (750) Shares of Clariant Chemical Limited of Rs. 10 each	496,965	496,965
1000 (1000) Shares of DLF Limited of Rs. 2 each	390,393	390,393
386 (286) Shares of EIH EQ 2 Limited of Rs. 2 each	41,343	25,362
100 (0) Shares of EIH Associated Hotels Limited of Rs. 10 each	8,603	0
1500 (1500) Shares of Engineers india Limited of Rs. 10 each	478,996	478,996
6500 (6500) Shares of G.I.C.H ousing finance Limited of Rs. 10 each	991,657	991,657
500 (500) Shares of Govind Rubber Limited of Rs. 10 each.	14,726	14,726
0 (600) Shares of Grindwell Narton Limited of Rs. 5 each	0	98,166
336 (336) Shares of Gujrat Nre Coke Limited of Rs. 10 each	0	0
2400 (2400) Shares of Gujrat Telephone Cable Limited of Rs. 10 each	35,935	35,935
100 (100) Shares of Halonix Limited of Rs. 10 each	9,453	9,453
0 (500) Shares of Hero Honda Limited of Rs. 2 each	0	951,522
100 (100) Shares of Himatsingka Saide Limited of Rs. 5 each	10,361	10,361
59320 (59320) Shares of Hind Syntex Limited of Rs. 10 each	424,819	424,819
0 (2000) Shares of Hindstan Zink Limited of Rs. 2 each	0	218,877
5000 Shares of IB Power Limited of Rs. 10 each	84,078	0
1500 (1500) Shares of Icici Bank Limited of Rs. 10 each	155,217	155,217
0 (3000) Shares of Idbi Bank Limited of Rs. 10 each	0	365,358
5000 (5000) Shares of Ifci Limited of Rs. 10 each	318,019	318,019
2500 (2500) Shares of Ifk Techno Limited of Rs. 1 each	14,068	14,068
25000 (25000) Shares of IL& FS Investment Limited of Rs. 10 each	1,306,966	1,306,966
5800 (5800) Shares of Indian Bank of Rs. 10 each	1,210,000	1,210,000

# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	(Amount in Rupees)	
	31st March 2012	31st March 2011
5500 (5500) Shares of Infotech Limited of Rs. 5 each	1,077,018	1,077,018
100 (100) Shares of Inox Leisure Limited of Rs. 10 each	17,798	17,798
429 (429) Shares of Jagran Prakeshan Limited of Rs. 10 each	0	0
1200 (1200) Shares of Jai Corp Limited of Rs. 1 each	149,150	149,150
5000 (5000) Shares of Jayashwal Nico ind. Limited of Rs. 10 each	234,806	234,806
5000 (5000) Shares of Jhunhunwala vanaspati. Limited of Rs. 1 each	35,801	35,801
500 (500) Shares of J.M.Finance . Limited of Rs. 1 each	9,472	9,472
0 (1000) Shares of JSW.Steel Limited of Rs. 10 each	0	1,161,984
3050 (3050) Shares of Karur Vyasya Bank of Rs. 10 each	878,557	878,557
1288 (1288) Shares of Karur Vyasya Bank of Rs. 10 each	193,200	148,120
5000 (5000) Shares of KCP Sugar Limited of Rs. 1 each	70,311	70,311
10000 (10000) Shares of Kirloskar Electric Limited of Rs. 10 each	854,101	854,101
3145 (3145) Shares of Krishna Filament Limited of Rs. 10 each	22,985	22,985
0 (100) Shares of Madhucon Products Limited of Rs. 1 each	0	16,629
0 (1250) Shares of M&M Finance Service of Rs. 5 each	0	490,525
0 (99) Shares of MRF Limited of Rs. 10 each	0	165,124
150 (150) Shares of Moser Bear Limited of Rs. 10 each	25,335	25,335
775 (775) Shares of Nation Perox Limited of Rs. 10 each	313,799	313,799
500 (500) Shares of Neyveli lignite Limited of Rs. 10 each	86,912	86,912
900 (0) Shares of Nifty Benchmark Limited of Rs. 10 each	496,767	0
0 (36) Shares of ONGC Limited of Rs. 5 each	0	7,297
5000 (5000) Shares of Orient Abrasives Limited of Rs. 1 each	39,813	39,813
5000 (0) Shares of Orient Refractories Limited of Rs. 10 each	0	0
0 (15) Shares of Pantaloon Retail Limited of Rs. 10 each	0	0
5000 (5000) Shares of Penner Industries Limited of Rs. 5 each	205,320	205,320
10000 (10000) Shares of Power Grid Corp Limited of Rs. 10 each	1,066,033	1,066,033
5337 (5337) Shares of Rajratan Global Wire Limited of Rs. 10 each	717,280	717,280
8500 (8500) Shares of Rama New Print Limited of Rs. 10 each	133,507	133,507
600 (600) Shares of Reliance capital Limited of Rs. 10 each	487,909	487,909
900 (900) Shares of Reliance industries Limited of Rs. 10 each	918,667	918,667
0 (2000) Shares of Rural Eletrification Limited of Rs. 10 each	0	490,547
2500 (2500) Shares of SAIL. of Rs. 10 each	527,135	527,135
100 (100) Shares of Sangam india Limited. of Rs. 10 each	8,236	8,236
100 (100) Shares of Satyam Computer Limited. of Rs. 2 each	43,954	43,954
750 (750) Shares of Sesa Goa Limited.of Rs. 1 each	241,715	241,715
1798 (1798) Shares of Shipping Corp of india Limited. of Rs. 10 each	296,597	296,597
2500 (2500) Shares of Steel tube of india Limited. of Rs. 10 each	11,096	11,096
4000 (4000) Shares of Sterlite technologies Limited. of Rs. 2 each	421,613	421,613
350 (350) Shares of Sutlaj industries Limited. of Rs. 10 each	100,445	100,445
100 (100) Shares of Syndicate bank.of Rs. 10 each	1,541	1,541
100 (0) Shares of Timken India Ltd.of Rs. 10 each	0	0

# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	(Amount in Rupees)	
	31st March 2012	31st March 2011
100 (100) Shares of Torrent cable Limited of Rs. 10 each	22,476	22,476
200 (200) Shares of Transgene bixtek Limited of Rs. 10 each	30,444	30,444
3000 (3000) Shares of Unitech Limited of Rs. 2 each	244,562	244,562
176 (176) Shares of Union bank of india of Rs. 10 each	4,789	4,789
250 (250) Shares of Viceroy Hotel Ltd. of Rs. 10 each	22,832	22,832
500 (500) Shares of Varun Lab. Ltd.of Rs. 10 each	60,612	60,612
15000 (15000) Shares of Willard India Ltd.of Rs. 10 each	233,170	233,170
10 (10) Shares of Wipro Ltd. of Rs. 2 each	20,952	20,952
0 (1700) Shares of Yes Bank of Rs. 10 each	0	513,494
500 (500) Shares of Zee Tele Ltd . of Rs. 1 each	42,328	42,328

(ii) Long Term Investment in Unquoted Equity Instruments (At Cost) (Fully Paid Up)

(a) 15500 Shares of Sam Hoteliers & Holdings Pvt. Ltd. of Rs. 10 each	620,000	620,000
(b) 283000 Shares of D&H Secheron Infrastructure P. Ltd. of Rs. 10 each	28,630,000	28,630,000
	<b>48,069,306</b>	54,454,578
Gross Total of Investments	<b>147,183,472</b>	54,454,578
Less: Provision for Diminution in value of Investments	<b>5,525,428</b>	3,752,000
Total Value of Investments	<b>141,658,044</b>	50,702,578

Aggregate amount of Quoted Investment	<b>18,819,306</b>	25,204,578
Aggregate amount of Market Value of Quoted Investment	<b>15,753,580</b>	23,521,623
Aggregate amount of Un-Quoted Investment	<b>29,250,000</b>	29,250,000

### **Note - "13" LONG TERM LOANS & ADVANCES**

#### **Particulars**

Other Loans & Advances		
Balances with Statutory / Govt. Authorities	3,396,462	2,767,334
Advance against purchase of Land	28,494,035	5,000,000
<b>Total Loans &amp; Advances</b>	<b>31,890,497</b>	7,767,334

### **Note - "14" OTHER NON CURRENT ASSETS**

	31.03.2012	31.03.2011
Non Current Bank Balances (Refer Note 17)	10,000	10,000
<b>Total Other Non Current Assets</b>	<b>10,000</b>	10,000



# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	(Amount in Rupees)	
	31st March 2012	31st March 2011
<b>Note - "15" INVENTORIES</b>		
Raw Materials	2,774,596	3,233,344
Finished Goods	901	118,244
Stock in Trade (Trading Activity)	46,922,740	62,402,403
Stores & Spares	3,576,408	3,835,860
Others	221,196	286,446
	<u>53,495,841</u>	<u>69,876,298</u>

Raw material, stores & spares, fuel and packing materials are valued at cost(FIFO) including freight. Finished goods are valued at market value or cost whichever is less. The by products are valued at net realizable value.

Stock of land of real estate division is valued on cost after capitalizing the expenses incurred on development of land.

The excise duty in respect of closing stock of finished goods is included as a cost of inventory.

	31st March 2012	31st March 2011
<b>Note - "16" TRADE RECEIVABLES</b>		
a. Outstanding for a period exceeding 6 months from the due date		
Unsecured Considered Good	33,456	39,709
	<u>33,456</u>	<u>39,709</u>
b. Others Unsecured Considered Good	5,611,183	8,790,799
	<u>5,611,183</u>	<u>8,790,799</u>
<b>Total Trade Receivables</b>	<u>5,644,639</u>	<u>8,830,508</u>

### **Note - "17" CASH & BANK BALANCE**

Cash in Hand	565,339	427,230
Balance with Bank	4,592,191	2,048,138
Balance with Bank held as Margin Money / Security	0	0
Deposits with Bank		
Maturity up to 12 months	572,878	547,090
Maturity above 12 months	10,000	10,000
<b>Total</b>	<u>5,740,408</u>	<u>3,032,458</u>
Less: Amount Disclosed under Non Current Assets	<u>10,000</u>	<u>10,000</u>
<b>Total of Cash &amp; Cash Equivalants</b>	<u>5,730,408</u>	<u>3,022,458</u>

### **Note - "18" SHORT TERM LOANS & ADVANCES**

a. Loans & Advances to Related Parties	0	0
b. Advances Recoverable in Cash Unsecured Considered good	76,688,870	82,930,947
c. Other Loans & Advances	6,126	1,583,831
Advance Income Tax (Net of Provision)	1,631,250	526,983
Prepaid Expenses	1,637,376	2,110,814
<b>Total Loans &amp; Advances</b>	<u>78,326,246</u>	<u>85,041,761</u>

# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	(Amount in Rupees)	
	31st March 2012	31st March 2011
<b>Note - "19" OTHER CURRENT ASSETS</b>		
a. Interest Accrued on Deposits	39,034	23,213
b. Interest Accrued on Loans	3,441,492	5,665,542
c. Assets held for Sale	4,210,555	0
d. Others	3,701,347	3,175,906
<b>Total Other Current Assets</b>	<b>11,392,428</b>	<b>8,864,661</b>
<b>Note - "20" REVENUE FROM OPERATIONS</b>		
a. Sale of Products Traded Goods	109,331,275	13,051
b. Sale of Services	121,596,032	170,409,227
c. Other Operating Revenues	256,161	869,694
	<b>231,183,468</b>	<b>171,291,972</b>
Details of Product Sold		
Traded Goods Plot	109,164,060	0
Others	167,215	13,051
	<b>109,331,275</b>	<b>13,051</b>
Details of Services		
Lease Rent	42,000,000	37,440,000
Incentives	51,536,218	73,818,391
Commitment Charges	12,389,889	2,218,093
Processing Charges	15,669,924	56,932,743
	<b>121,596,032</b>	<b>170,409,227</b>
<b>Note - "21" OTHER INCOME</b>		
Interest	11,478,692	9,801,433
Dividend	598,188	521,798
Net Profit on Sale of Long Term Investments	1,964,959	5,872,967
Excess Provision for leave encashment written back	697,968	0
Other Non Operating Income	211,455	8,186
	<b>14,951,262</b>	<b>16,204,384</b>
<b>Note - "22" COST OF MATERIAL CONSUMED</b>		
Opening Stock of Raw Material	3,233,344	3,209,973
Add: Purchases	4,148,576	11,801,820
	<b>7,381,920</b>	<b>15,011,793</b>
Less: Closing Stock of Raw Material	2,774,596	3,233,344
	<b>4,607,324</b>	<b>11,778,449</b>
Details of Stock of Raw Material		
Details of Raw Material Consumed Hexane	4,607,324	11,778,449
Details of Stock of Raw Material Hexane	2,774,596	3,233,344
<b>Note - "23" DETAILS OF PURCHASE OF TRADED GOODS</b>		
Plot- Development and Other Expenses	5,943,396	4,890,073

# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	(Amount in Rupees)	
	31st March 2012	31st March 2011
<b>Note - "24" <u>CHANGES IN INVENTORY OF FINISHED GOODS &amp; STOCK</u></b>		
<b><u>IN TRADE</u></b>		
a. (Increase) / Decrease in Inventories		
Opening Stock of Inventories		
Finished Goods	118,244	121,300
Stock in Trade (Trading Activity)	62,402,403	57,512,330
Less: Closing Stock of Inventory	62,520,647	57,633,630
Finished Goods	901	118,244
Stock in Trade (Trading Activity)	46,922,740	62,402,403
	46,923,641	62,520,647
Net (Increase) / Decrease	15,597,006	(4,887,018)
b. Details of Inventories Traded Goods Plot	46,922,740	62,402,403
Finished Goods	0	109,125
1. Acid Oil	901	9,119
2. Coal Ash	901	118,244
<b>Note - "25" <u>EMPLOYEE BENEFIT EXPENSES</u></b>		
Salaries & Wages	16,953,646	10,255,295
Bonus	70,907	85,669
Contribution to Provident & Other Funds	311,998	332,265
Staff Welfare Expenses	907,504	1,125,203
Gratuity Expenses	205,454	578,362
Leave Encashment Expenses	45,482	425,496
Medical reimbursements	6,053	9,367
	18,501,044	12,811,657
<b>"26" <u>OTHER EXPENSES</u></b>		
<b><u>Manufacturing Expenses</u></b>		
Consumption of Stores & Spares	793,014	1,821,588
Packing Material Consumed	61,072	38,566
Power & Fuel	34,302,591	45,474,945
Factory Expenses	35,047,428	30,961,968
Repairs to Buildings	0	138,052
Repairs to Machinery	3,310,574	2,834,322
Insurance	695,409	646,565
Freight & Cartage	5,650	4,295
Provision for Excise duty on Closing Stock	0	594
	74,215,738	81,920,895
<b><u>Selling Expenses</u></b>		
Brokerage	433,583	0
Advertisement Expenses	410,283	0
	843,866	0

# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	(Amount in Rupees)	
	31st March 2012	31st March 2011
<b><u>Establishment Expenses</u></b>		
Rent	497,824	482,508
Repairs-Others	121,547	123,784
Rates & Taxes	1,499,180	636,228
Director Remuneration	902,400	1,188,195
Auditor Remuneration	95,852	95,410
Legal & Professional Charges	967,457	735,524
Office & General Expenses	1,420,048	1,156,393
Telephone & Fax	286,067	242,184
Printing & Stationery	118,813	116,347
Postage & Telegram	15,578	16,672
Travelling Expenses	701,517	57,980
Director Sitting Fees	50,000	10,000
Loss on Sale of Assets	27,756	125,409
Miscellaneous account written off	0	791
Interest on Late Payment	203,065	0
Provision for Diminution in value of Investment	1,773,428	1,840,000
	<b>8,680,532</b>	<b>6,827,424</b>
	<b>83,740,136</b>	<b>88,748,319</b>
<b><u>Details of Payment to Auditors</u></b>		
As Auditor		
Audit Fee	56,180	55,150
Tax Audit Fee	28,090	27,575
Limited Review	9,927	11,030
In Other Capacity Certification Work	1,655	1,655
	<b>95,852</b>	<b>95,410</b>
<b><u>Note - "27" FINANCIAL COST</u></b>		
Interest on Working Capital Loans	1,048,777	774,733
Interest on Unsecured Loans	58,408	63,579
Bank Charges	100,077	78,568
	<b>1,207,262</b>	<b>916,879</b>
<b><u>Note - "28" EXCEPTIONAL ITEMS</u></b>		
Prior Period Expenses	81,109	(14,216)
Excise/Service Tax on completed cases	126,348	1,690,941
	<b>207,457</b>	<b>1,676,725</b>
<b><u>Note - "29" TAX EXPENSES</u></b>		
a. Income Tax Current Year	35,000,000	20,000,000
Income Tax Excess / Short Provision of Previous Year	119,686	565,316
Less: MAT Credit Entitlement	0	0
	<b>35,119,686</b>	<b>20,565,316</b>
b. Deferred Tax	<b>(3,913,184)</b>	<b>(148,699)</b>
	<b>31,206,502</b>	<b>20,416,617</b>

# SAM INDUSTRIES LIMITED

## NOTES FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2012

PARTICULARS	(Amount in Rupees)	
	31st March 2012	31st March 2011

### **Note - "30" EARNING PER SHARE**

Earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year.

Particulars

Profit/ Loss After Tax	<b>69,158,949</b>	35,278,631
Less: Dividends on Preference Shares and Tax Thereon	<b>0</b>	1,101,954
Net Profit attributable to equity shareholders	<b>69,158,949</b>	34,176,677
No of Shares Basic & diluted	<b>11,088,470</b>	11,088,470
<b>Earning Per Share Basic &amp; diluted</b>	<b>6.24</b>	<b>3.08</b>

### **Note - "31" EMPLOYEE BENEFIT**

As required by Revised AS 15, Provident fund and gratuity are defined contribution scheme and the contributions made are charged to profit & loss account. Leave encasement liability is a defined benefit obligation and is provided for on the basis of actuarial valuation done using projected unit credit method at the end of the financial year.

Defined Benefit Plans/ Long Term Compensated Absence as per Actuarial Valuation on 31st March 2012.

#### **Leave Encashement**

No.	Particulars	2011-12	2010-11
<b>A.</b>	<b>Expense recognized in the statement on profit &amp; Loss Account for the year ended March 31' 2012</b>		
1.	Current Service Cost	59402	2,22,876
2.	Interest Cost (On PBO as of 31.03.2012)	88824	50,888
3.	Employee Contributions	-	-
4.	Expected return on Plan Assets	-	-
5.	Actuarial (Gains)/ Losses	(8,24,017)	1,35,133
6.	Plant Service Cost	(6,75,791)	4,08,897
7.	Settlement Cost	-	-
8.	Total Expense	-	-
<b>B.</b>	<b>Net Asset/(Liability ) recognized in the Balance Sheet as at March 31st 2012</b>		
1.	Present Value of Defined benefit obligation as at March 31 ' 2012	3,47,026	10,44,994
2.	Fair Value of Plan Assets as at March 31'2012	NIL	NIL
3.	Funded status Surplus (Deficit)	(-)3,47,026	(-)10,44,994
4.	Net Asset/( Liability) as at March 31' 2012	(-)3,47,026	(-)10,44,994
<b>C.</b>	<b>Change in obligation during the year ended March 31' 2012</b>		
1.	Present Value of Defined benefit obligation at the beginning of the year 01.04.2011	10,44,494	6,36,097
2.	Current Service Cost	59,402	2,22,876
3.	Interest Cost (On PBO as of 31.03.2012)	88,824	50,888
4.	Settlement Cost	-	-
5.	Past Service Cost	-	-
6.	Employee Contributions	-	-
7.	Actuarial (Gains) / Losses	(-)8,24,017	1,35,133
8.	Benefits Payments	-	-
9.	Present Value of Defined benefit obligation at the end of the year.	(-)6,75,791	10,44,994

# SAM INDUSTRIES LIMITED

## Forming part of Balance Sheet and Profit & Loss Account for the year 2011-12

<b>D.</b>	<b>Change in Assets during the year ended March 31' 2012</b>		
1.	Plan Assets at the beginning of the year 01.04.2011	-	-
2.	Assets acquired in amalgamation in previous year	-	-
3.	Settlements	-	-
4.	Expected return on plan assets	-	-
5.	Contributions by employees	-	-
6.	Actual benefits paid	-	-
7.	Actuarial gains/ ( Losses)	-	-
8.	Plan Assets at the end of the year	-	-
9.	Actual return on plan assets	-	-
<b>E.</b>	<b>The major categories of plan assets as a percentage of total plan</b>		
1.	Qualifying insurance policy	-	-
<b>F.</b>	<b>Actuarial Assumption</b>		
1.	Discount Rate	8 %	8 %
2.	Future Salary Increase	5.50%	5.50%

The Liability relating to current year has been debited to profit & loss account.

### **Note - "32" LEASES**

The company has not taken so far any asset on finance lease during the year. In respect of operating lease of office premises the leasing arrangements which are not non cancelable range between 11 months and 39 months generally or longer and are usually renewable by mutual consent on mutually agreeable terms. The aggregate of lease rental payable are charged as rent under the head "office and administrative expenses Rs.4,97,824 (Previous Year Rs.4,82,508) has been charged to revenue accordance with the terms and conditions of respective lease agreement.

### **Note - "33" Segment Reporting:**

#### **33.1 Business Segments:-**

In the opinion of the management and as per the explanation given to us, there are four reportable segments of the company

- 1) Soya Division
- 2) Welding Division
- 3) Real Estate Division
- 4) Investment Division

- a. Segmental revenue includes sales and other income directly identifiable with \ allocable to the Particular segment.
- b. Segmental expenses that are directly identifiable with allocable to particular segment are considered for determining the segment result.

(Amount In Rupees)

Sr. No.	Particulars	Soya Division		Welding Division		Real Estate Division		Investment Division		Total	
		2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
1.	Segmental Revenue	29,886,062	60,179,452	94,290,677	112,612,870	109,183,266	59,463	12,774,724	14,601,019	246,134,730	187,452,803
2.	Segmental Expenses	49,140,305	78,488,637	61,368,876	48,783,841	32,206,961	8,350	2,845,681	2,800,002	145,561,822	130,080,830
3.	Segmental Profit/(Loss) (before tax & deferred tax)	-19,254,243	-18,309,186	32,921,802	63,829,029	76,976,305	51,113	9,929,044	11,801,016	100,572,908	57,371,973
4.	Segmental Assets[A]	152,752,599	163,654,767	83,071,511	51,206,024	50,807,708	63,407,226	204,849,194	133,108,639	491,481,013	411,376,657
5.	Segmental Liability [B]	18,422,541	26,423,711	47,588,925	28,863,029	37,667,605	17,848,514	-16,356,012	-670,786	87,323,059	72,464,468
6.	Capital Employed [A-B]	134,330,058	137,231,057	35,482,586	22,342,995	13,140,103	45,558,712	221,205,206	133,779,425	404,157,955	338,912,189

## SAM INDUSTRIES LIMITED

### Forming part of Balance Sheet and Profit & Loss Account for the year 2011-12

#### 33.2 Geographical Segments:-

The Company caters mainly to the need of Indian market. The Export Turnover is Nil.

#### Note - "34" Related Parties Disclosure

As per Accounting Standard -18 issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below:

- (a) Holding Company - Sam Exim Limited
- (b) Associated Companies- Dwekam Electrodes Private Limited and Dwekam Weld-Tech Private Limited.
- © Key Managerial Person –Mr. Ashutosh A Maheshwari, Chairman, Mr. Anil Maloo, Executive Director & Mr. Ashish Dave, Technical Director
- (b) Relative – Mr. Arvind A. Maheshwari and Mrs. Seema A. Maheshwari

(Amount in Rupees)

Sr. No.	Nature of Transaction	Holding Company	Associate Company	Key Managerial Person	Relative	Total
1.	Sale of Goods	---	---	---	---	---
2.	Purchase of Goods	--	-	--	--	-
3.	Remuneration	--	-	<b>9,02,400</b>	<b>3,00,000</b>	<b>12,02,400</b>
	(Previous year)	--	--	(12,59,619)	(3,00,000)	(15,59,619)
4.	Receivable	--	--	--	--	--
	(Previous year)	--	(6,33,650)			(6,33,650)
5.	Payable	--	--	<b>19,50,000</b>	<b>1,88,494</b>	<b>20,84,384</b>
	(Previous year)	--	--	--	(92,283)	(92,283)
6.	Lease Rent Paid	--	--	--	<b>3,65,464</b>	<b>3,65,464</b>
	(Previous year)	--	--		(3,50,148)	(3,50,148)
7.	Lease Rent received	--	--	--	--	--
	(Previous year)	--	(2,40,000)			(2,40,000)
8.	Interest Received	—	<b>38,773</b>	--	--	<b>38,773</b>
	(Previous year)	—	(6,575)	--		(6,575)

#### Note - "35" Capital & Other Commitments

(Amount in Rs.)

		2011-12	2010-11
1.	Estimated amount of Contracts remaining to be executed on Capital (Net of Advance)	7,28,09,965	11,25,68,000

# SAM INDUSTRIES LIMITED

## Forming part of Balance Sheet and Profit & Loss Account for the year 2011-12

### Note - "36" Contingent Liabilities

(Amount in Rs.)

	Contingent Liabilities not provided for	2011-12	2010-11
1.	Guarantee issued/ Letter of credit issued by the bankers covered by the counter Guarantee of the company	3,00,000	3,00,000
2.	Sales tax demands (in appeal/revision)	7,85,000	7,85,000
3.	Excise Duty		
4.	Guarantee to financial institution		
5.	Income Tax demands (in Appeal)		
6.	Claims against the company not acknowledged as debts		

### Note- "37" Derivative Instruments

The Company has not entered into any forward derivative instruments to hedge the foreign currency during the year.

### Note - "38" Disclosure required under section 22 for Micro, Small & Medium Enterprises:

- Trade payable includes Rs. 3,14,003/- (Previous year Rs. 6,33,929/-) due to Micro & Small Enterprises registered under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED, Act 2006) .
- No interest is paid / payable during the year to any enterprise registered under the MSME.
- The above information has been determined to the extent such parties could be identified on the basis of the information available to the company, regarding the status of the supplier under the MSME.

### Note - "39" Remittances in Foreign Currency:

31.03.2012

31.03.2011

Remittances in Foreign Currency:-

NIL

NIL

### Note - "40" CIF value of Import:-

CIF value of Import

NIL

NIL

### Note - "41" Expenditure in Foreign Currency:-

Travelling Expenses

5,57,030

NIL

### Note - "42" Earnings in Foreign Exchange:-

Earnings in Foreign Exchange

NIL

NIL

### Note - "43" Value of Consumption of Raw Material & Stores Consumed:

RAW MATERIAL CONSUMPTION				
Particulars	31.03.2012	%	31.03.2011	%
Raw Material				
Imported	0	0%	0	0%
Indigenous	46,07,324	100%	1,17,78,449	100%
<b>Total</b>	<b>46,07,324</b>	<b>100%</b>	<b>1,17,78,449</b>	<b>100%</b>
Spare Parts				
Imported	0	0%	0	0%
Indigenous	7,93,014	0%	18,60,154	0%
<b>Total</b>	<b>7,93,014</b>	<b>0%</b>	<b>18,60,154</b>	<b>0%</b>



## SAM INDUSTRIES LIMITED

### Forming part of Balance Sheet and Profit & Loss Account for the year 2011-12

**Note - "44"** Processing Charges Income includes commitment charges received on account of non execution of contract and also netting of Commitment charges paid during the year.

**Note - "45"** In the opinion of the Board, the current assets, loans and advances have a value on realization on the ordinary course of business, at least equal to the amount at which the same is stated in the Balance Sheet. There are no contingent liabilities other than those stated above.

**Note - "46"** Till the Year End 31-03-2011 the company was using old Schedule VI of the Companies Act 1956, for the preparation and presentation of its Financial Statements. During the year ended 31-03-2012, the Revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company. The Company has reclassified and regrouped the Previous Year Figures to confirm the current classification.

#### As per our report of Even Date

**For M. Mehta & Company**  
**Chartered Accountants**  
**Firm Regn No. 000957C**

**CA P. R. Bandi**  
**Partner**  
**M .No. 16402**

**Place: Indore**  
**Date: 28/05/2012**

#### For and on Behalf of the Board

**Anil Maloo**, Executive Director

**Ashish Dave**, Director

**Navin S. Patwa**, Company Secretary

\_\_\_\_\_ Cut hear \_\_\_\_\_

## SAM INDUSTRIES LIMITED

**Regd. Off.: 408, Dalamal Chambers, 4th Floor, 29, New Marine Lines, Mumbai -400020**

### E- COMMUNICATION (EMAIL ADDRESS) REGISTRATION FORM

(In terms of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 Respectively issued by Ministry of Corporate Affairs, Government of India)

To,  
**M/s Ankit Consultancy Pvt. Ltd.**  
Registrar & Share Transfer Agent  
Plot No. 60, Electronic Complex,  
Pardeshipura, Indore (M. P.) 452010  
Tel: 0731-3198601-602, 2551745-46 Fax: 0731-4065798  
Email: ankit\_4321@yahoo.com

I/We Member(s) of M/s Sam Industries Limited hereby give my/our consent to receive electronically Annual Report(s), Notices of General Meeting(s) and other document(s) that the Ministry of Corporate Affairs may allow to be sent in electronic mode.

I/We request you to note my/our e-mail address as mentioned below. If there is any change in the e-mail address, I/We will promptly communicate the same to you.

<b>Form No. / Client ID / DP ID</b>	
<b>Name of The First/sole member</b>	
<b>E-mail address (to be registered)</b>	

**Place:**  
**Date:**

## SAM INDUSTRIES LIMITED

Regd. Off. 408, Dalamal Chambers, 29, New Marine Lines, Mumbai - 400 020

### ATTENDANCE SLIP

Shareholders attending the Meeting in person or Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Name of the attending Members (In Block Letters)	Member's Folio No. / Client ID No.
Name of the Proxy (In Block Letters) (To be filled in if the proxy attends instead of the Members)	

No. of Shares held : \_\_\_\_\_

I hereby record my presence at the Eighteenth Annual General Meeting of the Company held on Monday 3rd day of September, 2012 at 10.00 A. M. at Basement, Dalamal Chambers, 29, New Marine Lines, Mumbai – 400020 .

<b>Member's / Proxy Signature</b>

Note: Shareholders/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

\_\_\_\_\_ Cut hear \_\_\_\_\_

## SAM INDUSTRIES LIMITED

Regd. Off. 408, Dalamal Chambers, 29, New Marine Lines, Mumbai - 400 020

### PROXY FORM

I / We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a member/ members of the Sam Industries Limited, and holding \_\_\_\_\_ equity shares hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my / our proxy to vote for me / us on my/our behalf at the Eighteenth Annual General Meeting of the Company to be held on Monday, 3rd day of September, 2012 at 10.00 A. M. at Basement of Dalamal Chambers, 29, New Marine Lines, Mumbai – 400020 and at any adjournment thereof.

For office use	
Proxy No.	
Date of receipt	
No. of shares	

Signature of the proxy

Affix of  
Revenue Stamp  
of **Rs. One**

(Signature of Member(s)  
across the stamp)

This form is to be used in favor of / against the resolution. Unless otherwise instructed, the proxy will act as he think fit.

- Note :** 1) The proxy must be returned so as to reach the Registered Office of the company at 408, Dalamal Chambers, 29, Marine Lines, Mumbai - 400 020 not less than **Forty Eight Hours before** the time for holding the aforesaid meeting.  
2) Those members who multiple folios with different joint holders may use copies of this Attendance Slip / Proxy.