

FORM A

(Pursuant to Clause 31(a) of Equity Listing Agreement)

Covering letter of the annual audit report filed with the stock exchanges

1.	Name of the Company:	Sam Industries Limited
2.	Annual financial statements for the year ended	31st March 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Nil
5.	Signed by-	
	• CEO / Managing Director	
	• CFO	
	• Auditor of the company	 For M/S M. MEHTA & COMPANY Chartered Accountants (Nitin Bandi) Partner Firm Reg. No. 000957C, M. No. 100394
	• Audit Committee Chairman	



19th ANNUAL REPORT
2012-2013



SAM INDUSTRIES LIMITED

BOARD OF DIRECTORS

Mr. Ashutosh A. Maheshwari, Chairman
Mr. Anil Maloo, Executive Director
Mr. Santosh Muchhal, Director
Mr. Bhanuprakash R. Inani, Director
Mr. Ritesh Kumar Neema, Additional Director
Mr. Yogendra Vyas, Additional Director

COMPANY SECRETARY

Mr. Navin S. Patwa

AUDITORS

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

BANKERS

State Bank of India
IDBI Bank

REGISTRAR & TRANSFER AGENT

M/s. Ankit Consultancy Pvt. Ltd.,
Plot No. 60, Electronic Complex,
Pardeshipura
Indore – 452010 (M. P.)

REGISTERED OFFICE

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

Website: www.sam-industries.com

Email: secretarial@sam-industries.com

SAM INDUSTRIES LIMITED

Notice

Notice is hereby given that the 19th Annual General Meeting of the Members of Sam Industries Limited, will be held on Friday, the 27th day of September 2013 at 10:00 A. M , at the Basement of Dalamal Chambers, 29, New Marine Lines, Mumbai – 400020 to transact the following business: -

1. To receive, consider and adopt the Balance Sheet as at 31st March 2013 and the Profit & Loss Account for the year ended on 31st March 2013, together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashutosh A. Maheshwari, who retires by rotation and being eligible offers himself for re-appointment
3. To appoint a Director in place of Mr. Bhanuprakash R. Inani, 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.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:-
"Resolved That in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Ritesh Kumar Neema, an additional Director of the Company, who holds office up to the date of this Annual General Meeting, as per provisions of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:-
"Resolved That in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Yogendra Vyas, an additional Director of the Company, who holds office up to the date of this Annual General Meeting, as per provisions of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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 Friday, the 20th day of September 2013 to Friday, the 27th day of September 2013 (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 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 Governances' 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.

SAM INDUSTRIES LIMITED

Notice

- 10.** Members may avail of the nomination facility as provided under section 109A of the Companies Act, 1956.
- 11.** The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under item no. 5 & 6 above, is annexed hereto. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, of person seeking appointment/re-appointment as Directors under item no. 2&3, & 5 to 6 of the notice, are also annexed.

**Indore,
August 14, 2013**

By Order of the Board

**Navin S. Patwa
Company Secretary**

EXPLANATORY STATEMENT [PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956]

ITEM NO. 5

The Board of Directors of the Company has appointed Mr. Ritesh Kumar Neema as an additional Director as per Article 115 of the Articles of Association of the Company w. e .f. 14th August 2013, and as such, he holds office up to the date of this Annual General Meeting. A notice under Section 257 of the Companies Act, 1956 has been received by the Company from a member proposing the candidature of Mr. Ritesh Kumar Neema for appointment as Director in this behalf.

None of the Directors, except Mr. Ritesh Kumar Neema is concerned or interested in the above Resolution.

The Board commends the Ordinary Resolution set out at item no. 5 for Approval of the Members.

ITEM NO. 6

The Board of Directors of the Company has appointed Mr. Yogendra Vyas as an additional Director as per Article 115 of the Articles of Association of the Company w. e .f. 14th August 2013, and as such, he holds office up to the date of this Annual General Meeting. A notice under Section 257 of the Companies Act, 1956 has been received by the Company from a member proposing the candidature of Mr. Yogendra Vyas for appointment as Director in this behalf.

None of the Directors, except Mr. Yogendra Vyas is concerned or interested in the above Resolution.

The Board commends the Ordinary Resolution set out at item no. 6 for Approval of the Members.

**Indore,
August 14, 2013**

By Order of the Board

**Navin S. Patwa
Company Secretary**

SAM INDUSTRIES LIMITED

Notice

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. Ashutosh A. Maheshwari	Mr. Bhanuprakash R. Inani
Date of Birth	23rd April, 1973	31st August, 1966
Date of Appointment	17th February, 1994	21st March 2005
Expertise in specific functional area	Entrepreneurship & Strategic Planner of the company	Account & Finance
Qualification	Commerce Graduate	Chartered Accountant
List of outside Directorship held	Dwekam Weldtech Pvt. Ltd. Dwekam Electrodes Pvt. Ltd. Dwekam Industries Ltd. Dwekam Realty Pvt. Ltd. D&H Secheron Impex Pvt. Ltd. D&H Secheron Realty Pvt. Ltd. D&H Secheron Projects Pvt. Ltd. D&H Secheron Resources Pvt. Ltd. Anisha Realty Pvt. Ltd.	DKG Finvest Pvt. Ltd. NSB Securities Pvt. Ltd. Swan Finance Ltd.
Chairman / Member of the Committee of the Board	None	Remuneration Committee- Chairman, Audit Committee – Member

Name of Director	Mr. Ritesh Kumar Neema	Mr. Yogendra Vyas
Date of Birth	7th February, 1979	18th July, 1975
Date of Appointment	14th August 2013	14th August 2013
Expertise in specific functional area	Taxation	Accounts & Finance
Qualification	Chartered Accountant	Chartered Accountant
List of outside Directorship held	D & H Secheron Projects Pvt. Ltd. D & H Secheron Resources Pvt. Ltd.	Indotrade India Limited Mandhari Trading Pvt. Ltd. Solertech Multitrade Pvt. Ltd. Venus Multitrade Pvt. Ltd.
Chairman / Member of the Committee of the Board	None	None

SAM INDUSTRIES LIMITED

REPORT OF THE BOARD OF DIRECTORS

To the Members,

Your Directors have pleasure in presenting the 19th Annual Report together with the Audited Statement of accounts of your Company for the year ended 31st March 2013:

FINANCIAL RESULTS:

(Rs. in Lacs)

Particulars	2012-2013	2011-2012
Sales & Other Income	1384.28	2461.35
Total Expenditure	860.36	1283.89
Earning Before Finance Cost, Tax, Exceptional Items,	523.91	1177.46
Depreciation and Amortization Expenses		
Less: Financial Costs	8.33	12.07
Depreciation and Amortization Expenses	138.64	159.66
Exceptional Items	0.00	2.07
Profit Before Extra-Ordinary Items & Tax	376.94	1003.66
Current Tax	154.28	351.20
Deferred Tax	(28.69)	(39.13)
Profit (Loss) for the year	251.35	691.59
Basic & Diluted Earnings Per Equity Share of Face Value of Rs.10 each	2.27	6.24

DIVIDEND

The Board of Directors has decided not to declare Dividend for the year ended 31st March 2013, 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. 1384.28 Lacs as compared to Rs. 2461.35 Lacs in the previous year. Your Company has earned a profit after tax of Rs. 251.35 Lacs as compared to Rs. 691.59 Lacs in the previous year.

Segment wise Performance

Soya Division

The Company has discontinued soya business activity for Refined Oil & Soya Products at its plants located at Village Dakachya, Tehsil Sanwer, District Indore and company has closed its soya division during the year.

The revenue of your Company's Soya Division was Rs. 114.96 Lacs as against Rs. 298.86 Lacs in the previous year and incurred losses Rs.161.03 Lacs as against Rs. 192.54 Lacs during the previous year.

Welding Division

During the year under review, the revenue of your Company's Welding Division was Rs. 673.29 Lacs as against Rs. 942.90 lacs in the previous year. Its profit of Rs. 95.16 Lacs during this period, against Rs. 329.21 Lacs during the previous year,

SAM INDUSTRIES LIMITED

REPORT OF THE BOARD OF DIRECTORS

Real Estate Division

During the year under review, the revenue of your Company's Real Estate Division was Rs. 479.85 Lacs as against Rs. 1091.83 lacs in the previous year. Its profit of Rs. 336.66 Lacs during this period, against Rs. 769.76 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. 106.14 Lacs as against Rs. 99.29 lacs in the previous year from Investment activity.

MANAGEMENT DISCUSSIONS AND ANALYSIS

Outlook

Your Company has four distinct businesses viz. the Soy Extractions & Oil Refining, Welding Electrodes, Real Estate and Investment division. 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.

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

Your Board had appointed Mr. Ritesh Kumar Neema & Mr. Yogendra Vyas as an additional director of the Company. He retires at the ensuing Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and being eligible offers himself for re-appointment.

In accordance with Section 256 of the Companies Act, 1956, Mr. Ashutosh A. Maheshwari and Mr. Bhanuprakash R. Inani will retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

During the year Mr. Ashish Dave, Technical Director of the Company had resigned. The Board appreciates his valuable support and guidance to the Company during the tenure of his Directorship.

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 2013-14. You are requested to consider their re-appointment.

SAM INDUSTRIES LIMITED

REPORT OF THE BOARD OF DIRECTORS

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

- (I) In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that – in the preparation of Annual Accounts, the applicable accounting standards have been followed;
- (ii) 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 of the Company for that period;
- (iii) 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;
- (iv) 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 fan-less cooling towers, energy efficient pumps etc.

PARTICULARS OF EMPLOYEES

None of the Employees of the Company are in receipt of Remuneration in excess of limits specified under section 217 (2A) of the Companies Act, 1956, whether employed through out or part of the year

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.

ACKNOWLEDGEMENT

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
August 14, 2013**

**Ashutosh A. Maheshwari
Chairman**

SAM INDUSTRIES LIMITED

ANNEXURE "A"

PARTICULARS	2012-2013	2011-2012
-------------	-----------	-----------

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

I. POWER AND FUEL CONSUMPTION

Electricity

(a) Purchased Unit	24,95,203	37,31,464
Total Amount (Rs.)	2,08,97,019	2,54,70,451
Rate /Unit	8.37	6.83

(b) Own Generation

i) Through Diesel Generator

Units	Nil	14,177
Units Per Ltr.	Nil	4.72
Cost /Unit (Rs.)	Nil	13.03

ii) Through Steam Turbine

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

Coal

Qty (M.T.)	Nil	1,266
Total Amount (Rs.)	Nil	87,90,680
Average Rate (Rs./M.T.)	Nil	6,944

Furnace Oil Qty (M.T.)

Qty (M.T.)	Nil	Nil
Total Amount	Nil	Nil
Average Rate (Rs./Ltr.)	Nil	Nil

B. CONSUMPTION PER UNIT OF PRODUCTION

Products (Seed & Electrodes)

Electricity (Unit / M.T.)	293.52	250.06
Furnace Oil (Ltr./ M.T.)	Nil	Nil
Coal (Kg./M.T.)	Nil	84.52

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.)	36,754	4,19,187
Foreign exchange earned (Rs.)	Nil	Nil

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 director. The Board of Directors of the Company consists of 4 Directors, of which 3 are non-executive as on 31st March 2013. During the year, 4 Meetings of the Board of Directors of the Company were held on 28.05.2012, 25.07.2012, 10.11.2012, and 08.02.2013. The maximum interval between any two meetings was 107 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	9	-	-
Mr. Anil Maloo	Executive	4	Yes	3	-	2
Mr. Santosh Muchhal	Independent	4	Yes	3	2	1
Mr. Bhanuprakash R. Inani	Independent	4	No	3	1	1
Mr. Ashish Dave*	Executive	3	Yes	-	-	1
Mr. Ritesh Kumar Neema**	Independent	-	-	2	-	-
Mr. Yogendra Vyas**	Independent	-	-	4	-	-

* Mr. Ashish Dave, Resigned wef 8th February 2013.

** Mr. Ritesh Kumar Neema & Mr. Yogendra Vyas appointed on 14th August 2013.

III Code of Conduct

The Code of conduct for Board of Director and Senior Management Personnel i.e. Core Management Team comprising Chief General Manager and all General Managers, has been approved by the Board of Directors in compliance with clause 49 of the Listing Agreement with Stock Exchanges. The said Code of Conduct is posted on the company's website **www.sam-industries.com**. All the Board Members and Senior Management Personnel have since affirmed the compliance of the code.

SAM INDUSTRIES LIMITED

ANNEXURE TO THE DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

IV Committee's of the board

A 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 28.05.2012, 25.07.2012, 10.11.2012, and 08.02.2013. The details of the meetings held and attended are as given below:

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

B Remuneration Committee

The Remuneration Committee has approved the terms of remuneration of the Whole Time Directors. One meeting on 28th May 2012 of the members of the Remuneration Committee was held in the year 2012-2013. The composition of the remuneration committee is as follows:

Mr. Anil Maloo, Mr. Santosh Muchhal, member and Mr. Bhanuprakash R. 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	2,70,000/-
Total	8,12,400/-

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

C 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 2013 and no share transfers pending for registration as on the said date. The Committee had met on the 28th day of May 2012, during the year 2012-2013.

V General Body Meetings

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

Financial Year	Date	Time	Venue
2009-2010	15.09.2010	2.00 P.M.	Basement of Dalamal Chambers 29, New Marine Lines, Mumbai – 400020,
2010-2011	09.09.2011	2.00 P.M.	
2011-2012	03.09.2012	10.00 A.M.	

SAM INDUSTRIES LIMITED

ANNEXURE TO THE DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

The shareholders passed all the resolutions including the special resolutions set out in the respective notices.

The members of the company have accorded (vide the Scrutinizer's Report dated 1st September 2012) their approval with requisite majority, by way of postal ballot to the Ordinary Resolution set out in the Postal Ballot Notice dated 25th July 2012, sent to them pursuant to section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, in relation to transfer, sell and/or dispose of the Undertaking comprising of Plant and Machinery, equipments, furniture, fixtures and other fixed assets on "as is where is" and "as it is" basis of Solvent Extraction Plant" (Soya division) located at Village Dakachya, Tehsil Sanwer, A. B. Road, Indore - Madhya Pradesh.

VI Disclosure

- i 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.
- ii 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.

VII 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.

VIII General Shareholders Information

i. Annual General Meeting

Date: 27.09.2013,

Day: Friday,

Time: 10.00 A.M.

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

ii. Date of Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 20th September, 2013 to Friday, 27th September, 2013 (both days inclusive).

iii. Financial Calendar 2013-2014

1	First Quarter Results	July 2013
2	Second Quarter & Half Yearly Results	October 2013
3	Third Quarter Results	January 2014
4	Fourth Quarter Results & Annual Report	May 2014

SAM INDUSTRIES LIMITED

ANNEXURE TO THE DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

iv. 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 2013-14 and as such there are no arrears.

v. Stock Codes:

BSE: 532005

vi. Company's Corporate Identification Number

CIN: L15143MH1994PLC164344

vii. 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.)
2012-13		
April, 2012	17.70	16.05
May, 2012	19.20	15.25
June, 2012	24.60	18.00
July, 2012	29.40	21.00
August, 2012	23.30	18.10
September, 2012	25.65	17.50
October, 2012	24.90	24.00
November, 2012	23.70	22.55
December, 2012	21.90	21.90
January, 2013	22.95	21.10
February, 2013	20.05	20.05
March, 2013	19.05	19.05

viii. Registrar & Transfer Agent

As per the directives of SEBI, the Company has appointed M/s. Ankit Consultancy Private Limited, at Plot No. 60, Electronic Complex, Pardeshipura, Indore – 452010, Madhya Pradesh, 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.

ix. Share Transfer Systems

Shares received for transfer in physical form are registered and dispatched within fifteen 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

ANNEXURE TO THE DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

X. Shareholding as on 31st March 2013

a. Distribution of Shareholding as on 31st March 2013 is as under:

Shareholding of nominal value of Rs. Rs.	No. of Share holders	% of Share holders	No. of Ordinary shares	% of Share holding
Up to 1000	162	18.49%	6,772	0.06%
1001 – 2000	47	5.37%	8,487	0.08%
2001 – 3000	27	3.08%	7,502	0.07%
3001 – 4000	206	23.52%	82,186	0.74%
4001 – 5000	119	13.58%	58,873	0.53%
5001 – 10000	169	19.29%	1,57,653	1.42%
10001 – 20000	55	6.28%	85,245	0.77%
20001 – 30000	24	2.74%	56,117	0.51%
30001 – 40000	8	0.91%	28,956	0.26%
40001 – 50000	12	1.37%	52,940	0.48%
50001 – 100000	13	1.48%	93,783	0.85%
100001 & above	34	3.88%	1,04,49,956	94.24%
Grand Total	876	100.00%	1,10,88,470	100.00%

b. Category of equity shareholders as on 31st March 2013

S.No	Category	No. of equity Shares held	Percentage of Shareholding
1	Promoters	73,91,799	66.66
2	Govt. Co. / Fin. Institutions	59,000	0.53
3	Private Corporate Bodies	27,75,891	25.03
4	Indian public	8,61,270	7.77
5	NRI & OCB	510	0.00
	Grand Total	1,10,88,470	100.00

Xi. Dematerialization of Shares and Liquidity

The company's shares are traded in dematerialized form and are available for trading on both the depositories in india, viz. NSDL & CDSL. Equity shares of the company representing 96.83% of the Company's total equity shares capital representing 1,07,37,235 equity shares are dematerialized on March 31, 2013 and the balance 3.17% representing 3,51,235 were in physical form.

Xii. Plant Location

The Company has a manufacturing facility at Village: Dakachya-453771, A. B. Road, Tehsil: Sanwer, District: Indore, Madhya Pradesh, India

xiii. 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, Madhya Pradesh

Designated Email address for Investor Services:

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, 2013 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 my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2013, which 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 that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and have been taken 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 and that the same have been disclosed 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.

Indore, August 14th , 2013

Anil Maloo
Executive Director

SAM INDUSTRIES LIMITED

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Sam Industries Limited
Mumbai

We have examined the compliance of conditions of Corporate Governance by M/s Sam Industries Limited (the company), for the year ended on 31st March 2013, as stipulated in clause 49 of the Listing agreement of the said company entered into with stock exchange(s).

The compliance of conditions of Corporate Governance is responsibility of the Company's management. Our examination was limited to review of 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, and the representation made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned the Listing Agreement.

We 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

(CA Nitin Bandi)
(Partner)
M. No.400394

Place: Indore

Date: The 30th day of May, 2013

SAM INDUSTRIES LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of Sam Industries Limited

We have audited the accompanying financial statements of Sam Industries Limited which comprises of the Balance Sheet as at March 31, 2013, and the Statement of profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility

Management is responsible for the Preparation of these financial statements that give a true and fair view of the financial position and financial performance in accordance with the Accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, Implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on auditing issued by the Institute of Chartered Accounts of India. Those Standard require that comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statement are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments the auditor considers internal control relevant to the company's preparation and faire presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Opinion

in our opinion and to the best of our information and according to the explanation given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principle generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31,2013 and
- (b) in the case of the Statement, of Profit and Loss, of the Profit for the year ended on that date.
- (c) in the case of the Cash Flow Statement of the cash flows for the year ended on that date

SAM INDUSTRIES LIMITED

INDEPENDENT AUDITOR'S REPORT

Report on other legal and regulatory requirement

1. As required by the Companies (Auditor's Report) Order 2003 ("the Order") issue by the Central Government of India in terms of sub selection (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraph 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) 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 those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - (c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standard referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the director is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

For M. Mehta and Company

Chartered Accountants

Firm Reg. No. 000957C

CA Nitin Bandi (Partner)

M.No. 400394

Place: Indore

Date: The 30th day of May 2013

SAM INDUSTRIES LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

Annexure Referred to in paragraph 1 of our Audit report of even date on the account for the year ended 31st March 2013 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 programme 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) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the company and such disposal has, in our opinion, not affected the going concern status of 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 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 record or inventory and no material discrepancies were noticed on verification between the physical Stock and book records except evaporation of Hexane of Rs. 11,88,770/- which has been adjusted by debiting to Loss on Shortage Account.
3. (a) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956. Accordingly, the provisions of clause 4 (iii) (a) to (d) of the companies (Auditors Report) Order, 2003 (as amended) are not applicable to the company and hence not commented upon.
(b) According the information and explanations given to us, the company has not taken any loans secured of unsecured to companies firms or other parties covered in the register maintained under section 301 of the companies Act, 1956. Accordingly, the provisions of clause 4 (iii) (a) to (d) of the Companies (Auditors Report) Order, 2003 (as amended) are not applicable to the company ans hence not commented upon.
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 regards 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 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 explanation given to us, transactions made in pursuance of contracts or arrangements entered in 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 explanation given to us, the Company has not accepted any deposit from public in contravention with the provision of Section 58-A and 58AA or any other relevant provision 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

ANNEXURE TO THE AUDITOR'S REPORT

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. We have broadly reviewed the Cost Records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government u/s 209 (1) (d) of the Companies Act 1956 and are of the opinion that prima facie the prescribed Cost Records have been maintained wherever applicable. We have, however not made a detailed examination of the Cost Records with a view to determine whether they are accurate or complete
9. (a) According to the information and explanation 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 explanation given to us, no undisputed amount payable in respect of income tax, sales Tax, Wealth Tax, Service Tax, Custom duty excise duty, Cess as on 31st March, 2013, were outstanding for a period of more than six months from the date they became payable except land diversion tax of Rs. 632334/- (previous Year Rs. 632334/-). However, service tax has been deposited with slight delays and there is no amount outstanding as on 31.03.2013 on account of service tax.
- (c) As on 31st March 2013, According to the records of the company and the information and explanation 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 Rs.)	Forum where pending
1	M.P. Commercial Tax Act. 1994	Sales tax Demand	Rs. 6,89,000/-	Deputy Commissioner Appeal
2	M.P. Entry Tax Act	Entry Tax Demand	Rs. 96,000/-	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 basis of security by way of pledge of shares, debentures and other securities. Therefore the other provision of clause 4 (Xii) of the Companies (Auditors 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 benefit fund / society. Therefore, the provision of clause 4 (Xiii) of the Companies (Auditors 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 of loans taken by others from banks or financial institutions during the year.
16. According to the information and explanation given to us, 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 fund 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.

SAM INDUSTRIES LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

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

CA Nitin Bandi (Partner)

M.No. 400394

Place: Indore

Date: The 30th day of May 2013

SAM INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2013

(Amount in Rs.)

Particulars	Note No	31st March 2013	31st March 2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	11,19,98,200	11,19,98,200
(b) Reserves and Surplus	3	28,83,09,747	26,31,74,575
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	1,81,41,344	1,84,53,435
(b) Deferred tax liabilities (Net)	5	2,61,15,480	2,89,85,179
(c) Long term provisions	6	1,30,348	3,74,387
(3) Current Liabilities			
(a) Short-term borrowings	7	8,99,982	1,19,89,522
(b) Trade payables	8	32,36,406	82,36,441
(c) Other current liabilities	9	1,98,93,999	4,53,54,330
(d) Short-term provisions	10	17,46,775	29,14,944
Total		47,04,72,281	49,14,81,013
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		13,68,86,550	16,27,64,006
(ii) Capital work-in-progress -		-	5,68,904
(b) Non-current investments	12	13,69,38,563	14,16,58,044
(c) Long term loans and advances	13	4,86,30,464	3,18,90,497
(d) Other non-current assets	14	10,000	10,000
(2) Current assets			
(a) Inventories	15	4,47,97,454	5,34,95,841
(b) Trade receivables	16	55,85,058	56,44,639
(c) Cash and Bank Balances	17	34,17,190	57,30,408
(d) Short-term loans and advances	18	8,90,63,980	7,83,26,246
(e) Other current assets	19	51,43,022	1,13,92,428
Total		47,04,72,281	49,14,81,013
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 Nitin Bandi

Partner

M.No. 400394

Place: Indore

Date: 30/05/2013

For and on Behalf of the Board

Anil Maloo, Executive Director

Santosh Muchhal, Director

Bhanu Prakash Inani, Director

Navin S. Patwa, Company Secretary

SAM INDUSTRIES LIMITED

Profit and Loss statement for the year ended 31st March, 2013

(Amount in Rs.)

Particulars	Note No	31st March 2013	31st March 2012
Revenue from operations	20	12,00,00,524	23,11,83,468
Other Income	21	1,84,27,026	1,49,51,262
Total Revenue		13,84,27,550	24,61,34,730
Expenses:			
Cost of materials consumed	22	-	46,07,324
Purchase of Stock-in-Trade	23	-	59,43,396
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	57,41,187	1,55,97,006
Employee benefit expense	25	1,37,79,351	1,85,01,044
Other expenses	26	6,65,15,434	8,37,40,136
Total Expenses		8,60,35,972	12,83,88,905
Earnings Before Finance cost, Tax, Exceptional Items, Depreciation and amortization Expenses			
Financial costs	27	5,23,91,578	11,77,45,824
Depreciation and amortization expense	11	8,33,412	12,07,262
Exceptional Items	28	1,38,64,437	1,59,65,653
	28	-	2,07,457
Profit before extraordinary items and tax		3,76,93,729	10,03,65,452
Tax expense:			
(1) Current tax	29	1,54,28,256	3,51,19,686
(2) Deferred tax		(28,69,699)	(39,13,184)
Profit(Loss) for the year		2,51,35,172	6,91,58,950
Earning per equity share of face value of Rs. 10 each			
(1) Basic		2.27	6.24
(2) Diluted		2.27	6.24

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 Nitin Bandi
Partner
M .No. 400394
Place: Indore
Date: 30/05/2013

For and on Behalf of the Board

Anil Maloo, Executive Director
Santosh Muchhal, Director
Bhanu Prakash Inani, Director

Navin S. Patwa, Company Secretary

SAM INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR 2012-2013

Cash Flow From Operating Activities	31st March 2013	31st March 2012
A Net Profit before taxation and extraordinary item	3,76,93,729	10,05,72,908
Adjustment for:		
Depreciation	1,38,64,437	1,59,65,653
Interest Paid	8,20,251	11,07,185
Interest received	(96,81,731)	(1,14,78,692)
Dividend Received	(4,19,435)	(5,98,188)
Profit/Loss on Sale of assets	(48,37,856)	27,756
Profit/Loss on Sale of investments	(8,90,832)	(19,64,959)
Profit/Loss on Sale of inventory	23,88,513	-
Provision for leave encashment and gratuity	(1,44,352)	(6,97,968)
Assets written off	3,02,239	-
Impairment Loss	36,40,853	-
Diminution of Shares	(10,80,800)	17,73,428
Operating Profit before Working Capital Changes	4,16,55,015	10,47,07,123
Increase/Decrease in Inventory	63,09,875	1,63,80,457
Increase/Decrease in Trade and Other Receivables	(2,53,37,469)	(1,90,05,892)
Increase/Decrease in Trade Payables	(3,05,58,084)	1,44,20,377
Cash generated from Operations	(79,30,664)	11,65,02,065
Prior Period Expenses	-	(81,109)
Excise duty paid	-	(1,26,348)
Income Tax	(1,66,40,194)	(3,38,80,056)
NET CASH FLOW FROM OPERATING ACTIVITIES	(2,45,70,858)	8,24,14,552
B CASH FLOW FROM INVESTING ACTIVITIES		
Sale of investment	1,24,53,478	5,30,75,542
Interest received	96,81,731	1,14,78,692
Dividend received	4,19,435	5,98,188
Purchase of Fixed Assets	(58,308)	(21,56,765)
Purchase of Investment	(57,62,364)	(14,23,72,577)
Sale of Asset	1,77,45,550	7,67,900
NET CASH FLOW FROM INVESTING ACTIVITIES	3,44,79,522	(7,86,09,020)
C CASH FLOW FROM FINANCING ACTIVITIES		
Amount of Secured Loan raised/repaid	(87,80,177)	23,70,342
Unsecured Loan Repaid/Raised	(26,21,454)	(23,60,740)
Interest Paid	(8,20,251)	(11,07,185)
NET CASH FLOW FROM FINANCING ACTIVITIES	(1,22,21,882)	(10,97,583)
NET INCREASE IN CASH AND CASH EQUIVALENTS	(23,13,218)	27,07,949
Cash and Cash Equivalents at the beginning of the period	57,30,408	30,22,458
Cash and Cash Equivalents at the end of the period	34,17,190	57,30,408

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 Nitin Bandi
Partner
M.No. 400394
Place: Indore
Date: 30/05/2013

For and on Behalf of the Board

Anil Maloo, Executive Director
Santosh Muchhal, Director
Bhanu Prakash Inani, Director

Navin S. Patwa, Company Secretary

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

Notes Forming part of Balance Sheet and Profit and Loss Account for the year 2012-13

NOTE - "1" : SIGNIFICANT ACCOUNTING POLICIES

I. BACKGROUND:

SAM INDUSTRIES LIMITED was incorporated on 7th February, 1994 and commenced its business operation on 5th 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 recognised in the year when the right to receive the payment is established.

c. Interest income is recognised 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 period upto 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 amortized over their estimated useful lives on a straight line basis, commencing from the date the assets are available to the company for its use.

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 in respect of material consumed for sale is deducted from the cost of material.

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

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 encashment 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 lease 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:

- 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.

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

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 THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS	31.03.2013	(Amount in Rs.) 31.03.2012
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	11,50,00,000	11,50,00,000
10,50,000 Preference Shares (Prev. Year 10,50,000) of Rs. 10 Each	10,50,00,000	10,50,00,000
	22,00,00,000	22,00,00,000
Issued and Subscribed Capital		
1,13,04,270 Equity Shares (Prev. Year 1,13,04,270) of Rs. 10 Each	11,30,42,700	11,30,42,700
Paid Up Capital		
1,10,88,470 Equity Shares (Prev. Year 1,10,88,470) of Rs. 10 Each	11,08,84,700	11,08,84,700
Forfeited 2,15,800 Shares originally paid	11,13,500	11,13,500
	11,19,98,200	11,19,98,200

b Reconciliation of Equity Shares outstanding at the beginning and at the end of the year

	Nos.	Amount
Equity Shares		
At the Beginning of the Year	1,10,88,470	1,10,88,470
Issued during the year	-	-
Outstanding at the end of the year	1,10,88,470	1,10,88,470

c Terms / Rights Attached to Shares

Equity Shares

The Company has only one class of Equity shares having a par value of Rs. 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 2013 the amount per share dividend recognized as distributions to equity shareholders was Rs. NIL (For 31st March 2012 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.

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

	31.03.2013		31.03.2012	
	Nos.	Amount	Nos.	Amount
Equity Shares				
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

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS	(Amount in Rupees)			
	31.03.2013		31.03.2012	
e Details of Equity Shareholders holding more than 5% shares in the Company				
Name of the Equity Share holders	<u>31.03.2013</u>		<u>31.03.2012</u>	
	Nos.	%	Nos.	%
Sam Exim Limited	63,88,000	57.61	63,88,000	57.61
f Shares Forfeited				
Amount Originally Paid up			11,13,500	11,13,500
Note- "3" RESERVE & SURPLUS				
a Capital Reserve				
Opening Balance			10,50,00,000	10,50,00,000
Addition during the year			-	-
Closing Balance			<u>10,50,00,000</u>	<u>10,50,00,000</u>
b Securities Premium Reserve				
Opening Balance			5,54,42,000	5,54,42,000
Closing Balance			<u>5,54,42,000</u>	<u>5,54,42,000</u>
c Profit & Loss Account				
Balance as per last Balance Sheet			10,27,32,575	3,35,73,626
Add Profit For the Year			2,51,35,172	6,91,58,950
Less: Appropriation				
Dividend on Preference Shares			-	-
Tax on Dividend			-	-
Transfer to Capital redemption Reserve			-	-
			<u>12,78,67,747</u>	<u>10,27,32,576</u>
Total Reserve & Surplus			<u>28,83,09,747</u>	<u>26,31,74,576</u>
Note- "4" LONG TERM BORROWINGS				
a Particulars				
Term Loans (Unsecured)				
From Bank				
HDFC Bank (1)			1,26,344	4,06,083
HDFC Bank (2)			-	27,352
Deposits (Unsecured)			1,80,15,000	1,80,20,000
Total of Long Term Borrowings			<u>1,81,41,344</u>	<u>1,84,53,435</u>
b Out of the Above				
Total Secured			-	-
Total Unsecured			<u>1,81,41,344</u>	<u>1,84,53,435</u>
			<u>1,81,41,344</u>	<u>1,84,53,435</u>
c Out of the Above Loans Guaranteed by Directors & Others				
			-	-

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS	(Amount in Rupees)	
	31.03.2013	31.03.2012
d Terms and Conditions of Borrowings		
Car Loan from HDFC Bank(1) is taken against purchase of Volkswagen 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 Borrowings		
There is no default in repayment of loan from Bank.		
Note- "5" DEFERRED TAX LIABILITY		
Particulars		
a. Deferred Tax Assets		
Disallowances under 43B	2,26,646	1,02,580
Employee Related	-	-
	2,26,646	1,02,580
b. Deferred Tax Liabilities		
Depreciation	2,63,42,126	2,90,87,759
	2,63,42,126	2,90,87,759
Net Deferred Tax Asset / Liabilities	(2,61,15,480)	(2,89,85,179)
Note- "6" LONG TERM PROVISIONS		
Particulars		
Provision for Employee Benefits		
Gratuity	17,537	36,000
Leave Encashment	1,12,811	3,38,387
Total of Provisions	1,30,348	3,74,387
Note- "7" SHORT TERM BORROWINGS		
Particulars		
a From Others (Unsecured)		
ITC	-	3,59,363
Loans & advances from Related Parties (Unsecured)	-	19,50,000
From Banks (Secured)		
Rupee Working Capital Loan	8,99,982	96,80,159
Total of Short Term Borrowings	8,99,982	1,19,89,522
b. Out of the Above		
Total Secured	8,99,982	96,80,159
Total Unsecured	-	23,09,363
	8,99,982	1,19,89,522
c. Out of the Above Loans Guaranteed by Directors & Others	8,99,982	96,80,159
d. Terms and Conditions of Borrowings		
Loan from ITC was interest free and installments were being deducted on monthly basis out of amount received on account of commitment/processing income received from ITC.		

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

(Amount in Rupees)

PARTICULARS

31.03.2013 31.03.2012

Loan from Related Parties comprises of loan taken from Director. The Loan was 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

e Default in payment of Borrowings

There is no default in repayment of Loan from Bank.

Note- "8" TRADE PAYABLES

Trade Payables	32,36,406	82,36,441
----------------	-----------	-----------

Note- "9" OTHER CURRENT LIABILITIES

a Advance against Sales of Assets	-	34,00,000
b Advance against Sales of Goods	1,03,24,330	3,62,45,380
c Current maturities of Long Term Debt	3,07,090	3,25,670
d Other Payables	92,62,579	53,83,280
Total of Other Current Liabilities	1,98,93,999	4,53,54,330

Note- "10" SHORT TERM PROVISIONS

Provision for Employee Benefits		
Gratuity	1,25,282	2,05,454
Leave Encashment	1,08,326	8,639
Bonus	53,361	70,907
	2,86,969	2,85,000
Other Provisions		
Provision for Income Tax (Net of Advance Tax)	14,59,806	26,29,944
	14,59,806	26,29,944
Total of Provisions	17,46,775	29,14,944

Note- "11" FIXED ASSETS

As per Attached Sheet	13,68,86,550	16,27,64,006
-----------------------	--------------	--------------

Note- "12" NON CURRENT INVESTMENTS

Particulars

a Investment Property (At Cost)		
Lands (Purchased for Investment)	9,94,40,436	9,91,14,166
b Trade Investments	9,94,40,436	9,91,14,166

(I) long Term Investment in Quoted Equity investments (At Cost) (Fully Paid Up)

SAM INDUSTRIES LIMITED

FIXED ASSETS (NOTE No.- 11)

Particulars	Original cost		Depreciation and amortization			Net book value 31.03.2013	
	01.04.2012	Additions during the period	Deductions during the period	31.03.2013	Additions during the period		Deductions during the period
Tangible assets :							
Land Free-hold	72,96,978	-	-	-	-	-	72,96,978
Buildings	10,20,93,777	2,66,665	10,23,60,442	23,83,346	-	3,22,36,118	7,01,24,324
Plant and equipment	21,94,78,905	-	18,88,40,684	1,09,84,910	1,83,00,230	13,28,51,488	5,59,89,196
Office equipment	10,43,096	15,499	10,58,595	50,219	-	6,12,061	4,46,534
Computer equipment	28,39,765	42,809	28,82,573	25,77,997	2,42,934	25,56,865	3,25,708
Furniture and fixtures	24,96,720	-	24,96,720	1,58,042	-	12,42,769	12,53,952
Vehicles	32,53,163	-	32,53,163	3,09,050	-	18,03,304	14,49,858
Others	-	-	-	-	-	-	-
	33,85,02,404	3,24,973	30,81,89,155	1,41,07,370	1,85,43,164	17,13,02,605	13,68,86,550
Total	33,85,02,404	3,24,973	30,81,89,155	1,41,07,370	1,85,43,164	17,13,02,605	13,68,86,550
Previous year	35,78,02,166	21,56,765	33,85,02,404	1,59,65,653	1,64,50,315	17,57,38,399	16,27,64,006

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS	(Amount in Rupees)	
	31.03.2013	31.03.2012
7 (7) Shares of Agre Developers Limited of Rs. 10 each	-	-
921(0) Shares of Andhra Sugar Limited of Rs. 10 each	1,40,951	-
200 (200) Shares of Ang Auto Limited of Rs. 10 each	65,392	65,392
2500 (25000) Shares of Arvind Remedies Limited of Rs. 10 (1) each	51,060	51,060
0 (1500) Shares of Aurbindo Pharma Limited of Rs. 1 each	-	3,49,355
0 (3000) Shares of Balmer Lawrie & co Limited of Rs. 10 each	-	18,44,046
50 (50) Shares of B.F. Investment	-	-
0 (250) Shares of Bombay Burmah Trading Corp. Limited of Rs.10 each	-	1,16,588
5 (5) Shares of Cairn India Limited of Rs. 10 each	686	686
21 (21) Shares of Cipla Limited of Rs. 2 each	31,546	31,546
0 (750) Shares of Clariant Chemical Limited of Rs. 10 each	-	4,96,965
0 (1000) Shares of DLF Limited of Rs. 2 each	-	3,90,393
386 (386) Shares of EIH EQ 2 Limited of Rs. 2 each	41,343	41,343
200 (100) Shares of EIH Associated Hotels Limited of Rs. 10 each	18,603	8,603
1500 (1500) Shares of Engineers India Limited of Rs. 10 each	4,78,996	4,78,996
0 (6500) Shares of G.I.C.H ousing finance Limited of Rs. 10 each	-	9,91,657
500 (500) Shares of Govind Rubber Limited of Rs. 10 each	14,726	14,726
336 (336) Shares of Gujarat Nre Coke Limited of Rs. 10 each	-	-
2400 (2400) Shares of Gujarat 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
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	4,24,819	4,24,819
5000 (5000) Shares of IB Power Limited of Rs. 10 each	84,078	84,078
1500 (1500) Shares of Icfi Bank Limited of Rs. 10 each	1,55,217	1,55,217
5000 (5000) Shares of Icfi Limited of Rs. 10 each	3,18,019	3,18,019
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	13,06,966	13,06,966
5800 (5800) Shares of Indian Bank of Rs. 10 each	12,10,000	12,10,000
5500 (5500) Shares of Infotech Limited of Rs. 5 each	10,77,018	10,77,018
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	-	-
1200 (1200) Shares of Jai Corp Limited of Rs. 1 each	1,49,150	1,49,150
5000 (5000) Shares of Jayashwal Nico ind. Limited of Rs. 10 each	2,34,806	2,34,806
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 (3050) Shares of Karur Vyasya Bank of Rs. 10 each	-	8,78,557
0 (1288) Shares of Karur Vyasya Bank of Rs. 10 each	-	1,93,200
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	8,54,101	8,54,101
3145 (3145) Shares of Krishna Filament Limited of Rs. 10 each	22,985	22,985
40 (0) Shares of MRF Limited of Rs. 10 each	3,89,835	-
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	3,13,799	3,13,799
500 (500) Shares of Neyveli lignite Limited of Rs. 10 each	86,912	86,912
900 (900) Shares of Nifty Benchmark Limited of Rs. 10 each	4,96,767	4,96,767
5000 (5000) Shares of Orient Abrasives Limited of Rs. 1 each	39,813	39,813
5000 (5000) Shares of Orient Refractories Limited of Rs. 10 each	-	-
15 (15) Shares of Pantaloon Retail Limited of Rs. 10 each	-	-
5000 (5000) Shares of Penner Industries Limited of Rs. 5 each	2,05,320	2,05,320
10000 (10000) Shares of Power Grid Corp Limited of Rs. 10 each	10,66,033	10,66,033
5337 (5337) Shares of Rajratan Global Wire Limited of Rs. 10 each	7,17,280	7,17,280
8500 (8500) Shares of Rama New Print Limited of Rs. 10 each	1,33,507	1,33,507
0 (600) Shares of Reliance capital Limited of Rs. 10 each	-	4,87,909
0 (900) Shares of Reliance industries Limited of Rs. 10 each	-	9,18,667
2500 (2500) Shares of SAIL of Rs. 10 each	5,27,135	5,27,135
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	2,41,715	2,41,715
1798 (1798) Shares of Shipping Corp of india Limited. of Rs. 10 each	2,96,597	2,96,597

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS	(Amount in Rupees)	
	31.03.2013	31.03.2012
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	4,21,613	4,21,613
350 (350) Shares of Sutlaj industries Limited. of Rs. 10 each	1,00,445	1,00,445
100 (100) Shares of Syndicate bank.of Rs. 10 each	1,541	1,541
100 (100) Shares of Timken India Ltd.of Rs. 10 each	-	-
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	2,44,562	2,44,562
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	2,33,170	2,33,170
10 (10) Shares of Wipro Ltd. of Rs. 2 each	20,952	20,952
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)

15500 (15500) Shares of Sam Hoteliers & Holdings Pvt.Ltd. of Rs. 10 each	6,20,000	6,20,000
286300 (286300) Shares of D&H Secheron Infrastructure P. Ltd. of Rs. 10 each	2,86,30,000	2,86,30,000
	<u>4,19,42,755</u>	<u>4,80,69,306</u>
Gross Total of Investments	14,13,83,191	14,71,83,472
Less: Provision for Diminution in value of Investments	44,44,628	55,25,428
Total Value of Investments	13,69,38,563	14,16,58,044

Aggregate amount of Quoted Investment	1,26,92,755	1,88,19,306
Aggregate amount of Market Value of Quoted Investment	1,57,53,580	1,57,53,580
Aggregate amount of Un-quoted Investment	2,92,50,000	2,92,50,000

Note- "13" LONG TERM LOANS & ADVANCES

Particulars		
Other Loans & Advances		
Balances with statutory / Govt. Authorities	32,66,500	33,96,462
Advance against purchase of Land	4,53,63,964	2,84,94,035
	<u>4,86,30,464</u>	<u>3,18,90,497</u>

Note- "14" OTHER NON CURRENT ASSETS

Non Current Bank Balances (Refer Note 17)	10,000	10,000
Total Other Non Current Assets	10,000	10,000

Note- "15" INVENTORIES

a Particulars		
Raw Materials	-	27,74,596
Finished Goods	-	901
Stock in Trade (Trading Activity)	4,11,82,454	4,69,22,740
Stores & Spares	35,02,075	35,76,408
Others	1,12,925	2,21,196
Total Inventories	4,47,97,454	5,34,95,841

b 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.

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS		(Amount in Rupees)	
		31.03.2013	31.03.2012
Note- "16" TRADE RECEIVABLES			
a	Outstanding for a period exceeding 6 months from the due date Unsecured Considered Good	15,097	33,456
		<u>15,097</u>	<u>33,456</u>
b	Others Unsecured Considered Good	55,69,961	56,11,183
		<u>55,69,961</u>	<u>56,11,183</u>
	Total Trade Receivables	<u>55,85,058</u>	<u>56,44,639</u>
Note- "17" CASH & BANK BALANCES			
	Cash In Hand		
	Balances with Bank	7,44,465	5,65,339
	Deposits with Bank	24,65,693	45,92,191
	Maturity up to 12 months	2,07,032	5,72,878
	Maturity above 12 months	10,000	10,000
	Total	<u>34,27,190</u>	<u>57,40,408</u>
	Less: Amount Disclosed under Non Current Assets	10,000	10,000
	Total of Cash & Bank Balances	<u>34,17,190</u>	<u>57,30,408</u>
Note- "18" SHORT TERM LOANS & ADVANCES			
a	Loans & Advances to Related Parties	-	-
		<u>-</u>	<u>-</u>
b	Advances Recoverable in Cash Unsecured Considered good	8,86,89,989	7,66,88,870
		<u>8,86,89,989</u>	<u>7,66,88,870</u>
c	Other Loans & Advances		
	Advance Income Tax (Net of Provision) (A.Y. 11-12)	6,126	6,126
	Advance Income Tax (Net of Provision) (A.Y. 12-13)	41,800	-
	Prepaid Expenses	3,26,065	16,31,250
		<u>3,73,991</u>	<u>16,37,376</u>
	Total Loans & Advances	<u>8,90,63,980</u>	<u>7,83,26,246</u>
Note- "19" OTHER CURRENT ASSETS			
a	Interest Accrued on Deposits	58,894	39,034
b	Interest Accrued on Loans	27,26,698	34,41,492
c	Assets held for Sale	-	42,10,555
d	Others	23,57,430	37,01,347
	Total Other Current Assets	<u>51,43,022</u>	<u>1,13,92,428</u>

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS	(Amount in Rupees)	
	31.03.2013	31.03.2012
Note- "20" REVENUE FROM OPERATIONS		
a Sale of Products		
Traded Goods	4,78,00,890	10,93,31,275
b Sale of Services	7,17,34,431	12,15,96,032
c Other Operating Revenues	4,65,203	2,56,161
	12,00,00,524	23,11,83,468
Details of Product Sold		
Traded Goods		
Plot	4,78,00,890	10,91,64,060
Others	-	1,67,215
	4,78,00,890	10,93,31,275
Details of Services		
Lease Rent	4,68,84,000	4,20,00,000
Incentives	2,01,84,434	5,15,36,218
Commitment Charges	46,65,997	1,23,89,889
Processing Charges	-	1,56,69,924
	7,17,34,431	12,15,96,032
Note- "21" OTHER INCOME		
Interest	96,81,731	1,14,78,692
Dividend	4,19,435	5,98,188
Net Profit on Sale of Long Term Investments		
	8,90,832	19,64,959
Profit on Sale of Fixed Assets	52,62,049	-
Profit on Sale of Stores	25,668	-
Excess Provision for leave encashment written back	1,25,889	6,97,968
Excess Provision for diminution written back	10,80,800	-
Other Non Operating Income	9,40,621	2,11,455
	1,84,27,026	1,49,51,262
Note- "22" COST OF MATERIAL CONSUMED		
Opening Stock of Raw Material	27,74,596	32,33,344
Add: Purchases	-	41,48,576
	27,74,596	73,81,920
Less: Cost of goods sold	15,85,826	-
Less : Shortage of Hexane	11,88,770	-
Less: Closing Stock of Raw Material	-	27,74,596
	-	46,07,324
Details of Raw Material Consumed		
Hexane	-	46,07,324
	-	46,07,324
Details of Stock of Raw Material		
Hexane	-	27,74,596
	-	27,74,596

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS	(Amount in Rupees)	
	31.03.2013	31.03.2012
Note- "23" DETAILS OF PURCHASE OF TRADED GOODS		
Plot- Development and Other Expenses	-	59,43,396
	<u>-</u>	<u>59,43,396</u>
Note- "24" CHANGES IN INVENTORY OF FINISHED GOODS & STOCK IN TRADE	-	59,43,396
a (Increase) / Decrease in Inventories		
Opening Stock of Inventories		
Finished Goods	901	1,18,244
Stock in Trade (Trading Activity)	4,69,22,740	6,24,02,403
	<u>4,69,23,641</u>	<u>6,25,20,647</u>
Less: Closing Stock of Inventory	-	901
Finished Goods	4,11,82,454	4,69,22,740
Stock in Trade (Trading Activity)	<u>4,11,82,454</u>	<u>4,69,23,641</u>
Net (Increase) / Decrease	5,741,187	1,55,97,006
b Details of inventories		
Traded Goods		
Plot	4,11,82,454	4,69,22,740
	<u>4,11,82,454</u>	<u>4,69,23,641</u>
Finished Goods		
Acid Oil	-	-
Coal Ash	-	901
	<u>-</u>	<u>901</u>
Note- "25" EMPLOYEE BENEFIT EXPENSES		
Salaries & Wages	1,23,51,812	1,69,53,646
Bonus	53,361	70,907
Contribution to Provident & Other Funds	2,50,383	3,11,998
Staff Welfare Expenses	6,18,904	9,07,504
Gratuity Expenses	4,39,514	2,05,454
Leave Encashment Expenses	64,248	45,482
Medical reimbursements	1,129	6,053
	<u>1,37,79,351</u>	<u>1,85,01,044</u>
Note- "26" OTHER EXPENSES		
a Manufacturing Expenses		
Consumption of Stores & Spares	1,100	7,93,014
Packing Material Consumed	-	61,072
Power & Fuel	2,08,97,019	3,43,02,591
Factory Expenses	2,89,77,657	3,50,47,428
Repairs to Buildings	8,000	-
Repairs to Machinery	23,53,356	33,10,574
Insurance	6,28,290	6,95,409
Freight & Cartage	4,640	5,650
	<u>5,28,70,063</u>	<u>7,42,15,738</u>
Selling Expenses		
Brokerage	4,45,198	4,33,583
Advertisement Expenses	2,00,484	4,10,283
	<u>6,45,682</u>	<u>8,43,866</u>
b Establishment Expenses		
Rent	4,88,412	4,97,824
Repairs-Others	74,582	1,21,547
Rates & Taxes	10,89,352	14,99,180
Director Remuneration	8,12,400	9,02,400
Auditor Remuneration	94,383	95,852
Legal & Professional Charges	9,15,158	9,67,457
Office & General Expenses	12,03,038	14,20,048
Telephone & Fax	2,20,784	2,86,067
Printing & Stationery	1,07,688	1,18,813
Postage & Telegram	20,601	15,578
Travelling Expenses	7,59,486	7,01,517
Business Development Expenses	1,48,709	-

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

(Amount in Rupees)

PARTICULARS	31.03.2013	31.03.2012
Director Sitting Fees	30,000	50,000
C Others		
Loss on Sale of Assets	4,24,193	27,756
Assets written off	3,02,239	-
Impairment Loss	36,40,853	-
Loss on shortage of Hexane	11,88,770	-
Loss on sale of Hexane	11,77,726	-
Loss on sale of Coal	47,684	-
Interest on Late Payment	2,53,631	2,03,065
Provision for Diminution in value of Investment	-	17,73,428
	1,29,99,690	86,80,532
	6,65,15,434	8,37,40,136

Details of Payment to Auditors

As Auditor		
Audit Fee	50,000	50,000
Tax Audit Fee	25,000	25,000
Limited Review	9,000	9,000
Service Tax	10,383	10,352
Certification Work	-	1,500
	94,383	95,852

Note-"27" FINANCIAL COST

Interest on Working Capital Loans	5,15,654	10,48,777
Interest on Unsecured Loans	70,317	58,408
Other Interest	2,34,280	-
Bank Charges	13,161	1,00,077
	8,33,412	12,07,262

Note-"28" EXCEPTIONAL ITEMS

Prior Period Expenses	-	81,109
Excise/Service Tax on completed cases	-	1,26,348
	-	2,07,457

Note-"29" TAX EXPENSES

a Income Tax		
Current Year	1,46,00,000	3,50,00,000
Excess/ Sheet Provision of previous year	8,28,256	1,19,686
Less: MAT Credit Entitlement	-	-
	1,54,28,256	3,51,19,686
b Deferred Tax	(28,69,699)	(39,13,184)
	1,25,58,557	3,12,06,502

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	2,51,35,172	6,91,58,950
Net Profit attributable to equity share holders	2,51,35,172	6,91,58,950
No of Shares Basic & diluted	1,10,88,470	1,10,88,470
Earning Per Share Basic & diluted	2.27	6.24

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS	(Amount in Rupees)	
	31.03.2013	31.03.2012
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 encashment 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 2013:-		
Leave Encashment		
A Expense recognized in the statement on profit & Loss Account for the year ended March 31' 2013		
Particulars		
Current Service Cost	33,352	59,402
Interest Cost (On PBO as of 31.03.2012)	27,762	88,824
Employee Contributions	-	-
Expected return on Plan Assets	-	-
Actuarial (Gains)/ Losses	(1,22,755)	(8,24,017)
Past Service Cost	-	-
Settlement Cost	-	-
Total Expenses	(61,641)	(6,75,791)
B Net Asset/(Liability) recognized in the Balance Sheet as at March 31st 2013		
Particulars		
Present Value of Defined benefit obligation as at March 31 ' 2013	2,21,137	3,47,026
Fair Value of Plan Assets as at March 31'2013	NIL	NIL
Funded status Surplus (Deficit)	(2,21,137)	(3,47,026)
Net Asset/(Liability) as at March 31' 2013	(2,21,137)	(3,47,026)
C Change in obligation during the year ended March 31' 2013		
Particulars		
Present Value of Defined benefit obligation at the beginning of the year	3,47,026	10,44,494
Current Service Cost	33,352	59,402
Interest Cost(On PBO as of 31.03.2012)	27,762	88,824
Settlement Cost	-	-
Past Service Cost	-	-
Employee Contributions	-	-
Actuarial (Gains) / Losses	(1,22,755)	(8,24,017)
Benefits Payments	-	-
Present Value of Defined benefit obligation at the end of the year	(61,641)	(6,75,791)
D Change in Assets during the year ended March 31' 2013		
Particulars		
Plan Assets at the beginning of the year 01.04.2012	-	-
Assets acquired in amalgamation in previous year	-	-
Settlements	-	-
Expected return on plan assets	-	-
Contributions by employees	-	-
Actual benefits paid	-	-
Actuarial gains/ (Losses)	-	-
Plan Assets at the end of the year	-	-
Actual return on plan assets	-	-

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

E The major categories of plan assets as a percentage of total plan

Particulars

Qualifying insurance policy	-	-
-----------------------------	---	---

F Actuarial Assumption

Particulars

Discount Rate	8%	8%
Future Salary Increase	5.50%	5.50%

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

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.4,88,412 (Previous Year Rs.4,97,824) has been charged to revenue accordance with the terms and conditions of respective lease agreement.

SAM INDUSTRIES LIMITED

Sam Industries Ltd.: Notes on Accounts

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.

S.No	Particulars	Soya Division		Welding Division		Real Estate Division		Investment Division		Total	
		2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
1	Segmental Revenue	11,495,703	29,886,062	67,329,053	94,290,677	47,985,493	109,183,266	11,617,300	12,774,724	246,134,730	246,134,730
2	Segmental Expenses	27,598,229	49,140,305	57,812,905	61,368,876	14,319,589	32,206,961	1,003,098	2,845,681	145,561,822	145,561,822
3	Segmental Profit/(Loss) (before tax & deferred tax)	-16,102,526	-19,254,243	9,516,148	32,921,802	33,665,904	76,976,305	10,614,203	9,929,044	100,572,908	100,572,908
4	Segmental Assets [A]	117,619,681	152,752,599	96,026,673	83,071,511	42,010,586	50,807,708	214,815,342	204,849,194	491,481,013	491,481,013
5	Segmental Liability [B]	2,872,357	18,422,541	32,133,352	47,588,925	14,467,506	37,667,605	-54,24,361	-16,356,012	87,323,059	87,323,059
6	Capital Employed [A-B]	114,747,324	134,330,058	63,893,321	35,482,586	27,543,080	13,140,103	220,239,704	221,205,206	404,157,955	404,157,955

33.2 Geographical Segments:-

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

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

(Amount in Rupees)

PARTICULARS

31.03.2013

31.03.2012

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 Pvt. Ltd., Dwekam Weld-Tech Pvt. Ltd., AAM Venture Pvt. Ltd., Anisha Realty Pvt. Ltd., Dwekam Realty Pvt. Ltd., D&H Secheron Realty Pvt. Ltd., D&H Secheron Impex Pvt. Ltd, Indore Aromatics Pvt. Ltd., Swan Finance Ltd., NSB Securities Pvt. Ltd., DKG Finvest Pvt. Ltd.
- (c) Key Managerial Person - Mr. Ashutosh A Maheshwari, Chairman, Mr. Anil Maloo, Executive Director & Mr. Ashish Dave, Technical Director.
- (d) Relative - Mr. Arvind A. Maheshwari, Arvind A. Maheshwari-HUF and Mrs. Seema A. Maheshwari.

Sr No.	Nature of Transaction	Holding Company	Associate Company	Key Managerial Person	Relative	Total
1.	Sale of Goods (Previous year)	-	32,42,400 (71,40,063)	-	-	-
2.	Purchase of Goods (Previous year)	-	-	-	-	-
3.	Remuneration (Previous year)	-	-	8,12,400 (9,02,400)	3,00,000 (3,00,000)	11,12,400 (12,02,400)
4.	Receivable (Previous year)	-	-	-	-	-
5.	Payable (Previous year)	-	-	-	3,89,734 (1,88,494)	3,89,734 (20,84,384)
6.	Lease Rent Paid (Previous year)	-	-	-	3,53,580 (3,65,464)	3,53,580 (3,65,464)
7.	Interest Received (Previous year)	-	-	-	-	-
			(38,773)			(38,773)

Note-"35" Capital & Other Commitments

- 1. Estimated amount of Contracts remaining to be executed on Capital (Net of Advance) 6,80,00,503 7,28,09,965
- 2. Estimated amount of Contracts remaining to be executed on Revenue (Net of Advance) - -

Note-"36" Contingent Liabilities

- | Contingent Liabilities not provided for | | |
|--|----------|----------|
| 1 Guarantee issued/ Letter of credit issued by the bankers covered by the counter Guarantee of the company | - | 3,00,000 |
| 2 Sales tax demands (in appeal/revision) | 7,85,000 | 7,85,000 |
| 3 Excise Duty | - | - |
| 4 Guarantee to financial institution for | - | - |
| 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" Discloser required under section 22 for Micro, Small & Medium Enterprises:

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

SAM INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE F.Y. ENDED 31ST MARCH 2013

PARTICULARS	(Amount in Rupees)	
	31.03.2013	31.03.2012
39. Remittances in Foreign Currency:		
Remittances in Foreign Currency:-	NIL	NIL
40. CIF value of Import:		
CIF value of Import:-	NIL	NIL
41. Expenditure in Foreign Currency:		
Expenditure in Foreign Currency:- Travelling Expenses	3,83,947	NIL
42. Earnings in Foreign Exchange:		
Earnings in Foreign Exchange:-	NIL	NIL
43. Value of Consumption of Raw Material & Stores Consumed:		

RAW MATERIAL CONSUMPTION				
Particulars	31.03.2013	%	31.03.2012	%
Raw Material				
Imported	0	0%	0	0%
Indigenous	0	0%	46,07,324	100%
Total	0	00%	46,07,324	100%
Spare Parts				
Imported	0	0%	0	0%
Indigenous	1,100	100%	7,93,014	100%
Total	1,100	100%	7,93,014	100%

- 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.
- 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.
- 46.** 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 Nitin Bandi
Partner
M.No. 400394
Place: Indore
Date: 30/05/2013

For and on Behalf of the Board

Anil Maloo, Executive Director
Santosh Muchhal, Director
Bhanu Prakash Inani, Director

Navin S. Patwa, Company Secretary

SAM INDUSTRIES LIMITED

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.

Folio No. / Client ID / DP ID

Name of The First/sole member

E-mail address (to be registered)

Place:

Date:

(Signature of first/sole member)

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 nineteenth Annual General Meeting of the Company held on **Friday, 27th day of September, 2013 at 10.00 A. M.** at Basement, Dalamal Chambers, 29, New Marine Lines, Mumbai – 400020 .

Member's / Proxy Signature

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

_____ Cut here _____

SAM INDUSTRIES LIMITED

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

PROXY FORM

I / Weofin the district of being a member/ members of the Sam Industries Limited, and holdingequity shares hereby appoint of or failing him of in the district ofas my / our proxy to vote for me / us on my/our behalf at the nineteenth Annual General Meeting of the Company to be held on **Friday, 27th day of September, 2013 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.

BOOK - POST



If undelivered, Please return to :

SAM INDUSTRIES LIMITED

Regd. Office : 408, Dalamal Chambers, 4th Floor, 29, New Marine Lines, MUMBAI - 400 020 INDIA

Ph.: 0091-22-40409191, 40409113 Fax : 0091-22-22038629 E-mail : secretarial@sam-industries.com Website : www.sam-industries.com