

# *The Sandur Manganese & Iron Ores Limited*

(An ISO 9001:2015; ISO 14001:2015 and 45001:2018 certified company)

CIN: L85110KA1954PLC000759; Website: [www.sandurgroup.com](http://www.sandurgroup.com)

## **REGISTERED OFFICE**

'SATYALAYA', No.266  
Ward No.1, Palace Road  
Sandur - 583 119, Ballari District  
Karnataka, India  
Tel: +91 8395 260301/ 283173-199  
Fax: +91 8395 260473



## **CORPORATE OFFICE**

'SANDUR HOUSE', No.9  
Bellary Road, Sadashivanagar  
Bengaluru - 560 080  
Karnataka, India  
Tel: +91 80 4152 0176 - 79 / 4547 3000  
Fax: +91 80 4152 0182

SMIORE / SEC / 2024-25 / 21

3 June 2024

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Scrip Code: 504918 / Symbol: SANDUMA

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra-Kurla Complex  
Mumbai - 400 051  
Symbol: SANDUMA

Dear Sir/ Madam,

### ***Sub: Proceedings of Postal Ballot***

In furtherance to our intimation to Stock Exchanges vide letter No. SMIORE / SEC / 2024-25 / 7 dated 29 April 2024 regarding Postal Ballot Notice and pursuant to the provisions of Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) "SEBI (LODR)" Regulations, 2015, please find enclosed herewith proceedings of the Postal Ballot.

The Exchanges are requested to kindly take the same on record.

Thank you

*for The Sandur Manganese & Iron Ores Limited*

**Mohammed Abdul Saleem**  
**Whole Time Director, Company Secretary &**  
**Compliance Officer**  
**ICSI Membership No. F5218**

Encl: A/a

**MINES OFFICE:** Deogiri - 583112, Sandur Taluk, Ballari District

Tel: +91 8395 271025 / 28 / 29 / 40; Fax: +91 8395 271066

**PLANT OFFICE:** Metal & Ferroalloy Plant, Vyasankere, Mariyammanahalli - 583 222, Hosapete Taluk, Vijayanagara District

Tel: +91 8394 244450 / 244335

## **PROCEEDINGS OF THE POSTAL BALLOT**

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modifications or re-enactments thereof for the time being in force, Regulation 44 of SEBI (LODR) Regulations, 2015 as amended from time to time, Secretarial Standard-2 on General Meetings (SS-2), General Circular Nos.14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 read with other relevant circulars including General Circular No.09/2023 dated 25 September 2023 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with other relevant circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 issued by SEBI, the Company sought approval from Members to transact the special business as set out in the Postal Ballot Notice dated 25 April 2024 by passing Special Resolution, by means of remote e-voting process.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on 25 April 2024, has appointed T. Sathya Prasad Yadav, Practicing Advocate, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the circulars issued by MCA and SEBI, the Company has sent the Postal Ballot Notice along with the explanatory statement on 29 April 2024, only through electronic mode to those Members whose names appears in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose e-mail addresses are registered with the Company/ Depositories as on **Friday, 26 April 2024 (cut-off date)**. Further, a copy of the Postal Ballot Notice was made available on the websites of the Company at [www.sandurgroup.com](http://www.sandurgroup.com), BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The notice regarding completion of electronic dispatch of Postal Ballot Notice was published in all editions of Financial Express (English) and in Sanjevani (Kannada) newspapers, on Tuesday, 30 April 2024.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of SEBI (LODR) Regulations, 2015, the SS-2, circulars issued by MCA and SEBI, the Company had provided remote e-voting facility only, to its Members to enable them to cast their votes electronically. The remote e-voting **commenced at 9.00 a.m. (IST) on Friday, 3 May 2024 and ended at 5.00 p.m. (IST) on Saturday, 1 June 2024**. Voting rights were reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 26 April 2024.

The Scrutinizer upon completion of the scrutiny of the votes cast through remote e-voting, submitted his report on Monday, 3 June 2024. Summary of the voting results is as under:

Sl. No.	Particulars of Resolution	Type of Resolution	Votes casted in favour		Votes casted against	
			Nos	%	Nos	%
1	Authorisation to Board of Directors to give loan, provide guarantee or security and to make investment under Section 186 of the Companies Act, 2013	Special Resolution	12,27,20,846	98.2858	21,40,381	1.7142

On the basis of the Scrutinizer's Report, Mohammed Abdul Saleem - Whole Time Director, Company Secretary & Compliance Officer, as authorised by the Chairman, declared the voting results for the resolutions contained in the Postal Ballot Notice as passed by the Members on Saturday, 1 June 2024 as detailed hereunder:

**Resolution No. 1:**

**Authorisation to Board of Directors to give loan, provide guarantee or security and to make investment under Section 186 of the Companies Act, 2013:**

*“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate (in one or more tranches), as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹4,000 crore (Rupees Four Thousand Crore only) or the limit of sixty percent of paid-up capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Act.*

**RESOLVED FURTHER THAT** *the Board of Directors and any other person authorized by the Board of Directors of the Company be and are hereby authorised to negotiate and finalise the terms and conditions of the loans, investment, guarantee or security on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto and to sign, execute all deeds, applications, documents and to do all such acts, deeds and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution.”*

The aforesaid resolution was passed as a Special Resolution.

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