



# *The Sandur Manganese & Iron Ores Limited*

Registered Office: 'SATYALAYA', Door No.266 (Old No.80), Ward No.1,  
Behind Taluk Office, Sandur - 583119, Ballari District, Karnataka  
CIN: L85110KA1954PLC000759, Website: www.sandurgroup.com  
Telephone: +91 8395 260301 Fax: +91 8395 260473

Dear Shareholder,

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH  
RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

Notice is hereby given that the resolutions set out below are proposed to be passed through postal ballot in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. Accordingly, the Company is providing its Shareholders an option to vote through any of the two modes, i.e. through Postal Ballot or e-voting facility through National Securities Depository Limited (NSDL).

The proposed resolutions along with Statement under Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal are appended hereto.

The Board of Directors has appointed Mr. N. D. Satish, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process.

Members are requested to read the instructions printed on the Postal Ballot Notice carefully. Members opting to vote physically are requested to return the duly completed Postal Ballot Form, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 31 March 2019. Members choosing to avail voting through electronic mode are requested to complete their voting during the e-voting period, which shall be open for thirty days from 02 March 2019 to 31 March 2019.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the voting results will be announced on or before 02 April 2019, and shall be placed on the website of the Company at <http://sandurgroup.com/Investors-Desk.html> and the website of NSDL. The voting results will also be communicated to the BSE Limited within 02 April 2019. The results shall also be displayed at the Registered Office as well as Corporate Office of the Company.

**SPECIAL BUSINESS:**

**1. TO APPROVE CONTINUATION OF MR. S. Y. GHORPADE (DIN – 00080477) AS A NON-EXECUTIVE DIRECTOR:**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and other applicable provisions, if any, of the said Regulations as may be amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for continuation of directorship of S. Y. Ghorpade (DIN - 00080477), who holds the position of Non-Executive Chairman of the Company, beyond 31 March 2019; notwithstanding that he has already attained the age of 75 years.”



## **2. TO CONSIDER RE-APPOINTMENT OF MR. B. ANANDA KUMAR (DIN – 01711145) AS AN INDEPENDENT DIRECTOR:**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder and Schedule IV of the Said Act, as may be amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), B. Ananda Kumar (DIN - 01711145) who was appointed as an Independent Director of the Company and whose tenure is getting completed on 31 March 2019, and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, and from whom, the Company has received a notice in writing proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from 1 April 2019 to 20 August 2022.”

## **3. TO CONSIDER RE-APPOINTMENT OF Mr. S. S. RAO (DIN – 00150816) AS AN INDEPENDENT DIRECTOR:**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder and Schedule IV of the Said Act, as may be amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), S. S. Rao (DIN - 00150816) who was appointed as an Independent Director of the Company and whose tenure is getting completed on 31 March 2019, and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and Regulations 16 of SEBI (LODR) Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and from whom, the Company has received a notice in writing proposing his candidature for the office of Director, pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office from 1 April 2019 to 10 November 2022.”

### **NOTES:**

1. Section 110 of the Companies Act, 2013, permits companies to get resolutions passed by means of postal ballot. Accordingly, the items referred to in the notice are proposed to be approved through postal ballot. Pursuant to the provisions of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, assent or dissent of the shareholders in respect of the resolutions contained in the Notice dated 07 February 2019 is being taken through postal ballot / e-voting.
2. The notice of postal ballot is being sent to the members, whose names appear in the register of members or list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 15 February 2019, and voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on the same date.
3. In line with the Ministry of Corporate Affairs' 'Green Initiative in the Corporate Governance', the Company is sending the Postal Ballot Notice electronically on email addresses registered with the Depository Participants / the Company's Share Transfer Agent. For others, the Company will be sending the Postal Ballot Notice by post along with the Postal Ballot Form. Members, who have received the Postal Ballot Notice by e-mail and who do not wish to avail the electronic voting facility, may obtain the physical copy of the Notice and Postal Ballot Form by sending their written request to the Company.



4. The shareholders can opt for only one mode of voting i.e. through postal ballot or e-voting. If the shareholder decides to vote through postal ballot they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
5. There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.
6. The Board of Directors of the Company vide its resolution passed on 7 February 2019 has appointed Mr. N. D. Satish, Practicing Company Secretary as Scrutinizer to conduct the postal ballot/e-voting. The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final.
7. The last date for receiving postal ballot forms or e-voting, i.e. 31 March 2019, shall be deemed to be the date of passing of resolutions specified in the postal ballot notice.
8. The Scrutinizer will submit his final report not later than closing of business hours on 02 April 2019. The Scrutinizer upon finalization of the voting result, will forward all ballot papers and registers for approval of the Chairman. The results along with Scrutinizer's Report shall be placed on the website of the Company at <http://sandurgroup.com/Investors-Desk.html> and the website of NSDL. The voting results will also be communicated to the BSE Limited within 02 April 2019. The results shall also be displayed at the Registered Office as well as Corporate Office of the Company.

#### **VOTING IN PHYSICAL FORM:**

9. A Member, who is entitled to vote, is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer. Unsigned Postal Ballot Forms will be rejected. Any recipient of this Notice who has no voting rights should treat the Notice as intimation only. The serially numbered postal ballot form together with self-addressed business reply envelope is enclosed.
10. The Assent (FOR) or Dissent (AGAINST) relating to item mentioned in the notice, should reach the address specified on the envelope not later than the closure of working hours on 31 March 2019. Envelopes reaching after the date referred to above will be strictly treated as if the reply from the Member has not been received.
11. The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
12. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signatures of authorised signatory(ies), duly attested.
13. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
14. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 10 above.

#### **VOTING THROUGH ELECTRONIC MODE**

15. E-voting period starts from 02 March 2019 and ends on 31 March 2019. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.



**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-voting website?

- (A) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile phone.
- (B) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (C) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- (D) Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 110489 then user ID is 110489001***

(E) Your password details are given below:

- (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- (c) How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- (F) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- (a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- (b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com). If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (G) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- (H) Now, you will have to click on “Login” button.
- (I) After you click on the “Login” button, Home page of e-Voting will open.



**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-voting system?

- (A) After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- (B) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (C) Select “EVEN” of the Company, which is 110489.
- (D) Now you are ready for e-voting as the Voting page opens.
- (E) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (F) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (G) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (H) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members**

- (A) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [postalballot@sandurgroup.com](mailto:postalballot@sandurgroup.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (B) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- (C) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

By order of the Board  
for The Sandur Manganese & Iron Ores Limited

Place: Bengaluru  
Date: 7 February 2019

Divya Ajith  
Company Secretary



## STATEMENT UNDER SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013

### ITEM No. 1

In accordance with provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR), Regulations, 2015], as amended by SEBI (LODR) (Amendment), Regulations 2018 which shall come into effect on 1 April 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

As per the Company's 'Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and other employees', non-executive directors, other than promoter directors, shall retire at the age of 75 years.

S. Y. Ghorpade (DIN-00080477), being a promoter director is allowed to continue in the Company as a non-executive director; notwithstanding that he has already attained the age of 75 years on 13 September 2015.

S. Y. Ghorpade was holding the position of Chairman and Managing Director till 31 March 2017. Upon completion of his tenure as Managing Director, S. Y. Ghorpade did not opt for re-appointment as Managing Director but expressed his willingness to continue as a Non-executive Chairman on the Board. Accordingly, S. Y. Ghorpade has been continuing as a Non-executive Chairman of the Company since 1 April 2017.

The Board has, at its meeting held on 7 February 2019, based on the recommendation of the Nomination & Remuneration Committee, recommended for approval of the shareholders, for continuation of directorship of S. Y. Ghorpade, who holds the position of Non-Executive Chairman of the Company, beyond 31 March 2019; notwithstanding that he has already attained the age of 75 years.

The Board of Directors recommends the Special Resolution at Item No. 1 for approval.

### Interest of Directors, Key Managerial Personnel and their relatives

None of the Directors, Key Managerial Personnel or their relatives is/are, in any way, concerned or interested in this resolution except Mr. S. Y. Ghorpade, who is interested in this resolution relating to him.

### ITEM No. 2

Mr. B. Ananda Kumar (DIN - 01711145), born on 21 August 1947 is a metallurgical engineer (B. Tech) from Indian Institute of Technology (IIT) Madras. He joined the Company on 1 November 1969 as an Executive Trainee and rose up to the position of General Manager (Commercial) before opting for Voluntary Retirement and getting relieved on 30 September 1999 considering the financial difficulties experienced by the Company then.

The shareholders vide resolution dated 30 March 2015 approved the appointment of Mr. B. Ananda Kumar as an Independent Director of the Company, with effect from 1 April 2015 to 31 March 2019.

In terms of Section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment on passing of a special resolution by the company. Further, in accordance with provisions of Section 149(11) of the said Act, no independent director shall hold office for more than two consecutive terms.

Mr. B. Ananda Kumar will complete his present term on 31 March 2019. The Board has at its meeting held on 7 February 2019, based on the recommendation of the Nomination & Remuneration Committee, recommended for re-appointment of Mr. B. Ananda Kumar, who is eligible to be appointed as an Independent Director of the Company to hold office from 1 April 2019 to 20 August 2022.

He is presently, a Director on the Boards of Lohasmania International Pte. Limited (Singapore), OM Sandur (S) Pte. Limited (Singapore) and Star Metallics and Power Private Limited. He has been appointed as the Chairman of Audit Committee in the Company. He is also a member of the Risk Management Committee, Environment Committee, Project Committee and the Product Development Committee. He is holding 500 shares in the Company.

The Board is of the view that the Company stands to gain from continued association of Mr. B. Ananda Kumar. Declaration has been received from Mr. B. Ananda Kumar that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014



and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. B. Ananda Kumar fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations, 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

The Board of Directors recommends the Special Resolution at Item No.2 for approval.

**Interest of Directors, Key Managerial Personnel and their relatives**

None of the Directors, Key Managerial Personnel or their relatives is/are, in any way, concerned or interested in this resolution except Mr. B. Ananda Kumar, who is interested in this resolution relating to him.

**ITEM No. 3**

Mr. S. S. Rao (DIN - 00150816), born on 11 November 1947, a qualified Electrical Engineer, Postgraduate in Business Administration, Fellow Member of Institution of Engineers (India), Senior Member of IEEE (USA), Member of New York Academy of Sciences, a Chartered Engineer (IE-India), Licensee Insurance Surveyor having over 40 years of expertise in professionally managed, state owned, joint venture with multinational and private sector power companies in all areas of power generation, EHV transmission and Load Dispatch Control, total Project Management.

The shareholders vide resolution dated 30 March 2015 approved the appointment of Mr. S. S. Rao as an Independent Director of the Company, with effect from 1 April 2015 to 31 March 2019.

In terms of Section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment on passing of a special resolution by the company. Further, in accordance with provisions of Section 149(11) of the said Act, no independent director shall hold office for more than two consecutive terms.

Mr. S. S. Rao will complete his present term on 31 March 2019. The Board has at its meeting held on 7 February 2019, based on the recommendation of the Nomination & Remuneration Committee, recommended for re-appointment of Mr. S. S. Rao, who is eligible to be appointed as an Independent Director of the Company to hold office from 1 April 2019 to 10 November 2022.

He is presently a director on the Boards of various public companies, namely Barmer Lignite Mining Company Limited, NCC Urban Infrastructure Limited, NCC Infrastructure Holdings Limited and JSW Energy Limited. He has been appointed as the Chairman of Project Committee in the Company. The Committee is presently entrusted with the crucial role for providing oversight to the Board for implementation of the Iron and Steel Project. He is also a member of the Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and the Financial Planning Committee. He does not hold any shares in the Company.

The Board is of the view that the Company stands to gain from continued association of Mr. S. S. Rao. Declaration has been received from Mr. S. S. Rao that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. S. S. Rao fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations, 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

The Board of Directors recommends the Special Resolution at Item No.3 for approval.

**Interest of Directors, Key Managerial Personnel and their relatives**

None of the Directors, Key Managerial Personnel or their relatives is/are, in any way, concerned or interested in this resolution except Mr. S. S. Rao, who is interested in this resolution relating to him.

By order of the Board  
for The Sandur Manganese & Iron Ores Limited

Place: Bengaluru  
Date: 7 February 2019

Divya Ajith  
Company Secretary

Encl:  
1. Postal Ballot Form  
2. Self-Addressed Postage Pre-paid envelope