

T. Sathya Prasad
LL.M, PGDPL, ACS

ADVOCATE

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman
63rd Annual General Meeting of the Equity Shareholders of
THE SANDUR MANGANESE & IRON ORES LIMITED
held on 26 September 2017 at Sandur - 583 119

Dear Sir,

Sub: Consolidated Scrutinizer's Report

I, **T Sathya Prasad**, Advocate, Bangalore have been appointed as a Scrutinizer by the Board of Directors of **THE SANDUR MANGANESE & IRON ORES LIMITED** (the "Company") for the purpose of the scrutinising the e-voting and poll taken on the below mentioned resolution(s), set out in the notice convening the 63rd Annual General Meeting of the Equity Shareholders, held on September 26, 2017 at 11:00 A. M. at the at Golden Jubilee Hall, Sandur Residential School, Palace Road, Shivapur, Sandur - 583 119.

Responsibility of the Management of the Company

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder in relation to exercising of voting rights through e-voting and poll in relation to resolutions proposed to be passed at the ensuing Annual General meeting of the Company.

Responsibility as Scrutinizers

My responsibility as Scrutinizer for the polling process at the 63rd AGM is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolution(s) set out in the notice convening the Annual General Meeting, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL) and the ballot papers and records of the Company.

I have issued a separate Scrutinizer's Report dated 28 September 2017 on the e-voting on the resolutions set out in the notice of the AGM; and

I have further issued a separate Scrutinizer's Report dated 28 September 2017 on the poll taken at the AGM venue on the resolutions as set out in the notice of the AGM.

Now as requested by the management, I hereby submit a consolidated report on the results of e-voting and the poll taken at the AGM as under:

1. After declaration of the poll by the Chairman, ballot box kept for polling was marked by identification mark placed on it.
2. On completion of Polling process by the members of the Company at the AGM, the ballot box was opened in my presence and poll papers were diligently scrutinized then unblocked the remote e-voting, in presence of two witnesses. The poll papers and the e-votes were reconciled with the records

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maintained by the Company/Registrar and Transfer Agent (R&TA) of the Company and the authorizations lodged with the Company.

3. There was no polling paper which was incomplete or found defective.
4. The consolidated result of the e-voting and Poll is as under:

(a) Resolution No. 1 – Ordinary Resolution

To consider, approve and adopt:

- a. Audited Financial Statements of the Company for the financial year ended 31 March 2017 together with the reports of the Auditors and the Directors' thereon.
- b. Audited Consolidated Financial Statements for the financial year ended 31 March 2017 together with the report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
72	6343896	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	Not Applicable

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(b) Resolution No. 2 – Ordinary Resolution

To declare dividend on equity shares.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
73	6343906	100%

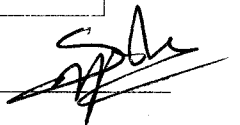
(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(c) Resolution No. 3 – Ordinary Resolution

Re-Appointment of Vatsala Watsa (DIN: 02626457), who retires by rotation and being eligible, offers herself for re-appointment

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
71	6343881	100% (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	25	0% (Rounded off)

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(d) Resolution No. 4 – Ordinary Resolution

Appointment of M/s. R. Subramanian and Company LLP, Chartered Accountants, (ICAI Firm Registration No. 004137S), as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
72	6343891	100% (Rounded off)

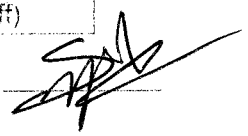
(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	15	0% (Rounded off)

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(e) Resolution No. 5 – Ordinary Resolution

Appointment of Nazim Sheikh (DIN – 00064275) as Managing Director of the Company for a period of 3 years with effect from 1 April 2017

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
70	6343871	100% (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	25	0% (Rounded off)

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(f) Resolution No. 6 – Ordinary Resolution

Appointment of U. R. Acharya (DIN – 00135676) as Director (Commercial) of the Company for a period of 1 year with effect from 1 April 2017

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
71	6343881	100% (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	15	0% (Rounded off)

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(g) Resolution No. 7 – Ordinary Resolution

Re-designation of K.V. Ramarathnam (DIN – 00097892) as Independent Director of the Company

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
71	6343881	100% (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	15	0% (Rounded off)

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(h) Resolution No. 8 – Ordinary Resolution

Appointment of G. P. Kundargi (DIN – 02256516) as an Independent Director of the Company

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
71	6343881	100% (Rounded off)

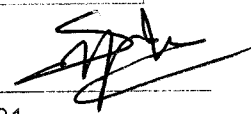
(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	15	0% (Rounded off)

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(i) Resolution No. 9 – Ordinary Resolution

To consider and fix the borrowing powers of the Board of Directors pursuant to Section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
69	6343826	100% (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	70	0% (Rounded off)

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(i) Resolution No. 10 – Ordinary Resolution

To ratify the remuneration payable to M/s. Kamalakara & Co. for the cost audit for the financial year 2017-18

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
69	6343826	100% (Rounded off)

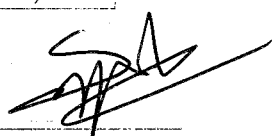
(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	70	0% (Rounded off)

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

5. A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been submitted to the authorized representative of the Company.
6. The poll papers and all other relevant records were sealed and handed over to the authorized representatives of the Company.

Thanking you,

Yours faithfully,


T. Sathya Prasad
Advocate

Place: Bengaluru

Dated: 28 September 2017

Witness: * 


1 A.G. SURESH

B1-923, Gowdum Complex

8th Mile Kemakuru Road

Dodakalasa

Bangalore - 560062

* 
2 U. MURALI

FLAT No. 001, SAI TEJA
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