



# *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 resolution 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 30 January 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 31 December 2018 to 30 January 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 31 January 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 48 hours therefrom. The results shall also be displayed at the Registered Office as well as Corporate Office of the Company.

**SPECIAL BUSINESS:**

**1. TO APPROVE CONTRIBUTION TO CHARITABLE AND OTHER FUNDS:**

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

**“RESOLVED THAT** pursuant to provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the shareholders is hereby accorded to the Board of Directors for contributing amounts in the financial years 2018-19 and 2019-20 not exceeding ₹20 crore in aggregate to Shivapur Shikshana Samiti, Sandur Education Society or such other bona fide charitable and other institutions, in one or more tranches, in addition to such amounts, that may be decided to be contributed by the Board of Directors in the aforementioned financial years, up to five per cent of the average net profits for the preceding three financial years, respectively.”



**2. TO APPROVE RENEWAL OF AGREEMENT WITH STAR METALLICS AND POWER PRIVATE LIMITED (SMPPL), A SUBSIDIARY OF THE COMPANY, FOR LEASING ITS FERRO-ALLOY PLANT AND POWER PLANT:**

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

**“RESOLVED THAT** pursuant to provisions of Regulation 24(6) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent be and is hereby accorded for renewing the agreement with Star Metallics and Power Private Limited for taking on lease its Ferro-alloy and 32MW Power plant from 1 February 2019 to 31 March 2020 on existing terms and conditions, including a monthly lease rental of ₹ 85 lakh, as contained in the draft of an agreement expressed to be made between the Company of one part and the said Star Metallics and Power Private Limited of the other part, which draft is available for inspection by the members at the Registered Office of the Company and initialed by the Company Secretary for the sake of identification, with the liberty to the Board (which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time, to alter the said terms and conditions, in such manner as may be agreed to between the Company and Star Metallics and Power Private Limited, as the Board may deem fit and appropriate in the best interests of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also, to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**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 20 December 2018 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 14 December 2018, 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 20 December 2018 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. 30 January 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 31 January 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 48 hours therefrom. 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 30 January 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 31 December 2018 and ends on 30 January 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.nsdl.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.nsdl.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 110314 then user ID is 110314001***

(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.nsdl.com](http://www.evoting.nsdl.com).
- (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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 110314
- (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: 20 December 2018

Divya Ajith  
Company Secretary



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

### ITEM No. 1

The Company has always believed in contributing for social causes out of the profits earned by the Company. In keeping with the philosophy of Founders of the Company, i.e. *“All that we get (earn) from the soil of Sandur in one form or the other should be primarily used to benefit Sandur”*, the Company has consistently done its bit in the welfare of the area and the surrounding villages. Education and Health are the thrust areas in which the Company has paid special attention.

It is noteworthy that the Company has been lending its support to educational institutions, namely Shivapur Shikshana Samiti and Sandur Education Society that run Primary Schools, High Schools, Pre-University Colleges and a Polytechnic, which together represent about 6000 students and about 250 teachers.

Pursuant to the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of a company may contribute to bona fide charitable and other funds. Provided that prior permission of the company in general meeting shall be required for such contribution, in case any amount the aggregate of which, in any financial year, exceed five percent of its average net profits for the three immediately preceding financial years.

In view of the growing needs of the aforementioned Charitable Funds in the vicinity of the Company, it is proposed to contribute funds up to ₹ 20 crore, in one or more tranches, in addition to such amounts, that may be decided to be contributed by the Board of Directors in that financial year, up to five per cent of the average net profits for the preceding three financial years.

The Board of Directors recommend the resolutions set forth at Item No.1 for members' approval.

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

Nazim Sheikh is a member of the Governing Board of Shivapur Shikshana Samiti. Except as disclosed, none of the Directors, Key Managerial Personnel or their relatives is/are, in any way, concerned or interested in this resolution.

### ITEM No. 2

The Company has a Subsidiary Company - Star Metallics and Power Private Limited (SMPPL) in which it holds a stake of 80.58%.

SMPPL has a ferroalloy plant and a 32 MW thermal power plant. The Company has taken this facility on lease for a three-year period from 1 February 2016 to 31 January 2019 and using this facility as a captive unit for its ferroalloy operations.

In order to ensure long term sustainability of its ferroalloy business, together with ensuring sustained usage of its own manganese ore for producing value added ferroalloys, the Company has embarked upon implementation of the Stage I of the Iron & Steel (I&S) Project (0.4 MTPA Coke Oven Plant (COP), 30 MW Waste Heat Recovery Boiler (WHRB) and Repair and Refurbishment of Ferroalloy Plant).

In furtherance of this objective to ensure long term viability of Company's business, it is proposed that the Company and SMPPL amalgamate which process has already been initiated in terms of board resolution dated 14 February 2018.

Pending sanction of the scheme of amalgamation, it is proposed to renew the lease agreement from 1 February 2019 to 31 March 2020, on existing terms and conditions including a monthly lease rental of ₹ 85 lakh.

Copy of the draft of the agreement proposed to be entered with Star Metallics and Power Private Limited is available for inspection by the members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day up to and inclusive of the date of conclusion of postal ballot/e-voting i.e. 30 January 2019.



In terms of Regulation 24(6) of SEBI(LODR) Regulations, 2015, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution.

The Board of Directors recommend the resolutions set forth at Item No.2 for members' approval.

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

S. Y. Ghorpade, Nazim Sheikh and other independent directors i.e. V. Balasubramanian, B. Ananda Kumar and S. S. Rao are directors on the Board of Star Metallics and Power Private Limited. Except as disclosed, none of the Directors, Key Managerial Personnel or their relatives is/are, in any way, concerned or interested in this resolution

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

Place: Bengaluru  
Date: 20 December 2018

Divya Ajith  
Company Secretary

Encl:

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

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# 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  
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## POSTAL BALLOT FORM

Sl. No.

1.	Name(s) of Shareholder(s) (in BLOCK LETTERS) (including Joint Holders, if any)	
2.	Registered Address of the Sole / First Named Shareholder	
3.	Regd. Folio / DP ID & Client ID No.:	
4.	Number of Shares held:	

I/We hereby exercise my/our vote in respect of ordinary/special resolutions to be passed through postal ballot for the business stated in the accompanying Notice by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

No.	Item of Business	No. of Shares	I / We "ASSENT" to the resolution (FOR)	I / We "DISSENT" to the resolution (AGAINST)
1	To approve contribution to charitable and other funds.			
2	To approve renewal of agreement with Star Metallics and Power Private Limited (SMPPL), a subsidiary of the Company, for leasing its Ferro-alloy Plant and Power Plant.			

Place :

Date :

Signature of the Shareholder

**Note: Please see the instructions overleaf**



## INSTRUCTIONS:

1. 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.
2. Shareholder desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted) and send it to the Scrutinizer in the self-addressed Business Reply Envelope enclosed herewith. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the registered shareholders will also be accepted.
3. The self-addressed envelope bears the address of the Company where Scrutinizer appointed by the Board of Directors of the Company will be receiving the envelopes.
4. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send copy 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 along with the Postal Ballot Form.
6. A Member 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.
7. **Duly completed postal ballot form should reach the Scrutinizer not later than the closure of working hours on Wednesday, 30 January 2019. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.**
8. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 7 above.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on 14 December 2018. A shareholder need not use all his votes nor he need to cast all his votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

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