



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

02 July 2020

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Dear Sir / Madam,

Sub: Proceedings of Postal Ballot

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and SEBI (LODR) Regulations, 2015, the Company sought approval from shareholders through postal ballot/e-voting on resolutions set forth in the Postal Ballot Notice dated 14 February 2020 of the Company.

The Board of Directors, in their meeting held on 14 February 2020, appointed T. Sathya Prasad, Practicing Advocate as Scrutinizer to conduct the postal ballot/e-voting.

The Notice of the Postal Ballot along with explanatory statement, postal ballot forms, e-voting user IDs and passwords and self-addressed pre-paid business reply envelopes were sent to shareholders and other concerned including statutory auditors, directors, stock exchanges etc. through registered post/email. The notice of Postal Ballot was also placed on the website of the Company.

The Company completed the dispatch of Notice of Postal Ballot on 31 May 2020. The Notice of completion of dispatch of Postal Ballot was published in all editions of Financial Express in India (in English language) and in Prajavani (in Kannada language) newspapers on 01 June 2020.

The Company provided its Members option to vote either through Postal Ballot or the e-voting facility through NSDL. The voting commenced on 01 June 2020 at 10.00 a.m. and concluded on 30 June 2020 at 5.00 p.m.

After due scrutiny of all the postal ballot forms received and votes cast through e-voting, the Scrutinizer has submitted his Report dated 02 July 2020.

CORPORATE OFFICE:

'Sandur House',
No.9, Bellary Road, Sadashivanagar
Bengaluru - 560 080
Karnataka, India
Tel: 080 - 4152 0176 - 180
Fax: 080 - 4152 0182

PLANT OFFICE

Metal & Ferroalloys Plant,
Vyasankere,
Mariyammanahalli -583 222,
Hosapete Taluk, Ballari District,
Karnataka, India
Tel: +91 8394 244450, 244335

MINES OFFICE:

Deogiri - 583112
Sandur Taluq
Ballari District
Karnataka, India
Tel: 08395-271025/28/29/40
Fax: 08395-271066

Consolidated Voting Results are extracted herein:

S. No.	Particulars of Resolutions	Type of Resolution	Votes in favor (In Numbers)	Votes in Favor (In Percentage)	Votes cast against (In Numbers)	Votes cast (In Percentage)
1.	To re-appoint Nazim Sheikh (DIN: 00064275) as Managing Director for a tenure of three years from 01 April 2020	Special	1109799	96.95%	34901	3.05%
2	To re-appoint Rajnish Kumar Singh (DIN: 05319511) as Whole-Time Director designated as Director (Plant) for a tenure of three years from 01 April 2020	Special	1109034	18.26%	4963245	81.74%
3	To appoint Md. Abdul Saleem (DIN: 00061497) as a Director of the company	Ordinary	6071726	99.99%	833	0.01%
4	To appoint Md. Abdul Saleem (DIN: 00061497) as a whole-time director designated as Director (Mines) for a tenure of three years from 01 April 2020	Special	6037292	99.42%	35367	0.58%
5	To appoint Mubeen Ahmed Sheriff (DIN: 08695210) as a Director of the company	Ordinary	1139267	18.76%	4933012	81.24%
6	To appoint Mubeen Ahmed Sheriff (DIN:08695210) as a Whole-Time Director designated as Director (Commercial) for a tenure of three years from 01 April 2020	Special	1109833	18.28%	4962446	81.72%
7	To appoint Sachin Sanu (DIN: 08695105) as a Director of the company	Ordinary	1140946	18.79%	4931533	81.21%

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S. No.	Particulars of Resolutions	Type of Resolution	Votes in favor (In Numbers)	Votes in Favor (In Percentage)	Votes cast against (In Numbers)	Votes cast (In Percentage)
8	To appoint Sachin Sanu (DIN: 08695105) as a Whole-Time Director designated as Director (Finance) for a tenure of three years from 01 April 2020	Special	1111934	18.31%	4960545	81.69%
9	To appoint Bahirji A. Ghorpade (DIN: 08452844) as a Director of the company	Ordinary	6060869	99.81%	11690	0.19%
10	To appoint Bahirji A. Ghorpade (DIN: 08452844) as a Whole-Time Director designated as Director (Corporate) for a tenure of three years from 01 April 2020	Special	6031400	99.32%	41159	0.68%
11	Approval for Aditya S. Ghorpade to hold office or place of profit as President (Ferroalloy Operations)	Ordinary	6031335	99.32%	41224	0.68%
12	Approval for Dhananjai S. Ghorpade to hold office or place of profit in the grade of General Manager in the company	Ordinary	6031325	99.32%	41234	0.68%

On the basis of the Scrutinizer's Report, the Company Secretary, as authorised by the Chairman, declared the voting results for the resolutions contained in the notice of postal ballot dated 14 February 2020 as passed/rejected by the shareholders on 30 June 2020 as detailed hereunder:

Resolution No. 1

TO RE-APPOINT NAZIM SHEIKH (DIN: 00064275) AS MANAGING DIRECTOR FOR A TENURE OF THREE YEARS FROM 01 APRIL 2020

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and Schedule V thereto and other applicable rules under the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or reenactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for re-appointment of Nazim Sheikh (DIN: 00064275) as Managing Director of the Company, not liable to retire by rotation, for a period of three (3) years from 01 April 2020, on the terms and conditions of appointment and remuneration, as contained in the draft of an agreement expressed to be made between the Company of one part and the said Nazim Sheikh of the other part, material terms of which are set out in the explanatory statement attached to this notice, with

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, including the designation, in such manner as may be agreed to between the Company and the said Nazim Sheikh, in the best interest of the Company, and as may be permissible at law and the stamped engrossments of the said agreement in duplicate with modifications thereof, if any, as aforesaid when finalized, be executed in the manner authorized by the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Company be and is hereby accorded for payment of remuneration to Nazim Sheikh during his tenure as the Managing Director notwithstanding that the annual remuneration paid during his tenure as a Managing Director of the Company together with annual remuneration for all such executive directors belonging to promoter or promoter group in the Company exceeds 5% of the net profits calculated as per the provisions of the Companies Act, 2013, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 read with Schedule V thereto.”

The aforementioned resolution proposed to be passed as **Special Resolution** was passed by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in ‘FAVOUR’ of the resolution	11,07,849	1950	11,09,799
Votes cast ‘AGAINST’ the resolution	34,901	0	34,901
Percentage of votes cast in ‘FAVOUR’	96.95 %	100%	96.95%
Percentage of votes cast ‘AGAINST’	3.05%	0.00%	3.05%

It may be noted that passing of this resolution by the shareholders has become infructuous as subsequent to the issue of Notice of Postal Ballot on 14 February 2020, Nazim Sheikh has sought to be relieved from the post of Managing Director due to health reasons and was accordingly relieved by the Board with the closure of business hours on 16 June 2020.

Resolution No. 2

TO RE-APPOINT RAJNISH KUMAR SINGH (DIN: 05319511) AS WHOLE-TIME DIRECTOR DESIGNATED AS DIRECTOR (PLANT) FOR A TENURE OF THREE YEARS FROM 01 APRIL 2020

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and other applicable rules under the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or reenactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for reappointment of Rajnish Kumar Singh (DIN:05319511) as Whole-time Director of the Company, designated as Director (Plant), liable to retire by rotation, for a period of three (3) years from 01 April 2020 on the terms and conditions of appointment and remuneration, as contained in the draft of an agreement expressed to be made between the Company of one part and the said Rajnish Kumar Singh of the other part, material terms of which are set out in the explanatory statement attached to this notice, with 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, including the designation, in such manner as may be agreed to between the Company and the said Rajnish Kumar Singh, in the best interest of the Company, and as may be permissible at law and the stamped engrossments of the said agreement in duplicate with modifications thereof, if any, as aforesaid when finalized, be executed in the manner authorized by the Articles of Association of the Company.”

The aforementioned resolution proposed to be passed as **Special Resolution** was rejected by the shareholders. Details of voting are as under:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	11,07,084	1950	11,09,034
Votes cast 'AGAINST' the resolution	49,63,245	0	49,63,245
Percentage of votes cast in 'FAVOUR'	18.24%	100%	18.26%
Percentage of votes cast 'AGAINST'	81.76%	0.00%	81.74%

Resolution No. 3

TO APPOINT MD. ABDUL SALEEM (DIN: 00061497) AS A DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** in pursuance of provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), read with Article Nos.122(a) and 128 of the Articles of Association of the Company, Md. Abdul Saleem (DIN: 00061497) who was co-opted as an Additional Director of the Company with effect from 01 April 2020 and who holds office up to the date of ensuing Annual General Meeting in terms of Section 161 of the said Act, and in respect of whom, the Company has received a notice in writing from him, pursuant to the provisions of Section 160 of the said Act, proposing his candidature for the office of Director and whose candidature has also been recommended by the Nomination and Remuneration Committee, be and is hereby elected and appointed as a Director of the Company liable to retire by rotation.

The aforementioned resolution proposed to be passed as an **Ordinary resolution** was passed by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	6069776	1950	60,71,726
Votes cast 'AGAINST' the resolution	833	0	833
Percentage of votes cast in 'FAVOUR'	99.99%	100%	99.99%
Percentage of votes cast 'AGAINST'	0.01%	0.00%	0.01%

Resolution No. 4

TO APPOINT MD. ABDUL SALEEM (DIN: 00061497) AS A WHOLE-TIME DIRECTOR DESIGNATED AS DIRECTOR (MINES) FOR A TENURE OF THREE YEARS FROM 01 APRIL 2020

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act 2013 and Schedule V thereto and other applicable rules under the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for appointment of Md. Abdul Saleem (DIN: 00061497) as Whole Time Director designated as Director (Mines), liable to retire by rotation, for a period of three (3) years from 01 April 2020 on the terms and conditions of appointment and remuneration, as contained in the draft of an agreement expressed to be made between the Company of one part and the said Md. Abdul Saleem of the other part, material terms of which are set out in the explanatory statement attached to this notice, with 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, including the designation, in such manner as may be agreed to between the Company and the said Md. Abdul Saleem, in the best interest of the Company, and as may be

permissible at law and the stamped engrossments of the said agreement in duplicate with modifications thereof, if any, as aforesaid when finalized, be executed in the manner authorized by the Articles of Association of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Company is hereby accorded for payment of remuneration to Md. Abdul Saleem during his tenure as a whole-time director of the Company notwithstanding that the annual remuneration paid during his tenure as a whole-time director together with annual remuneration for all such executive directors belonging to promoter or promoter group in the Company exceeds 5% of the net profits calculated as per the provisions of the Companies Act, 2013, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 read with Schedule V thereto.

The aforementioned resolution proposed to be passed as a **Special Resolution** was passed by the shareholders follows:

	E-votes	Ballot votes	Total
Votes cast in ‘FAVOUR’ of the resolution	60,35,342	1950	60,37,292
Votes cast ‘AGAINST’ the resolution	35,367	0	35,367
Percentage of votes cast in ‘FAVOUR’	99.42%	100%	99.42%
Percentage of votes cast ‘AGAINST’	0.58%	0.00%	0.58%

Resolution No. 5

TO APPOINT MUBEEN AHMED SHERIFF (DIN: 08695210) AS A DIRECTOR OF THE COMPANY

“**RESOLVED THAT** in pursuance of provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), read with Article Nos.122(a) and 128 of the Articles of Association of the Company, Mubeen Ahmed Sheriff (DIN: 08695210) who was co-opted as an Additional Director with effect from 01 April 2020 and who holds office up to the date of ensuing Annual General Meeting in terms of Section 161 of the said Act, and in respect of whom, the Company has received a notice in writing from him, pursuant to the provisions of Section 160 of the said Act, proposing his candidature for the office of Director and whose candidature has also been recommended by the Nomination and Remuneration Committee, be and is hereby elected and appointed as a Director of the Company liable to retire by rotation.

The aforementioned resolution proposed to be passed as an **Ordinary resolution** was rejected by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in ‘FAVOUR’ of the resolution	11,37,317	1950	11,39,267
Votes cast ‘AGAINST’ the resolution	49,33,012	0	49,33,012
Percentage of votes cast in ‘FAVOUR’	18.74%	100%	18.76%
Percentage of votes cast ‘FAVOUR’	81.26%	0.00%	81.24%

Resolution No. 6

TO APPOINT MUBEEN AHMED SHERIFF (DIN:08695210) AS A WHOLE-TIME DIRECTOR DESIGNATED AS DIRECTOR (COMMERCIAL) FOR A TENURE OF THREE YEARS FROM 01 APRIL 2020

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act 2013 and Schedule V thereto and other applicable rules under the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded The for appointment of Mubeen Ahmed Sheriff (DIN: 08695210) as Whole Time Director designated as Director (Commercial), liable to retire by rotation, for a period of three (3) years from 01 April 2020 on the terms and conditions of appointment and remuneration as contained in the draft of an agreement expressed to be made between the Company of one part and the said Mubeen Ahmed Sheriff of the other part, material terms of which are set out in the explanatory statement attached to this notice, with 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, including the designation, in such manner as may be agreed to between the Company and the said Mubeen Ahmed Sheriff, in the best interest of the Company, and as may be permissible at law and the stamped engrossments of the said agreement in duplicate with modifications thereof, if any, as aforesaid when finalized, be executed in the manner authorized by the Articles of Association of the Company.”

The aforementioned resolution proposed to be passed as **Special resolution** was rejected by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in ‘FAVOUR’ of the resolution	11,07,883	1950	11,09,833
Votes cast ‘AGAINST’ the resolution	49,62,446	0	49,62,446
Percentage of votes cast in ‘FAVOUR’	18.25%	100%	18.28%
Percentage of votes cast ‘AGAINST’	81.75%	0.00%	81.72%

Resolution No. 7

TO APPOINT SACHIN SANU (DIN: 08695105) AS A DIRECTOR OF THE COMPANY

“**RESOLVED THAT** in pursuance of provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), read with Article Nos.122(a) and 128 of the Articles of Association of the Company, Sachin Sanu (DIN: 08695105) who was co-opted as an Additional Director with effect from 01 April 2020 and who holds office up to the date of ensuing Annual General Meeting in terms of Section 161 of the said Act, and in respect of whom, the Company has received a notice in writing from him, pursuant to the provisions of Section 160 of the said Act, proposing his candidature for the office of Director and whose candidature has also been recommended by the Nomination and Remuneration Committee, be and is hereby elected and appointed as a Director of the Company liable to retire by rotation.

The aforementioned resolution proposed to be passed as an **Ordinary resolution** was rejected by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	1138996	1950	1140946
Votes cast 'AGAINST' the resolution	4931533	0	4931533
Percentage of votes cast in 'FAVOUR'	18.76%	100%	18.79%
Percentage of votes cast 'AGAINST'	81.24%	0.00%	81.21%

Resolution No. 8

TO APPOINT SACHIN SANU (DIN: 08695105) AS A WHOLE-TIME DIRECTOR DESIGNATED AS DIRECTOR (FINANCE) FOR A TENURE OF THREE YEARS FROM 01 APRIL 2020

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act 2013 and Schedule V thereto and other applicable rules under the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for appointment of Sachin Sanu (DIN: 08695105) as Whole Time Director designated as Director (Finance), liable to retire by rotation, for a period of three (3) years from 01 April 2020 on the terms and conditions of appointment and remuneration, as contained in the draft of an agreement expressed to be made between the Company of one part and the said Sachin Sanu of the other part, material terms of which are set out in the explanatory statement attached to this notice, with 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, including the designation, in such manner as may be agreed to between the Company and the said Sachin Sanu, in the best interest of the Company, and as may be permissible at law and the stamped engrossments of the said agreement in duplicate with modifications thereof, if any, as aforesaid when finalized, be executed in the manner authorized by the Articles of Association of the Company.”

The aforementioned resolution proposed to be passed as **Special resolution** was rejected by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	11,09,984	1950	1111934
Votes cast 'AGAINST' the resolution	49,60,545	0	4960545
Percentage of votes cast in 'FAVOUR'	18.28%	100%	18.31%
Percentage of votes cast 'AGAINST'	81.72%	0.00%	81.69%

Resolution No. 9

TO APPOINT BAHIRJI A. GHORPADE (DIN: 08452844) AS A DIRECTOR OF THE COMPANY

“**RESOLVED THAT** in pursuance of provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article Nos.122(a) and 128 of the Articles of Association of the Company, Bahirji A. Ghorpade (DIN: 08452844), who was co-opted as an Additional Director with effect from 01 April 2020 and who holds office up to the date of ensuing Annual General Meeting in terms of Section 161 of the said Act, and in respect of whom, the Company has received a notice in writing from him, pursuant to the provisions of Section 160 of the said Act, proposing his candidature for the office of Director and whose candidature has also been recommended by

the Nomination and Remuneration Committee, be and is hereby elected and appointed as a Director of the Company liable to retire by rotation.

The aforementioned resolution proposed to be passed as an **Ordinary resolution** was passed by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	6058919	1950	6060869
Votes cast 'AGAINST' the resolution	11690	0	11690
Percentage of votes cast in 'FAVOUR'	99.81%	100%	99.81%
Percentage of votes cast 'AGAINST'	0.19%	0.00%	0.19%

Resolution No. 10

TO APPOINT BAHIRJI A. GHORPADE (DIN: 08452844) AS A WHOLE-TIME DIRECTOR DESIGNATED AS DIRECTOR (CORPORATE) FOR A TENURE OF THREE YEARS FROM 01 APRIL 2020

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act 2013 and Schedule V thereto and other applicable rules under the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), consent of Company hereby accorded for the appointment of Bahirji A. Ghorpade (DIN: 08452844) as Whole Time Director designated as Director (Corporate), for a period of three (3) years with effect from 01 April 2020, liable to retire by rotation, on the terms and conditions of appointment and remuneration as contained in the draft of an agreement expressed to be made between the Company of one part and the said Bahirji A. Ghorpade of the other part, material terms of which are set out in the explanatory statement attached to this notice, with 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, including the designation, in such manner as may be agreed to between the Company and the said Bahirji A. Ghorpade, in the best interest of the Company, and as may be permissible at law and the stamped engrossments of the said agreement in duplicate with modifications thereof, if any, as aforesaid when finalized, be executed in the manner authorized by the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of Company hereby accorded for payment of remuneration to Bahirji A. Ghorpade during his tenure as a whole-time director of the Company notwithstanding that the annual remuneration paid during his tenure as a whole-time director together with annual remuneration for all such executive directors belonging to promoter or promoter group in the Company exceeds 5% of the net profits calculated as per the provisions of the Companies Act, 2013, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 read with Schedule V thereto.

The aforementioned resolution proposed to be passed as **Special resolution** was passed by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	60,29,450	1950	60,31,400
Votes cast 'AGAINST' the resolution	41,159	0	41,159
Percentage of votes cast in 'FAVOUR'	99.32%	100%	99.32%
Percentage of votes cast 'AGAINST'	0.68%	0.00%	0.68%

Resolution No. 11

APPROVAL FOR ADITYA S. GHORPADE TO HOLD OFFICE OR PLACE OF PROFIT AS PRESIDENT (FERROALLOY OPERATIONS)

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act 2013 and other applicable rules under the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto or, enactment(s) or re-enactment(s) thereof, for the time being in force), consent of Company hereby accorded for Aditya S. Ghorpade to hold office or place of profit as President (Ferro alloy Operations) with effect from 01 April 2020 on the following terms:

- (a) Salary: Basic Salary of ₹90,000/- per month in the scale of ₹75000-7500-112500-11500-170000-17000- 255000-25000-380000-38000-570000/-
- (b) Allowances, Perquisites, benefits etc., not exceeding twice the salary per month.

In addition to (a) and (b) above, the following benefit/facilities shall be extended:

- (i) Benefits which may be availed under various Schemes extended by the Company to all its employees including but not limited to Chronic Ailment Medical Benefit Scheme, Food Subsidy, Housing Loan Subsidy, Education Scholarships, Marriage Gifts, Festival Gifts, which shall be additional to benefits forming part of salary as per (b) above;
- (ii) Leave encashment as per Company rules;
- (iii) Commission: Such amount or percentage of profits as may be decided by the Board from time to time;
- (iv) Payment of Gratuity, Contribution to Provident Fund, Superannuation Fund and Leaves, shall be in accordance with prevailing statutes and Company rules;
- (v) Company maintained and run car with driver or, alternatively, opt for conveyance facility/scheme as applicable to senior executives.
- (vi) Telephone at residence, mobile phones limited to maximum of two connections, credit cards, hotel and club memberships (excluding life membership fee) etc., shall be provided for office use and the same shall not form part of remuneration.
- (vii) Reimbursement of travelling, boarding and lodging expenses and other amenities as may be incurred by them from time to time, in connection with the Company's business as per Company rules and the same shall not form part of remuneration

The aforementioned resolution proposed to be passed as an **Ordinary resolution** was passed by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	60,29,385	1950	60,31,335
Votes cast 'AGAINST' the resolution	41,224	0	41,224
Percentage of votes cast in 'FAVOUR'	99.32%	100%	99.32%
Percentage of votes cast in 'FAVOUR'	0.68%	0.00%	0.68%

Resolution No. 12

APPROVAL FOR DHANANJAI S. GHORPADE TO HOLD OFFICE OR PLACE OF PROFIT IN THE GRADE OF GENERAL MANAGER IN THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act 2013 and other applicable rules under the Companies Act, 2013 (including any statutory amendment(s) or

modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), consent of Company is hereby accorded for Dhananjai S. Ghorpade to hold office or place of profit in the Company on the following terms with effect from 01 April 2020

- (a) Salary: Basic Salary of ₹54,200/- per month in the scale of ₹16000-1300-29000-1500-44000-1700- 78000/- and all allowances applicable to employees in the Grade of General Manager.
- (b) Benefits which may be availed under various Schemes extended by the Company to all its employees including but not limited to Chronic Ailment Benefit Scheme, Food Subsidy, Housing Loan Subsidy Scheme, Education Scholarships, Marriage Gifts, Festival Gifts etc;
- (c) Leave encashment as per Company rules;
- (d) Payment of Gratuity, Contribution to Provident Fund, Superannuation Fund and Leaves, shall be in accordance with prevailing statutes and Company rules.
- (e) Reimbursement of travelling, boarding and lodging expenses and other amenities as may be incurred by them from time to time, in connection with the Company's business as per Company rules and the same shall not form part of remuneration.

The aforementioned resolution proposed to be passed as an **Ordinary resolution** was passed by the shareholders as follows:

	E-votes	Ballot votes	Total
Votes cast in 'FAVOUR' of the resolution	60,29,375	1950	60,31,325
Votes cast 'AGAINST' the resolution	41,234	0	41,234
Percentage of votes cast in 'FAVOUR'	99.32%	100%	99.32%
Percentage of votes cast 'AGAINST'	0.68%	0.00%	0.68%

We request you to take the same on record.

Thanking You.

Yours faithfully
for The Sandur Manganese & Iron Ores Limited

Divya Ajith
Company Secretary &
Compliance Officer