

The Sandur Manganese & Iron Ores Limited

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

CIN: L85110KA1954PLC000759; Website: www.sandurgroup.com

REGISTERED OFFICE

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



CORPORATE OFFICE

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

SMIORE / SEC / 2025-26 / 44

11 September 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Codes: 504918 & 976135
Symbol: SANDUMA

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

Dear Sir/ Madam,

Sub: Proceedings of Postal Ballot

In furtherance to our intimation to Stock Exchanges vide letter No. SMIORE / SEC / 2025-26 / 32 dated 11 August 2025 regarding Postal Ballot Notice and pursuant to the provisions of Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) "SEBI (LODR)" Regulations, 2015, please find enclosed herewith proceedings of the Postal Ballot.

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

Thank you

for The Sandur Manganese & Iron Ores Limited

Neha Thomas
Company Secretary & Compliance Officer
ICSI Membership No. A60853

Encl: A/a

MINES OFFICE: Deogiri - 583112, Sandur Taluk, Ballari District
Tel: +91 8395 271025 / 28 / 29 / 40; Fax: +91 8395 271066

PLANT OFFICE: Metal & Ferroalloy Plant, Vyasankere, Mariyammanahalli – 583 222, Hosapete Taluk, Vijayanagara District
Tel: +91 8394 244450 / 244335

PROCEEDINGS OF THE POSTAL BALLOT

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modifications or re-enactments thereof for the time being in force, Regulation 44 of SEBI (LODR) Regulations, 2015 as amended from time to time, Secretarial Standard-2 on General Meetings (SS-2), General Circular Nos.14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 read with other relevant circulars including General Circulars No.09/2024 dated 19 September 2024 issued by MCA (collectively referred to as “MCA Circulars”), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with other relevant circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 issued by SEBI, the Company sought approval from Members to transact the special businesses as set out in the Postal Ballot Notice dated 8 August 2025 by passing Ordinary/ Special Resolution, as applicable, by means of remote e-voting process.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its 380th meeting held on 8 August 2025, appointed T. Sathya Prasad Yadav, Practicing Advocate, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the circulars issued by MCA and SEBI, the Company has sent the Postal Ballot Notice along with the explanatory statement on 11 August 2025, only through electronic mode to those Members whose names appears in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose e-mail addresses are registered with the Company/ Depositories as on **Friday, 8 August 2025 (cut-off date)**. Further, a copy of the Postal Ballot Notice was made available on the websites of the Company at www.sandurgroup.com, BSE Limited (BSE) at www.bseindia.com, National Stock Exchange of India Limited (NSE) at www.nseindia.com and NSDL at www.evoting.nsdl.com.

The notice regarding completion of electronic dispatch of Postal Ballot Notice was published in all editions of Financial Express (English) and in Sanjevani (Kannada) newspapers, on Tuesday, 12 August 2025.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of SEBI (LODR) Regulations, 2015, the SS-2, circulars issued by MCA and SEBI, the Company had provided remote e-voting facility only, to its Members to enable them to cast their votes electronically. The remote e-voting **commenced at 9.00 a.m. (IST) on Tuesday, 12 August 2025 and ended at 5.00 p.m. (IST) on Wednesday, 10 September 2025**. Voting rights were reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 8 August 2025.

The Scrutinizer upon completion of the scrutiny of the votes cast through remote e-voting, submitted his report on Thursday, 11 September 2025. Summary of the voting results is as under:

Sl. No.	Particulars of Resolution	Type of Resolution	Votes cast in favour		Votes cast against	
			Nos	%	Nos	%
1	Approval for increase in Authorised Share Capital and consequent alteration of Capital Clause of the	Special Resolution	12,33,67,926	99.7396	3,22,061	0.2604

	Memorandum of Association (MOA) of the Company					
2	Approval for issue of Bonus Shares to the equity shareholders of the Company	Ordinary Resolution	12,28,34,665	99.3085	8,55,321	0.6915

On the basis of the Scrutinizer's Report, Neha Thomas, Company Secretary & Compliance Officer, as authorised by the Chairman, declared the voting results for the resolutions contained in the Postal Ballot Notice as passed by the Members on Wednesday, 10 September 2025 as detailed hereunder:

Resolution No. 1:

Approval for increase in Authorised Share Capital and consequent alteration of Capital Clause of the Memorandum of Association (MOA) of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of Articles of Association of the Company and based on the recommendation of Board of Directors, the consent of the Members be and is hereby accorded for increase in Authorised Share Capital of the Company from ₹2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of ₹10/- each to ₹6,00,00,00,000/- (Rupees Six Hundred Crore only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of ₹10/- each.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for consolidating the Authorised Share Capital and alteration of Clause 5 of the Memorandum of Association of the Company by substituting in its place, the following:

5. The Authorised Share Capital of the Company is ₹6,00,00,00,000/- (Rupees Six Hundred Crore only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of ₹10/- each and further subject to be increased or reduced in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the capital of the Company, for the time being, into Equity Share Capital and Preference Share Capital and attach thereto respectively any preferential, qualified or special rights, privileges or conditions in such manner as may, for the time being, be permitted by the Companies Act, 2013 or any statutory amendment or modifications thereof or as provided by the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT the new Equity Shares shall rank pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to Authorised Representatives of the Company to do, perform and execute all such acts, matters, deeds and things as may be necessary, expedient, usual or proper to give effect to this resolution.”

The aforesaid resolution was passed as a Special Resolution.

Resolution No.2:

Approval for issue of Bonus Shares to the equity shareholders of the Company:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Share Capital and Debentures) Rules, 2014, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations, rules and guidelines issued by authorities from time to time, the enabling provisions of Article 41 of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions of SEBI, stock exchanges and other concerned authorities, as may be necessary and subject to such conditions and modifications as may prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of the Directors of the Company and based on the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to capitalize out of the available reserves of ₹25,81,41,04,191/- (Rupees Two Thousand Five Hundred Eighty One Crore Forty One Lakh Four Thousand One Hundred and Ninety One only) a sum not exceeding ₹3,24,06,98,760/- (Rupees Three Hundred Twenty Four Crore Six Lakh Ninety Eight Thousand Seven Hundred and Sixty only) from and out of the free reserves, and or any other permitted reserves or surplus of the Company, as may be considered appropriate for the purpose of issue of Bonus Equity Shares of ₹10/- each in the ratio of 2 (Two) new fully paid-up Equity Shares of ₹10/- each for every 1 (One) existing fully paid-up Equity Share of ₹10/- each, held by the eligible equity shareholders of the Company and whose names appear in the Register of Members and in the beneficial records of the Depositories as on the ‘Record Date’ (to be determined by the Board).

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of the Company

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to Authorised Representatives of the Company to do, perform and execute all such acts, matters, deeds and things as may be necessary, expedient, usual or proper to give effect to this resolution.”

The aforesaid resolution was passed as an Ordinary Resolution.
