

The Sandur Manganese & Iron Ores Limited

Registered Office: 'SATYALAYA', Door No. 266 (Old No. 80), Ward No. 1
Behind Taluka Office, Sandur - 583 119, Ballari District, Karnataka
CIN:L85110KA1954PLC000759; Website: www.sandurgroup.com
Telephone: +91 8395 260301 Fax: +91 8395 260473

CORPORATE OFFICE:

No.1A & 2C, 'Redifice Signature'
No.6, Hospital Road, Shivajinagar
Bangalore - 560 001

✓ Karnataka, India
Tel: 080 - 4152 0176 - 180
Fax: 080 - 4152 0182



MINES OFFICE:

Deogiri - 583112
Sandur Taluq
Bellary District
Karnataka, India

Tel:08395-271025/28/29/40
Fax: 08395-271066

07 November 2019

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

Dear Sir/Madam,

**Sub: Announcement under Regulation 30 of Securities & Exchange Board of India
(Listing Obligations & Disclosure Requirements) Regulations, 2015- Postal Ballot
Notice**

In pursuance of provisions of Regulation 30 of SEBI(LODR) Regulations, 2015, please find enclosed copy of Postal Ballot Notice sent to shareholders of the Company whose names appear in the Register of Members or list of Beneficial Owners received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 1 November 2019. Voting rights shall be reckoned as on that date on the basis of proportion of share in the paid-up capital. The Company is providing its Members option to vote either through Postal Ballot or the e-voting facility through NSDL. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.

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



The Sandur Manganese & Iron Ores Limited

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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. T. Sathya Prasad, Practicing Advocate, 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 05 December 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 06 November 2019 to 05 December 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 07 December 2019, and shall be placed along with the Scrutinizer's Report 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 stock exchange where the Company's shares are listed i.e. BSE Limited. The results shall also be displayed at the Registered Office as well as Corporate Office of the Company.

SPECIAL BUSINESS:

**01. TO APPROVE CREATION OF SECURITY INTEREST IN FAVOUR OF FINANCIAL INSTITUTIONS AND
AUTHORISATION TO CARRY OUT SUCH ACTS AND DEEDS AS MAY BE DEEMED NECESSARY FOR
CREATION OF SUCH SECURITY**

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

"RESOLVED THAT in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 and in accordance with the Memorandum of Association of the Company (the "Memorandum") and the Articles of Association of the Company (the "Articles") and subject to and in accordance with other applicable laws, and in accordance with the rules, notifications, circulars, orders, etc. issued by the Government or any authority under the Government, from time to time, and subject to such consents, approvals, permissions, as required, if any, approval be and is hereby granted to give/establish/provide security by way of a charge of any kind, including



without limitation security in the nature detailed in paragraphs (i)-(vi) below in connection with the Financial Assistance (as defined below):

- i. all movable and current assets of the Company;
- ii. all immovable properties of the Company;
- iii. all rights, title, interest, benefits, claims, demands, permits and approvals of the Company in respect of all the underlying documents, including but not limited to Coke Oven Plant purchase agreement, EPC and/or construction related contracts in a form and manner acceptable to the Banks (including provisions of adequate liquidated damages for delay and shortfall in performance), MoU/ agreement for sale of coke, MoU/agreement for supply of cooking coal, agreement to arrange for transport of cooking coal to the project site including loading, port services and shipping agreements, operation and maintenance contracts, all clearances, approvals and permits applicable for commencement of operations of the project, insurance contracts, insurance policies, insurance proceeds, letter of credits, contractor guarantees, bank guarantees and performance bonds issued in favour of the Company;
- iv. all insurance policies taken by the Company;
- v. all monies lying in the trust and retention accounts, escrow accounts or debt service reserve accounts to be opened and maintained by the Company;
- vi. any other security as prescribed by the Banks;

both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of IndusInd Bank Limited, Yes Bank Limited, and/or any other bank or financial institutions (collectively referred to as "**Banks**") or in favour of the Security Trustee or agent appointed by and for the benefit of the Banks for securing the borrowings of the Company to be availed, as part of a consortium or syndication, or on a bilateral basis, by way of rupee or foreign currency denominated term loan(s) and/or fund or non-fund based working capital facilities, including but not limited to letter of credit facility, bank guarantee facility, supplier's credit facility, buyer's credit facility, demand loan facility, cash credit facility or any other facility, as a main limit or sub-limit to any facility, as provided by the Banks aggregating to INR 1,153,00,00,000 (Rupees One Thousand One Hundred and Fifty Three Crore Only), in addition to already availed borrowings aggregating to INR 470,00,00,000 (Rupees Four Hundred and Seventy Crore Only), together with interest as chargeable, liquidated damages, commitment charge, premium on prepayment or on redemption, costs, charges, expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of foreign currencies involved and all other moneys (collectively referred to as "**Financial Assistance**") payable by the Company in terms of the financing agreement(s), or any other agreement/document, entered into/to be entered into between the Company and the Banks / agent(s) and/or trustee(s), in respect of the said Financial Assistances and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the Bank(s) / agent(s) and / or security trustee.

RESOLVED FURTHER THAT in accordance with the provisions of Section 180(1)(c), Section 180(2) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed thereunder, including any amendment thereto, or re-enactment thereof, and in accordance with the provisions of the Memorandum and Articles, and subject to and in accordance with other applicable laws, and in accordance with the rules, notifications, circulars, orders, etc. issued by the Government or any authority under the Government, from time to time, and subject to such consents, approvals, permissions, as required, if any, approval be and is hereby granted to the Board to appoint certain authorized persons to enter into the Syndicated Facility Agreement, Working Capital Facility Agreement, facility letters, loan agreements, credit agreements and all other similar agreements, under which the Company proposes to avail the Financial Assistance.



RESOLVED FURTHER THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed thereunder, including any amendment thereto, or re-enactment thereof, and subject to and in accordance with other applicable laws, rules, notifications, circulars, orders, etc, issued by the Government or any authority under the Government, from time to time, and subject to such consents, approvals, permissions, as required, if any, the Shareholders hereby approve and agree and authorize the Company to agree to the terms of the Financial Assistance to be availed providing the exercise of an option to convert such Financial Assistance, to the extent found outstanding in terms of principal or interest due in the event of a default, into equity shares in the Company and the Company shall accordingly in such instance, if required, increase its subscribed share capital to allow for such provision of conversion of debt arising from the Financial Assistance to equity.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to issue and allot to the Banks the number of shares for conversion of the said portion of the Financial Assistance as may be desired by the Banks.

RESOLVED FURTHER THAT the Board may appoint such persons, as it may deem fit, to participate in discussions, negotiate, execute, modify, amend, alter, give effect to any document in connection with the aforesaid security proposed to be created, including without limitation, documents in the nature of hypothecation agreement / deed, security trustee agreement, mortgage deeds of any kind, trust and retention account agreement, debt service reserve account agreement, account charge agreement, share pledge agreement, assignment agreements, security agreements, declarations, undertakings, charge documents, guarantee documents, letters, and any other document, as required from time to time, and convey the same documents to the Banks / agent(s) / or trustee(s).

NOTES:

1. Section 110 of the Companies Act, 2013, permits companies to get resolutions passed by means of postal ballot. Accordingly, the item referred to in the notice is 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 September 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 01 November 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 20 September 2019 has appointed Mr. T. Sathya Prasad, Practicing Advocate 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-votes, i.e. 05 December 2019, shall be deemed to be the date of passing of resolution(s) specified in the postal ballot notice.
8. The Scrutinizer will submit his final report not later than closing of business hours on 07 December 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 stock exchange where the Company's shares is listed i.e. BSE Limited. 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 05 December 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 06 November 2019 and ends on 05 December 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(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.nsd.com.



(b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 112574

(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 with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

Divya Ajith
Company Secretary

Place: Sandur
Date: 20 September 2019

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



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

ITEM No. 1

The Board of Directors, at its meeting held on 31 March 2017, accorded approval for implementation of Stage 1 & 2 of the proposed Pig Iron Project at an estimated total financial outlay of ₹1500 crore. Pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013, the shareholders accorded approval by way of a Special Resolution, authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹1200 crore to be utilized for the purpose of implementation of the Project.

The Company has commenced work on Stage 1 and Stage 2 of the Project, and borrowings/facilities for both capital expenditure and working capital have been arranged/ in the process of being arranged from Banks. One of the conditions of Banks for sanctioning facilities to the Company is to create charge on its immovable and moveable assets.

In connection with the loan/credit facilities being availed, the Company is required to secure the said borrowings by way of creating mortgage(s) / charge(s) / hypothecation in favour of the Banks or Security trustees, on all or any of its intangible, movable and immovable properties.

Section 180 (1)(a) of the Companies Act, 2013, provides inter alia, that the Board of Directors of the Company shall not, except with the consent of the Company through Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings.

Since mortgaging / pledging by the Company of its properties as aforesaid in favour of the bank(s) / security trustee(s) etc. may be regarded as disposal of Company's undertakings, approval of shareholders by way of Special Resolution seeking authorization under Section 180 (1)(a) of the Companies Act, 2013 is being sought.

The shareholders vide resolution passed on 21 July 2018 by way of Postal Ballot accorded its approval to the Company for availing financial assistance from ICICI Bank Limited and Axis Bank Limited on a consortium/ syndication/bilateral basis, by way of rupee or foreign currency denominated term loan(s) and/or fund or non-fund based working capital facilities, aggregating to ₹470,00,00,000 (Rupees Four Hundred and Seventy Crore).

It is proposed to seek shareholders' consent under Section 180 (1)(a) of the Act for creation of securities including securities already created in connection with financial assistance availed or to be availed aggregating to ₹1200 crore, in order to facilitate creation of securities in connection with borrowing of ₹1200 cr for Stage 1 and Stage 2 of the Project

As per the terms of Financial Assistance to be provided, the Company is required to provide the Bank(s) in an event of default by the Company, an option to convert such Financial Assistance, to the extent found outstanding in terms of principal or interest or any other amounts due, into equity shares in the Company, and the Company shall accordingly in such instance, if required, increase its subscribed share capital to allow for such provision of conversion of debt arising from the Financial Assistance to equity.

In terms of Section 62(3) of the said Act, the Company may increase its subscribed capital caused by the exercise of an option as a term attached to the loan raised by the company to convert such loans into shares in the company; Provided that the loan containing such an option has been approved before the raising of loan by a special resolution passed by the company in general meeting. Accordingly, approval of the shareholders is sought for availing the Financial Assistance containing the option to convert the outstanding Financial Assistance into equity shares of the Company, at the occurrence of an event of default.



It is hereby clarified that the option to exercise conversion of loan is only an enabling provision, to the extent found outstanding in terms of principle or interest or any other amounts due, in the event of a default, into equity shares in the Company; as per standard market practice.

Accordingly, the Board recommends the Special Resolution set forth in Item No.1 of the Notice for approval of the Members.

Interest of Directors, Key Managerial Personnel and their relatives

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

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

Divya Ajith
Company Secretary

Place: Sandur
Date: 20 September 2019