

# *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 / 2023-24 / 76

21 January 2024

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Scrip Code: 504918

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

Dear Sir/ Madam,

***Sub: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) "SEBI (LODR)" Regulations, 2015 - Proceedings of Postal Ballot***

In furtherance to our intimation to Stock Exchanges vide letter No. SMIORE / SEC / 2023-24 / 67 dated 20 December 2023 regarding Postal Ballot Notice and pursuant to the provisions of Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015, please find enclosed herewith proceedings of the Postal Ballot.

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

Thank you

*for The Sandur Manganese & Iron Ores Limited*

***Mohammed Abdul Saleem***  
***Whole Time Director, Company Secretary &***  
***Compliance Officer***  
***ICSI Membership No. F5218***

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 (the 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 Circular No.10/2022 dated 28 December 2022 issued by MCA and 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/2023/167 dated 7 October 2023 issued by SEBI, the Company sought approval from Members to transact the special businesses as set out in the Postal Ballot Notice dated 18 December 2023 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 meeting held on 18 December 2023, has 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 20 December 2023, only through electronic mode to those Members whose names appear 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, 15 December 2023 (cut-off date)**. Further a copy of the Postal Ballot Notice was made available on the websites of the Company at [www.sandurgroup.com](http://www.sandurgroup.com), BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The notice regarding completion of electronic dispatch of Postal Ballot Notice were published in all editions of Financial Express (English) and in Sanjevani (Kannada) newspapers, on Thursday, 21 December 2023.

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 Friday, 22 December 2023 and ended at 5.00 p.m. (IST) on Saturday, 20 January 2024**. Voting rights were reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 15 December 2023.

The Scrutinizer upon completion of the scrutiny of the votes casted through remote e-voting, submitted his report on Sunday, 21 January 2024. The summary of the voting results is as under:

Sl. No.	Particulars of Resolution	Type of Resolution	Votes casted in favour		Votes casted against	
			Nos	%	Nos	%
1	To increase Authorised Share Capital and consequent alteration of Capital Clause of the Memorandum of Association of the Company	Special Resolution	2,04,58,729	99.9998	48	0.0002

2	To adopt new Articles of Association of the Company for aligning with the provisions of Companies Act, 2013	Special Resolution	2,04,57,637	99.9990	198	0.0010
3	To approve issue of Bonus Shares to the equity shareholders of the Company	Ordinary Resolution	2,04,59,310	99.9998	48	0.0002

On the basis of the Scrutinizer's Report, Mohammed Abdul Saleem - Whole Time Director, 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 Saturday, 20 January 2024 as detailed hereunder:

**Resolution No. 1:**

**To increase Authorised Share Capital and consequent alteration of Capital Clause of the Memorandum of Association 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 ₹1,15,00,00,000/- (Rupees One Hundred and Fifteen Crore only) divided into 11,40,00,000 (Eleven Crore Forty Lakh) Equity Shares of ₹10/- each and 1,00,000 (One Lakh) 'B' Series 16% (or such other rate as may be permissible at law and agreed to by the Board of Directors) Redeemable Cumulative Preference Shares of ₹100/- each to ₹2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty 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 ₹2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty 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:**

**To adopt new Articles of Association of the Company for aligning with the provisions of Companies Act, 2013:**

**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and other applicable provisions of the Companies Act, 2013 (the Act), if any, read with the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded to adopt a new Articles of Association of the Company aligning with Table F of Schedule I of the Act, in place of the existing Articles of Association 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. 3:**

**To approve 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 190 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 ₹19,57,67,06,000/- (Rupees One Thousand Nine Hundred Fifty-Seven Crore Sixty-Seven Lakh Six Thousand only) a sum not exceeding ₹1,35,02,91,150/- (Rupees One Hundred Thirty Five Crore Two Lakh Ninety One Thousand One Hundred and Fifty 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 5 (Five) 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.

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