



The Sandur Manganese & Iron Ores Limited

Registered Office: Lakshmipur, Sandur - 583 119, Ballari Dist., Karnataka
CIN:L85110KA1954PLC000759 Website: www.sandurgroup.com
Telephone: +91 8395 260301 Fax: +91 8395 260473

NOTICE

Notice is hereby given that the Sixty-second Annual General Meeting of the Members of the Company will be held on Wednesday, 14th day of September 2016 at 11:00 A.M. at Golden Jubilee Hall, Sandur Residential School, Shivapur, Palace Road, Sandur - 583 119, to transact the following business:

ORDINARY BUSINESS

1. To consider, approve and adopt:
 - a. Audited Financial Statements of the Company for the financial year ended 31 March 2016 together with the reports of the Auditors and the Directors' thereon.
 - b. Audited Consolidated Financial Statements for the financial year ended 31 March 2016 together with the report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of U. R. Acharya (DIN: 00135676), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as may be amended from time to time, the Company hereby ratifies the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Bengaluru (ICAI Registration No. 008072S), as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors and the Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as may be amended from time to time, remuneration of ₹1,25,000/- and applicable taxes thereon apart from reimbursement of out of pocket expenses towards travelling, conveyance etc., payable to M/s. Kamalakara & Co., Cost Accountants (Firm Registration No. 000296), for conducting Cost Audit of the Cost Accounting Records for the financial year 2016-17, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified."

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE PROXIES SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF CORPORATES INCLUDING COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION OF THE BOARD OF DIRECTORS OR OTHER GOVERNING BODY.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015, the Register of Members and shares Transfer Books of the Company will be closed from Thursday, 8th September 2016 to Wednesday, 14th September 2016 (Both days inclusive).



3. Members holding shares in physical form and desirous of availing Electronic Clearance Services (ECS) for direct credit of dividend to their bank account are requested to provide their bank details in the Electronic Clearing Service (ECS) Mandate. In respect of shareholders holding shares in dematerialised form, bank details as furnished by their Depositories will be used for distribution of dividend through ECS.
4. Members are requested to quote their Folio Number / Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent / Depository Participant promptly.
5. Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company is sending the Annual Report electronically on email addresses registered with the Depositories / the Company's Share Transfer Agent. For others, the Company will continue to send the printed Annual Reports as usual. Shareholders wishing to receive the Annual Report in electronic mode are requested to provide their email address to the Company's Share Transfer Agent.
6. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors' Education and Protection Fund (IEPF) established by the Central Government. The unclaimed dividends and the relevant due dates for transfer of such amounts are as under:

| Financial Year | Unclaimed Dividend as on 30 April 2016 (in ₹) | Date of declaration | Due date for transfer to IEPF |
|-----------------------------|--|----------------------------|--------------------------------------|
| 2008-09 (Final dividend) | 1,41,955.50 | 25 September 2009 | 24 October 2016 |
| 2009-10 (Final dividend) | 1,40,730.00 | 29 September 2010 | 28 October 2017 |
| 2010-11 (Final dividend) | 2,91,000.00 | 10 September 2011 | 09 October 2018 |
| 2013-14 (Final dividend) | 2,10,318.00 | 27 September 2014 | 27 October 2021 |
| 2014-15 (Final dividend) | 2,49,069.00 | 19 September 2015 | 20 October 2022 |

Pursuant to the provisions of Section 205A and Section 205C of the Companies Act, 1956, the Company is required to transfer to the Investor Education and Protection Fund (IEPF), dividend remaining un-paid or un-claimed for a period of seven years from the date it became due for payment.

The Board had in its meeting held on 29 January 2009 declared an Interim Dividend for financial year 2008-09. The dividend remaining un-paid/un-claimed for 30 days from the date of declaration was transferred to un-paid dividend account.

In this context, seven years having lapsed from the date of transfer, the Company has transferred the amount of ₹1,33,331/- lying in the Unpaid Dividend Account to Investor Education and Protection Fund on 28 March 2016.

7. The route map showing directions to reach the venue of the 62nd Annual General Meeting is annexed.
8. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 amended by Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 62nd Annual General Meeting (AGM) through e-Voting Services provided by National Securities Depository Limited (NSDL).

The voting period begins on 10 September 2016 at 10:00 AM and ends on 13 September 2016 at 5:00 PM. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 7 September 2016, may cast their vote electronically.

The instructions for remote e-voting are as under:

- a. Log on to the e-voting website: www.evoting.nsd.com and Click on 'Shareholder-login'.



b. Enter following details in the appropriate boxes and click "SUBMIT":

| | Details |
|----------|--|
| User ID | For NSDL - 8 characters DP ID + 8 digits demat Client ID. For CDSL - 16 digits Beneficial Owner ID. For Physical - Registered Folio Number with the Company. |
| Password | Your unique password is either pasted as a sticker in the Annual Report or will be sent by email by NSDL/STA |

- c. After logging in the aforesaid details, the shareholders holding shares in physical form will be directed to the voting screen immediately. However, shareholders holding shares in demat logging in for the first time, will be required to mandatorily change their password in the new password field and may choose to enter their demographic details i.e date of birth, mobile number and email id. Change the password with new password of your choice with minimum 8 digits/ characters or combinations thereof. The shareholders are advised to remember the new password. The new password can be used for voting on future e-voting resolution(s) for 'The Sandur Manganese & Iron Ores Limited' or any other company in India.
- d. Home page of "e-voting" opens. Click on "e-voting":- Active Voting Cycles. Select the "Electronic Voting Event Number" (EVEN) of the 'The Sandur Manganese & Iron Ores Limited'.
- e. Now you are ready for "e-voting" as "Cast Vote" page opens. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- f. You can log in for any number of times till you have voted on all resolutions during the e-voting period. Once you have voted on a resolution, you will not be allowed to modify your vote.
- g. Those persons who have acquired the shares of the Company after the dispatch of the Notice and become members of the Company as on the cut-off date i.e. 7 September 2016 may obtain their login ID and password by sending their requests by email at evoting@nsdl.co.in with a copy marked to investors@sandurgroup.com.
- h. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the scrutinizer through e-mail at postalballot@sandurgroup.com with a copy marked to evoting@nsdl.co.in and investors@sandurgroup.com. File name of the scanned image should be "Corporate Name_EVEN". The documents can be sent before/immediately after casting the vote. However, in case the same do not reach before closure of voting, the vote so exercised will be rejected in the system.
- i. In case of queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at "downloads" section for www.evoting.nsdl.com or call on 022-2499 4600.
- j. E-voting period starts from 10 September 2016 at 10:00 am and ends on 13 September 2016 at 5:00 pm.
- k. The results shall be declared on or before 17 September 2016. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL immediately after the result is declared by the Chairman and communicated to the stock exchange.
9. In addition to the facility of remote e-voting, the Company shall also be providing the facility for voting at the venue of the Annual General Meeting, either through ballot or polling paper and shareholders attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
10. A Member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting. However, in case a shareholder exercises his voting right by casting his vote at the general meeting in addition to remote e-voting, then voting done through remote e-voting shall prevail and voting done at the general meeting will be treated as invalid. The Scrutinizer's decision on the validity of a voting at the general meeting/ e-voting shall be final.

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

Place : Bengaluru
Date : 28 May 2016

Md. Abdul Saleem
CS & CGM (Mines)



Additional information on director recommended for re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item no. 3

U. R. Acharya, born on 18 June 1953, is a graduate in metallurgical engineering from Regional Engineering College, Suratkal and a Post-graduate in Mechanical Engineering from Indian Institute of Science, Bangalore. He joined the Company on 4 March 1976 as an Executive Trainee at the Metal & Ferroalloy Plant and over the past four decades grown to the position of Director (Commercial). He has rich experience in functional areas of the Company, especially commercial operations entailing developing market for ferruginous low grade manganese ore in China and Japan, developing export market for glass epoxy copper clad laminates and micro circuits.

He is a Director on the Boards of Sandur Laminates Limited (SLL). He is a member of the Audit Committee of Sandur Laminates Limited.

He holds 2000 equity shares of the Company.

The Company looks forward to his continuance and his involvement in the Company's future plans especially, with regard to developing market potential for Solar Photovoltaic (PV) Modules as envisaged in the Draft Rehabilitation Scheme of the Sandur Laminates Limited, a company promoted by the Company as part of its diversification plans.

EXPLANATORY STATEMENT

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice.

Item no. 5

In terms of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its cost accounting records, audited by a cost auditor who shall be either a cost accountant or a firm of cost accountants, holding a valid certificate of practice under the provisions of Cost and Works Accountants Act, 1959.

Based on Audit Committee's recommendation to appoint M/s. Kamalakara & Co. as Cost Auditor for the financial year 2016-17, the Board of Directors has approved their appointment as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company at a remuneration of ₹1,25,000/- plus service tax and actual out-of-pocket expenses.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration as recommended by the Audit Committee and approved by the Board of Directors is required to be subsequently ratified by the shareholders.

M/s. Kamalakara & Co, have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous two years.

The Ordinary Resolution at Item 5 for ratification of their remuneration is proposed and accordingly commended for approval.

Interest of Directors, Key Managerial Personnel and their relatives

None of the Directors, Key Managerial Personnel or their relatives is/are, in any way, concerned or interested in this item.

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

Place : Bengaluru
Date : 28 May 2016

Md. Abdul Saleem
CS & CGM (Mines)



The Sandur Manganese & Iron Ores Limited

Registered Office: Lakshmipur, Sandur - 583 119, Ballari Dist., Karnataka

Addendum to the Notice dated 28 May 2016, convening 62nd Annual General Meeting of the Company to be held on Wednesday, the 14th day of September 2016 at 11:00 am at Golden Jubilee Hall, Sandur Residential School Campus, Palace Road, Sandur-583 119.

Attention of the members is invited to the Notice dated 28 May 2016 for 62nd Annual General Meeting of the Company, sent to all the shareholders. Notice is further given that the following items shall be included in the aforesaid notice as Item Nos. 6 & 7, which shall be read in tandem with the notice dated 28 May 2016:

SPECIAL BUSINESS:

ITEM No.6

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, K. V. Ramarathnam, (DIN – 00097892), who was appointed as an Additional Director of the Company with effect from 28 May 2016 and in respect of whom, the Company has received a special notice in writing, along with a deposit of Rupees One lakh, pursuant to the provisions of Section 160 of the said Act, from a member proposing the candidature of K. V. Ramarathnam for the office of Director, be and is hereby elected and appointed as a Non-Executive Director of the Company liable to retire by rotation.”

ITEM No.7

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, T. R. Raghunandan, (DIN - 03637265), who was appointed as an Additional Director of the Company with effect from 28 May 2016 and in respect of whom, the Company has received a special notice in writing, along with a deposit of Rupees One lakh, pursuant to the provisions of Section 160 of the said Act, from a member proposing the candidature of T. R. Raghunandan for the office of Director, be and is hereby elected and appointed as a Non-Executive Director of the Company liable to retire by rotation.”

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

Place : Bengaluru
Date : 6 August 2016

Md. Abdul Saleem
CS & CGM (Mines)