

The Sandur Manganese & Iron Ores Limited

Registered Office: 'SATYALAYA', Door No.266 (Old No.80), Ward No.1,
Behind Taluk 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

25 September 2019

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

Dear Sir / Madam,

Sub: Compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Submission of Voting Results along with Scrutiniser's Report

In compliance with provisions of Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we enclose herewith results of voting on resolutions set forth in Notice of National Company Law Tribunal convened meeting of Equity Shareholders of the Company held on 23 September 2019 along with Consolidated Scrutiniser's Report.

We request you to kindly to take the same on record and acknowledge the receipt.

Thanking you.

Yours faithfully
for The Sandur Manganese & Iron Ores Limited

Divya Ajith
Company Secretary &
Compliance Officer

Encl: A/a



Report of Scrutinizer-Consolidated

To,

Mr. J. R. Mehta

Chairman appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT), for the Meeting of the Equity Shareholders of The Sandur Manganese And Iron Ores Limited, pursuant to Company Application CA (CAA) NO. 45/BB/2019.

Dear Sir,

Sub: Consolidated report of Scrutinizer's Report on the results of Voting by way of Postal ballot, Remote E-voting and Voting at the Venue, in pursuance of directions issued by the Bengaluru Bench of Hon'ble National Company law Tribunal (NCLT)

I, V .Jayagopal, Practising Company Secretary, had been appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT), by its order dated 09th August, 2019 as "the Scrutinizer" for the purpose of scrutinizing the vote conducted at the Meeting held at Golden Jubilee Hall, Sandur Residential School, Palace Road, Shivapur, Sandur-583119 on Monday, the 23rd September, 2019 at 10:00 A.M, pursuant to the provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Equity Shareholders to the Scheme of Merger by and among Star Metallica and Power Private Limited ("Transferor Company") with The Sandur Manganese and Iron Ores Limited ("Transferee Company") and their respective members and Equity Shareholders ("the Scheme"), in terms of Notice dated 17th August, 2019, convening the said meeting.

I hereby submit my report as under:

1. The Equity Shareholders as on 09th August, 2019 were entitled to vote at the venue of the meeting on the resolution seeking their approval.
2. As on 09th August, 2019, there were **9,589 (Nine Thousand Five Hundred and Eighty Nine)** Equity Shareholders holding shares of nominal value of Rs.10 each amounting to **Rs.8,75,00,000/- (Eight Crore Seventy Five Lakh)** only who were entitled to vote in person or by proxy or by Authorised Representative at the venue of the meeting on the resolution seeking their approval.
3. The Company completed dispatch of Notice of the meeting along with the relevant annexure referred thereto, proxy form, attendance slips etc to the Equity Shareholders of the company on Wednesday, the 21st day of August, 2019 and has also published an advertisement in this regard in Form No. CAA 2, in **English Language** in "**Financial Express Newspaper**" and "**Sanjevaani**" in **Kannada language** in Newspaper on Thursday, **22nd day of August, 2019.**

1



4. In compliance with the order and provisions of section 230(4) read with section 110 of the act read with Rule 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, in accordance with regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 9 of Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI scheme circular"), the Transferee Company provided its shareholders the option to vote on the resolution approving the Scheme through E-Voting and additionally by way of Postal Ballot.
5. Remote E-Voting and Voting by way of Postal Ballot to facilitate voting by the Equity shareholders of the Company as at Cut-off date as on business hours on 9th August, 2019 commenced on Saturday, 24 August at 10:00 A.M and ended on Sunday, 22 September 2019 at 5:00 P.M.
6. Additionally, the Equity shareholders of the Company as at cut-off date 9th August, 2019, who had not voted wither by way of Remote E-Voting or Postal ballot earlier were allowed to vote by way of ballot form at the NCLT convened Meeting.
7. Pursuant to the provisions of the Companies act, 2013, I have unblocked the Remote E-voting results on NSDL E-Voting platform on 23rd September, 2019 at 11.15 P.M
8. We have relied on the information provided by Venture Capital and Corporate Investments Private Limited, the Registrar and Share Transfer Agent of the Company in relation to details regarding number of shares held and signature of shareholders.
9. As per the Order of the Hon'ble NCLT date 09th August, 2019 the quorum for the NCLT convened meeting of the Equity Shareholders is **35 (Thirty-Five)**.
10. The total number of Equity Shareholders at the NCLT convened Meeting of the shareholders were **57 (Fifty-Seven)**, who were present in person or proxy detailed as under:

Sl. No.	Category of shareholders present in person or in proxy	In Numbers	Numbers of equity shares held
1.	Promoter and Promoter Group (In person/ Authorised representative)	15	60,61,094
2.	Promoter and Promoter Group –Proxy	1	2,73,300
2.	Public (In person / Authorised representative)	40	11,599
3.	Proxy	1	85
	Total	57	63,46,078



V. Jayagopal

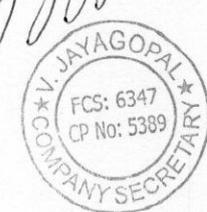
11. One empty ballot box kept for polling was locked in my presence with due identification mark placed by me.
12. After the conclusion of voting at the NCLT convened meeting, the locked ballot box was subsequently opened in my presence and in the presence of Mr. J. R. Mehta Chairperson appointed by the Hon'ble NCLT and the Ballot forms were diligently scrutinized.
13. The voting papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
14. I V. Jayagopal, Practising Company Secretary having COP No. 5389 hereby submit my consolidated report as under:

A. Details of Votes Cast by way of Remote e-voting, Postal ballot and Ballot form at the Hon'ble NCLT Convened Meeting with respect to the Resolution proposed in the Notice dated 17th August, 2019.

Resolution:

“RESOLVED THAT pursuant to Sections 230 and 232 of the Companies Act, 2013 (the ‘Act’) and Companies (Compromise, Arrangement and Amalgamation), Rule 2016 and the national Company Law Tribunal Rules 2016 (the ‘Rules’) and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Hon'ble national Company Law tribunal Bengaluru Bench and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Hon'ble Tribunal or other appropriate authorities, the Scheme of Amalgamation of Star Metallics and Power Private Limited with The Sandur Manganese & Iron Ores Limited in terms of the draft laid before the meeting and initialed by the Chairman for the purpose of identification, with the suggested modification in the Appointed Date from 1 April 2018 to 1 April 2019, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution.”

Particulars		No. of Members	No. of Shares
Votes Cast by way of Remote E-voting	A	75	6,65,810
Votes Cast by way of Postal Ballot	B	2	2
Votes Cast by way of Ballot form at NCLT Convened Meeting	C	57	63,46,078
Total Votes Cast	D	134	70,11,890
Less: Rejection of Votes cast by way of Remote E-voting	E	0	0
Less: Rejection of Votes on Postal Ballot	F	0	0
Less: Rejection of Votes cast by Ballot form at NCLT Convened Meeting	G	5	4,54,285
Total Rejections	H	5	4,54,285
Valid votes cast by way of Remote E-voting	A-E	75	6,65,810
Valid votes cast by way of Postal Ballot	B-F	2	2
Valid votes cast by Ballot form at NCLT Convened Meeting	C-G	52	58,91,793
Total Valid Votes	D-H	129	65,57,605

B. Reasons for Rejections

Particulars	No. of Members	No. of Shares
1. Rejection of Votes Cast by way of Remote E-voting	0	0
(i) Abstained from Voting		
Total(1)		
2. Rejection of Votes on Postal Ballot		
(i) Unsigned Postal Ballot Paper	0	0
(ii) Signature Not Tallied	0	0
(iii) Already voted through Remote e-voting	0	0
(iv) Vote Not Casted	0	0
(v) Voted both for and against	0	0
Total(2)		



V. Jayagopal

3. Rejection of Votes cast by Ballot form at Meeting		
(i) Voted through Postal Ballot	0	0
(ii) Not Voted	0	0
(iii) Voted through Remote e-voting	5	4,54,285
(iv) Voted for both For and Against	0	0
Total(3)	5	4,54,285
Total Rejections(1+2+3)	5	4,54,285

C. Total Number of votes in favour and/ or against the Resolution:

Particulars	Remote E-voting		Postal Ballot		Voting through Ballot form at the NCLT Convened meeting		Total	
	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares
Total Valid Votes	75	6,65,810	2	2	52	58,91,793	129	65,57,605
Total Votes cast in favour of the Resolution	71	6,64,900	0	0	52	58,91,793	123	65,56,693
Total Votes cast against the Resolution	4	910	2	2	0	0	6	912
Percentage (%) of Votes cast in favour	94.67	99.86	0	0	100	100	95.35	99.99
Percentage (%) of Votes cast against	5.33	0.14	100	100	0	0	4.65	0.01



V. Jayagopal

D. Total Number of votes in favour and/ or against the Resolution only Promoters & Promoters Group

Particulars	Remote E-voting		Postal Ballot		Voting through Ballot form at the NCLT Convened meeting		Total	
	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares
Total Valid Votes	3	4,53,420	0	0	14	58,81,759	17	63,35,179
Total Votes cast in favour of the Resolution	3	4,53,420	0	0	14	58,81,759	17	63,35,179
Total Votes cast against the Resolution	0	0	0	0	0	0	0	0
Percent age (%) of Votes cast in favour	100	100	NA	NA	100	100	100	100
Percent age (%) of Votes cast against	0	0	NA	NA	0	0	0	0



V. Jayagopal

E. Total Number of votes in favour and/ or against the Resolution only by Public

Particulars	Remote E-voting		Postal Ballot		Voting through Ballot form at the NCLT Convened meeting		Total	
	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares
Total Valid Votes	72	2,12,390	2	2	38	10,034	112	2,22,426
Total Votes cast in favour of the Resolution	68	2,11,480	0	0	38	10,034	106	2,21,514
Total Votes cast against the Resolution	4	910	2	2	0	0	6	912
Percentage (%) of Votes cast in favour	94.44	99.57	0	0	100	100	94.64	99.59
Percentage (%) of Votes cast against	5.56	0.43	100	100	100	100	5.36	0.41

Compliance with relevant provisions of the Companies act, 2013, Rules thereunder and Hon'ble NCLT order dated 09th August, 2019, in relation to voting in person/Postal Ballot or Remote E-voting or by proxy or by Authorised representative at NCLT convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in a fair and a transparent manner and render scrutinizer's report, based on report generated from electronic voting system provided by NSDL and a physical counting of votes by way of Postal Ballot papers and Ballot form at the meeting.



V. Jayagopal
V. JAYAGOPAL
 Practising Company Secretary
 C.O.P NO:5389

Place: Sandur
 Dated: 25.09.2019