

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 / 2024-25 / 106

24 March 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 / 2024-25 / 98 dated 18 February 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 (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 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 business as set out in the Postal Ballot Notice dated 14 February 2025 by passing Special Resolution, by means of remote e-voting process.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its 377th meeting held on 14 February 2025, 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 18 February 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, 14 February 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 Wednesday, 19 February 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 Saturday, 22 February 2025 and ended at 5.00 p.m. (IST) on Sunday, 23 March 2025**. Voting rights were reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 14 February 2025.

The Scrutinizer upon completion of the scrutiny of the votes cast through remote e-voting, submitted his report on Monday, 24 March 2025. 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 consider and approve the alteration of Articles of Association of the Company	Special Resolution	12,34,30,747	98.863	14,19,424	1.137

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 resolution contained in the Postal Ballot Notice as passed by the Members on Sunday, 23 March 2025 as detailed hereunder:

Resolution No. 1:

To consider and approve the alteration of Articles of Association of the Company:

***“RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), if any, read with the Rules made thereunder (including any statutory modifications or re-enactment thereof from time to time) and based on the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded for the alteration of Articles of Association (“AOA”) of the Company as under:*

Insertion of a new article:

80A - Subject to the provisions of the Act and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any lender out of any loans granted by bank, financial institution or any other person or so long as any lender continues to hold debentures in the Company by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee to the lender on behalf of any company remains outstanding, in the event of a default occurring under the relevant financing documents or any other agreement between the Company and the debenture trustees/ investors/ lenders (hereinafter referred to as “Stakeholders”), the Stakeholders shall have a right to appoint from time to time, any person or persons as a Director or Directors (hereinafter referred to as “Nominee Directors”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places and also fill any vacancy which may occur as a result of such director/s ceasing to hold office for any reason whatsoever; such appointment or removal shall be made in writing on behalf of the Stakeholder appointing such Nominee Director/s and shall be delivered to the Company at its registered office. The appointment, removal, rights, duties, liabilities and obligations of such Nominee Director shall be governed as provided for in the relevant financing documents or any other agreement executed between the Company and the Stakeholders.

***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.
