

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 / 33

22 July 2024

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 504918 / 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 / 24 dated 18 June 2024 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

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.09/2023 dated 25 September 2023 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 15 June 2024 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 vide resolution passed by circulation on 15 June 2024, 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 June 2024, 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 June 2024 (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 June 2024.

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 Thursday, 20 June 2024 and ended at 5.00 p.m. (IST) on Friday, 19 July 2024**. Voting rights were reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 14 June 2024.

The Scrutinizer upon completion of the scrutiny of the votes cast through remote e-voting, submitted his report on Monday, 22 July 2024. 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	Appointment of Anand Sen (DIN: 00237914) as a Director	Ordinary Resolution	12,51,01,066	99.9253	93,557	0.0747
2	Appointment of Anand Sen (DIN: 00237914) as an Independent Director	Special Resolution	12,51,00,828	99.9257	93,046	0.0743

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 Friday, 19 July 2024 as detailed hereunder:

Resolution No. 1:

Appointment of Anand Sen (DIN: 00237914) as a Director:

***“RESOLVED THAT** Anand Sen (DIN: 00237914), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15 May 2024 in terms of Section 161(1) of the Companies Act, 2013 (the Act) read with Article 81 of the Articles of Association of the Company, and whose appointment is recommended by the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.*

***RESOLVED FURTHER THAT** the Managing Director and Whole Time Director, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”*

The aforesaid resolution was passed as an Ordinary Resolution.

Resolution No. 2:

Appointment of Anand Sen (DIN: 00237914) as an Independent Director:

***“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors), Rules, 2014, relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) “SEBI (LODR)” Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Anand Sen (DIN: 00237914) who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to*

hold office for a period of five consecutive years commencing from 15 May 2024 to 14 May 2029 (both days inclusive).

RESOLVED FURTHER THAT *pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Anand Sen shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of an Independent Director under the Act and SEBI (LODR) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.*

RESOLVED FURTHER THAT *the Managing Director and Whole Time Director, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”*

The aforesaid resolution was passed as a Special Resolution.
