



Registered Office: 'SATYALAYA', Door No. 266 (Old No. 80), Ward No. 1
Behind Taluk Office, Sandur - 583119, Ballari District, Karnataka
CIN:L85110KA1954PLC000759; Website: www.sandurgroup.com
Telephone: +91 8395 260301 Fax: +91 8395 260473

Notice

Notice is hereby given that the 67th Annual General Meeting ("AGM") of the members of The Sandur Manganese & Iron Ores Limited (the "Company") will be held on Wednesday, the 22nd day of September 2021 at 11.00 a.m. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of financial statements

To consider and adopt audited financial statements of the Company for the financial year ended 31 March 2021, together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 - Re-appointment of H. L. Shah (DIN - 00996888) as director liable to retire by rotation

To re-appoint a Director in place of H. L. Shah (DIN - 00996888) who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 - Declaration of Final Dividend for the financial year 2020-21

To declare a Final Dividend on Equity Shares for the financial year ended 31 March, 2021.

SPECIAL BUSINESS

Item No. 4 - Ratification of remuneration payable to M/s. Kamalakara & Co, Cost Auditors of the Company for financial year 2021-22:

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 ₹ 2,25,000 (Rupees two lakh twenty-five thousand only) 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

for the financial year 2021-22, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified."

Item No. 5 - Re-appointment of G. P. Kundargi (DIN: 02256516) as an Independent Director

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **G. P. Kundargi (DIN: 02256516)**, who was appointed on 12 November 2016 and holds office of Independent Director for a term of five years up to 11 November 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 12 November 2021 till 11 November 2026.

RESOLVED FURTHER THAT the Managing Director, Director (Mines) and Company Secretary 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."

Place: Bengaluru
Date: 12 August 2021

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

Bijan Kumar Dash
Company Secretary and Chief Compliance Officer
Membership No: A 17222

Notes

1. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') in respect of the special business, is annexed hereto. Relevant details, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) "SEBI (LODR)" Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/re-appointment at this AGM are also annexed.
2. Pursuant to the General Circular issued by Ministry of Corporate Affairs (MCA), number 02/2021 dated 13 January 2021 and Securities Exchange Board of India (SEBI), number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and all the previous circulars (SEBI/HO/CFD/CMD1/CIR/P/2020/79) issued by SEBI and by MCA on 14/2020, 17/2020 and 20/2020 (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the said circulars, the AGM of the Company is being held through VC.
3. Pursuant to the Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 issued by the SEBI and Circular No.14/2020 dated 8 April 2020, issued by the MCA the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Bodies Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
7. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
8. The e-voting period commences on Sunday, 19 September 2021 (9:00 A.M. IST) and ends on Tuesday, 21 September 2021 (5:00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Wednesday, 15 September 2021 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.
9. Corporate members intending to authorise their authorised representatives to attend and vote at the meeting are requested to send a duly certified true copy of the board resolution, power of attorney or such other valid authorisation, authorising him/her to attend and vote at the meeting or upload on the VC portal/e-voting portal.
10. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and 171 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the

- members during the AGM. All documents referred to in the Notice will also be available on website of the Company i.e. www.sandurgroup.com for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 22 September 2021. Members seeking to inspect such documents can send an email to investors@sandurgroup.com.
12. Shareholders holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, 15 September 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in Demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e Wednesday, 15 September 2021 may follow steps mentioned in the Notice of AGM.
 13. In compliance with the aforementioned Circulars, the Annual Report of 2020-21, the Notice of the 67th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). Instructions for e-voting can also be accessed on the Company website at www.sandurgroup.com, website of BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing e-voting facility) i.e. www.evoting.nsdl.com.
 14. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, the Record date is fixed as Wednesday, 15 September 2021 and the Register of Members and Share Transfer Books of the Company will be closed from Thursday, 16 September, 2021 to Wednesday, 22 September, 2021 (both days inclusive) for determining entitlement of members to final dividend for the financial year ended 31 March 2021, if approved at the AGM and for the purpose of this AGM.
 15. We urge members to support the green initiative in line with our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's Registrar and Share Transfer Agent (RTA), Venture Capital and Corporate Investments Private Limited at investor.relations@vccipl.com to receive copies of the Annual Report 2020-21 in electronic mode.
 16. In accordance with the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nomination in respect of the equity shares held by them. Member holding shares in physical mode and desirous of making nomination may submit duly filled Nomination Form - Form SH-13 to VCCIP, RTA of the Company. Member holding shares in electronic mode may contact their respective Depository Participants for availing the nomination facility.
 17. In line with directions of the SEBI, the Company through its RTA is required to collect copy of Income Tax Permanent Account Number (PAN), and Bank Account details of all securities holders holding securities in physical form. Accordingly, members are advised to provide Bank Account details (Name of Bank, Branch, Bank Account Number, MICR and IFSC) along with original cancelled cheque bearing your name or copy of bank passbook /statement attested by the bank along with self-attested copy of PAN for updating Company records.
 18. Members are requested to quote their Folio Number/ Client ID, in all correspondence and intimate any change, pertaining to their name, postal address, email address, telephone/ mobile numbers, mandates, nominations, bank details to the Share Transfer Agent / Depository Participant promptly.
 19. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. 1 April 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by Wednesday, 15 September 2021 (upto 7:00 P.M. IST). For the detailed process, please visit website of the Company <https://www.sandurgroup.com>, 'Communication on Tax Deduction on Dividend'.
 20. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, 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 mentioned in Directors Report.

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21. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.
22. The Board has appointed T. Sathya Prasad Yadav, Practicing Advocate as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, NSDL, and RTA and will also be displayed on the Company's website, www.sandurgroup.com. The results shall also be displayed on the notice board at the Registered Office of the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 19 September, 2021 at 9:00 A.M. (IST) and ends on Tuesday, 21 September, 2021 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 15 September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being 15 September, 2021.

E Voting instructions

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

In terms of SEBI Circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in Demat mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat Accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store
  Google Play



Individual Shareholders holding securities in Demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in Demat mode) login through their depository participants

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

Manner of holding shares i.e. demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your Demat Account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat Account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to postalballot@sandurgroup.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 or send a request to email id: evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please submit duly filled and signed updation form, along with details such as folio, name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at investors.relations@vccipl.com and info@vccilindia.com. Shareholders can download the updation form through the link <https://www.sandurgroup.com/doc/Stake/Updation-FORM.pdf>.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the RTA at investors.relations@vccipl.com and info@vccilindia.com. If you are an Individual shareholder holding securities in DEMAT mode, you

are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode.

3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at investors@sandurgroup.com on or before 05:00 P.M. IST on Monday, 20 September 2021. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The same will be replied by the company suitably. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Facility of joining AGM through VC/OAVM mode shall be open 15 minutes before and after the scheduled time of the commencement of the Meeting and will be available for members on first come first serve basis.

Annexure

(Refer Item Nos. 2 and 5 of the Notice of AGM)

Details of Directors seeking re-appointment at the Annual General Meeting

Information required to be furnished in compliance with Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided hereunder:

I.	Name of Director	H.L. Shah (DIN - 00996888)	G. P. Kundargi (DIN-02256516)
II	Date of Birth	25 November 1953	15 August 1956
III	Date of Appointment	27 May 2019	12 November 2016
IV	Qualifications	Graduate from N. M. College of Commerce & Economics, Mumbai. Qualified Chartered Accountant from 'The Institute of Chartered Accountants in England and Wales' (ICAEW) and is an associate member of ICAEW. A fellow Member of 'The Institute of Chartered Accountants of India'.	B. Sc. (Chemistry) degree from Karnataka University, and an M. Tech (Mineral Processing) degree from Nandihalli Post Graduation Centre, Gulbarga University.
V	Experience	H. L. Shah has a rich experience of 38 years with A. F. Ferguson & Co. / Deloitte India of which he has served 30 years as a Partner. He joined the Firm in September 1981 and retired on 31 March 2019. During this period, he has gained all round experience in managing all aspects of professional practice. He possesses a vast experience in Audit and Assurance function and has served Indian and Multinational clients (both small and large, listed and unlisted) covering industries such as Automobiles & Auto Ancillaries, Information Technology, Engineering, Power, Pharmaceuticals, Telecommunication, Fertilizers & Petrochemicals etc. He has exposure to Euro Issues, Indian Public Offerings, Due Diligence, Corporate Governance, etc	G.P Kundargi, aged about 65 years holds a Master Degree in Mineral Processing from Karnataka University. He is the former Chairman and Managing Director of MOIL Limited (formerly Manganese Ore India Limited). He was associated with MOIL Limited, a Central Public-Sector Enterprise (CPSE) under the Ministry of Steel, from 27 October 1999 to 31 August 2016, in various roles from Sr. Deputy General Manager to Chairman and Managing Director, wherein he handled all areas of operations including Production and has experience in all areas of corporate management of a large CPSE.
VI	Expertise in specific functional areas	Audit and Assurance function, Euro Issues, Indian Public Offerings, Due Diligence, Corporate Governance.	Metal Mining (both opencast and underground), Mineral Processing, Research and Technical Operations, Planning, Mine safety, Mining Lease Matters, technical, projects and personnel
VII	*Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nava Bharat Ventures Limited. Member of Stakeholders Relationship Committee

Notice

VIII	Relationships between directors inter-se	None	None
IX	Shareholding	Nil.	Nil

*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Place: Bengaluru
Date: 12 August 2021

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

Bijan Kumar Dash
Company Secretary and Chief Compliance Officer
Membership No: A 17222

Explanatory statement under Section 102 and Section 110 of the companies act, 2013

ITEM NO. 4

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, the Board of Directors has in its meeting held on 28 June, 2021 accorded its approval for appointment of M/s. Kamalakara & Co., as Cost Auditor for the financial year 2021-22, at a remuneration of ₹ 2.25 lakh plus applicable taxes and reimbursement of 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 been conducting audit of Company's cost records since 2012-13.

The Ordinary Resolution at Item No. 4 for ratification of their remuneration is proposed and accordingly, recommended for member's approval.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

ITEM NO. 5

G. P. Kundargi holds a Master Degree in Mineral Processing from Gulbarga University. He is the former Chairman and Managing Director of MOIL Limited (formerly Manganese Ore India Limited), . He was associated with MOIL Limited, a Central Public-Sector Enterprise (CPSE) under the Ministry of Steel, from 27 October 1999 to 31 August 2016, in various roles from Sr. Deputy General Manager to Chairman and Managing Director, wherein he handled all areas of operations including Production and has experience in all areas of corporate management of a large CPSE. His areas of specialization include Metal Mining (both opencast and

underground), Mineral Processing, Research and Technical Operations, Planning, Mine safety, Mining Lease Matters, technical, projects and personnel.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, G. P. Kundargi was co-opted as an Additional Director on the Board with effect from 12 November 2016 and regularised in the 63rd Annual General Meeting of the Company for a term of 5 years. He holds office of Independent Director up to 11 November 2021.

Declaration has been received from G. P. Kundargi that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. In the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and is independent of the management. G. P. Kundargi possesses relevant expertise and experience from which the Company stands to immensely benefit.

In accordance with the provisions of sub-sections (10) and (11) of Section 149 of the Companies Act, 2013 and Regulation 25(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an independent director can hold office for a term upto five consecutive years on the Board of a company and be eligible for reappointment for another term of up to five consecutive years on passing of a special resolution by the Company.

In view of the aforementioned provisions, it is proposed to appoint G. P. Kundargi as an Independent Director, for the second term of five consecutive years from 12 November 2021 till 11 November 2026. It is further brought to the attention of the shareholders that in accordance with the provisions of sub-section (13) of Section 149 of the Companies Act, 2013, G. P. Kundargi would not be liable to retire by rotation at the annual general meetings.

Copy of the letter for appointment of G. P. Kundargi as an Independent Director setting out terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours.

Notice

G. P. Kundargi, does not hold any shares in the Company. He is a Chairman of Audit Committee of the Board of Directors of the Company. Apart from the directorship in the Company he is also a Director in Nava Bharat Ventures Limited and Member of Stakeholders Relationship Committee

He is not related to any of the Directors on the Board of the Company.

The Board recommends the Special Resolution at Item No. 5 for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives is/are, in any way, concerned or interested in this item, except G. P. Kundargi, who is interested in this resolution relating to him.

Place: Bengaluru
Date: 12 August 2021

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

Bijan Kumar Dash
Company Secretary and Chief Compliance Officer
Membership No: A 17222