

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

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

13 June 2022

Dear Sir / Madam,

***Sub: Announcement under Regulation 30 of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal
Ballot Notice***

Ref: Company Code: 504918

Pursuant to the provisions of Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed copy of Postal Ballot Notice along with Explanatory Statement dated 11 June 2022, seeking approval of the Members of the Company for re-appointment of Jagadish Rao Kote (DIN: 00521065) as an Independent Director of the Company by way of Special Resolution through Postal Ballot by remote e-voting process ("e-voting").

In compliance with General Circulars Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 read with other relevant circulars including General Circular No. 3/2022 dated 5 May 2022 issued by MCA, Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 read with other relevant circulars including SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 issued by the SEBI, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CSDL") and whose e-mail addresses are registered with the Company/Depositories as on **Friday, 10 June 2022 ("cut-off date")**.

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, Ballari District
Tel: +91 8394 244450 / 244335



The Company has engaged the services of NSDL for facilitating remote e-Voting to enable the Members to cast their votes electronically. The remote e-Voting period shall commence from 9.00 a.m. (IST) on Saturday, 18 June 2022 and ends at 5.00 p.m. (IST) on Sunday, 17 July 2022. The remote e-Voting module shall be disabled by NSDL thereafter. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e. 10 June 2022, shall cast their vote electronically. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.

Members whose email address is not registered with the Company/Depositories, may register the same on or before 5.00 p.m. (IST) on Wednesday, 13 July 2022 to receive this Postal Ballot Notice by completing the process for registration of email address as given in the Postal Ballot Notice.

This Postal Ballot Notice will also be available on the Company's website www.sandurgroup.com and on the website of NSDL at www.evoting.nsdl.com.

We request you to kindly take the same on record.

Thanking you,

Yours Sincerely,

for The Sandur Manganese & Iron Ores Limited


Bijan Kumar Dash
Company Secretary & Chief Compliance Officer



Encl: A/a



THE SANDUR MANGANESE & IRON ORES LIMITED

CIN: L85110KA1954PLC000759

Regd. Office: 'Satyalaya' Door No.266 (Old No.80), Ward No 1, Behind Taluk Office,
Sandur - 583119, Ballari District, Karnataka

Tel: +91 8395 260301 Fax: +91 8395 260473

Email: secretarial@sandurgroup.com Website: www.sandurgroup.com

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') including any statutory modification(s) or re-enactments thereof, for the time being in force, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') as amended from time to time, Secretarial Standard -2 on General Meetings ('the SS-2'), General Circulars Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 read with other relevant circulars including General Circular No. 3/2022 dated 5 May 2022 issued by MCA (collectively referred to as 'MCA Circulars'), Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 read with other relevant circulars including SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 issued by the SEBI (collectively referred to as 'SEBI Circulars'), that the resolution as set out hereunder is proposed for approval of the Members of The Sandur Manganese & Iron Ores Limited ('the Company') as Special Resolution, through Postal Ballot by voting through electronic means ('remote e-voting') only.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts, is appended to this Postal Ballot Notice for your consideration.

In compliance with the MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

In accordance with the provisions of the MCA Circulars, the Company has made necessary arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company vide its resolution passed on 11 June 2022, 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 provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, the SS-2, MCA Circulars and SEBI Circulars, the Company has provided remote e-voting facility only, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility. The instructions for remote e-voting forms part of this Postal Ballot Notice.

Members are requested to record their assent (FOR) or dissent (AGAINST) through remote e-voting which commences from 9.00 a.m. (IST) on Saturday, 18 June 2022 and ends at 5.00 p.m. (IST) on Sunday, 17 July 2022. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit the report to the Chairman of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot along with the Scrutinizer's Report shall be declared and communicated to BSE Limited, where the Company shares are listed on or before Tuesday, 19 July 2022 by the Chairman or any person authorized by him. The same will be displayed on the website of the Company at www.sandurgroup.com, the website of NSDL at www.evoting.nsdl.com and on the website of BSE Limited at www.bseindia.com. The resolution, if approved, will be taken as having been passed effectively on the last date of remote e-voting, i.e., Sunday, 17 July 2022.

SPECIAL BUSINESS:

Resolution No. 1

Re-appointment of Jagadish Rao Kote (DIN: 00521065) as Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company for re-appointment, Jagadish Rao Kote (DIN: 00521065), Independent Director of the Company, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a term of five consecutive years commencing from 27 May 2022 to 26 May 2027, not liable to retire by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.

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.”

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

Sd/-
Bijan Kumar Dash
Company Secretary & Chief Compliance Officer
Membership No: 17222

Place: Bengaluru
Date: 11 June 2022

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal set out in resolution no. 1 is annexed herewith.
2. In compliance with MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, 10 June 2022 ('cut-off date').

3. If your email address is not registered with the Company/Depositories, you may register the same on or before 5.00 p.m. (IST), Wednesday, 13 July 2022 to receive this Postal Ballot Notice by completing the process for registration of email address as given under point no. 18 of this Postal Ballot Notice.
4. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ Company to enable servicing of notices/ documents and other communications electronically to their email address in future.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company has provided remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are provided as a part of this Postal Ballot Notice.
6. As per the MCA Circulars and SEBI Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through remote e-voting only. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.
7. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. A copy of this Postal Ballot Notice is available on the website of the Company at www.sandurgroup.com, the website of NSDL at www.evoting.nsdl.com and on the website of BSE Limited at www.bseindia.com.
9. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.sandurgroup.com.
10. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 10 June 2022. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
11. The remote e-voting will commence on 9.00 a.m. (IST) on Saturday, 18 June 2022 and ends at 5.00 p.m. (IST) on Sunday, 17 July 2022. During this period, members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
12. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
13. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investors@sandurgroup.com from their registered e-mail addresses mentioning their

names, folio numbers/DP ID and Client ID, between the period Monday, 13 June 2022 to Sunday, 17 July 2022.

14. The Board of Directors of the Company has appointed T. Sathya Prasad Yadav, Practicing Advocate, as the Scrutinizer, to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner. He has communicated his willingness for this appointment.
15. The Scrutinizer will submit his report to the Chairman or any person duly authorised after the completion of scrutiny, and the result of the voting by postal ballot through remote e-voting process will be announced by the Chairman or any person duly authorised, on or before Tuesday, 19 July 2022. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
16. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.sandurgroup.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
17. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, 17 July 2022 i.e., the last date specified for receipt of votes through the e-voting process.

18. Process for those shareholders whose email address are not registered with the depositories for procuring user id and password and registration of email address 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 ISR-1 form, along with details such as folio, name of shareholder, email address self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to RTA at investors.relations@vccipl.com and info@vccipl.com. Shareholders can download the updation form through the link <https://www.vccipl.com/sebipdf/Form%20ISR-1.pdf>.
2. In case shares are held in electronic mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name of the shareholder, client master list to RTA at investors.relations@vccipl.com and info@vccipl.com only for temporary registration of E-mail address for the receipt of the notice. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (i) in point no. 19 of this Postal Ballot Notice i.e., **Login method for e-voting 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.

19. Instructions for remote e-voting:





Step 1: Access to NSDL e-voting system

i. Login method for individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their DPs</p>	<p>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.</p>

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

ii. Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.
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.	<p>EVEN Number followed by Folio Number registered with the Company</p> <p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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’.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) 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.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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, PAN, name and registered address.
 - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. 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.
2. Select “EVEN” of company which is 120100 for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or 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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
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/Corporate 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 the 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under "e-Voting" tab in their login.
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 <https://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 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

EXPLANATORY STATEMENT:

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

Resolution No. 1 - Re-appointment of Jagadish Rao Kote (DIN: 00521065) as Independent Director of the Company:

Jagadish Rao Kote was appointed as an Additional Director designated as an Independent Director of the Company under the provisions of the Companies Act, 2013, with effect from 27 May 2019 and was regularised vide resolution passed by the Members at the 65th Annual General Meeting held on 21 September 2019. As per the said resolution, the term of appointment of Jagadish Rao Kote was for a period of three consecutive years with effect from 27 May 2019 to 26 May 2022.

The Board, based on the recommendation of the Nomination and Remuneration Committee and excellent rating assigned to Jagdish Rao Kote, Independent Director in the Board, during performance evaluation for the year 2021-22, proposed to re-appoint him as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 27 May 2022 to 26 May 2027, at its meeting held on 18 May 2022, subject to approval of Members by special resolution. The Board considers that his continued association would be beneficial to the Company. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing proposing the candidature of Jagadish Rao Kote for the office of Director.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment for a second term on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

Jagadish Rao Kote has consented to continue to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, Jagadish Rao Kote has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20 June 2018, issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Jagadish Rao Kote is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has also confirmed the compliance of Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Jagadish Rao Kote would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he is a Member. In addition, he would be entitled to

commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

In the opinion of the Board of Directors, Jagadish Rao Kote is a person of integrity, fulfils the conditions specified in the Act and the rules made thereunder read with the provisions of Listing Regulations as amended and is independent of the management.

The draft letter of appointment of Jagadish Rao Kote setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investors@sandurgroup.com.

The information pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Postal Ballot Notice.

Except Jagadish Rao Kote, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution at Item No. 1 for approval of the Members by way of a Special Resolution.

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

Sd/-
Bijan Kumar Dash
Company Secretary & Chief Compliance Officer
Membership No: 17222

Place: Bengaluru
Date: 11 June 2022

ANNEXURE A

Details of Directors seeking re-appointment

(In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Jagadish Rao Kote
DIN	00521065
Date of Birth	15 May 1957
Age	65 years
Date of first appointment on Board	27 May 2019
Qualifications and Expertise in specific functional areas	<p>Jagadish Rao Kote holds a B. Tech degree in Electronics and Communications from Mysore University, where he secured first rank. He was the recipient of the Kirloskar Memorial Award for being an outstanding student. He completed his M. Tech degree in Industrial Electronics. He is also a fellow member of the Institute of Cost and Management Accountants of India, and has completed the professional level of the examination conducted by the Institute of Company Secretaries of India. He is currently pursuing his Doctoral studies in Power systems under Visvesvaraya Technological University.</p> <p>He is a result-oriented technocrat with over 35 years of industrial and techno-managerial experience in the areas of strategic planning, project management, embedded systems design engineering and electronic designs. He is currently associated with a reputed college of engineering in Bengaluru, as a professor.</p>
Directorships held in other companies	Nil
Membership/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Remuneration sought to be paid	No remuneration other than sitting fee and profit related commission
Remuneration last drawn	Sitting fees of Rs.2,60,000/- and profit related commission of Rs.25,00,000/- only.
Number of shares held in the Company	Nil
Number of meetings of the Board attended during the year	2
