



T. Sathya Prasad Yadav

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ADVOCATE

A.P/2495/2004

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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To,
The Chairman,
The Sandur Manganese and Iron Ores Limited,
Regd. Office: Satyalaya Door No.266 (Old No.80),
Ward No 1 Behind Taluk Office,
Sandur, Ballari, Karnataka - 583119.

Dear Sir,

I, T. Sathya Prasad, Advocate (A.P/2495/2004), having office at No.3A, A.A Residency, 10th Cross, Vasanth Nagar, Bangalore, Karnataka - 560001, duly appointed as Scrutinizer by the Board of Directors of **The Sandur Manganese and Iron Ores Limited** ('the Company') for the purpose of scrutinizing the e-voting prior to the 69th Annual General Meeting ('remote e-voting') and electronic voting ('e-voting') at the 69th Annual General Meeting held on Wednesday, September 20, 2023 at 11:00 A.M. held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), hereby furnish my Report to you.

1. The notice dated August 03, 2023, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are

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registered with the Company/ Depositories, in compliance with the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular Number 20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023.

2. The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting and e-voting at the Annual General Meeting for the resolutions proposed in the Notice of 69th Annual General Meeting. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for votes cast in "favour" or "against" the resolutions proposed in the Notice convening the 69th Annual General Meeting of the Company.
3. The e-voting facility both for remote e-voting and e-voting at the AGM were provided by National Securities Depository Limited (NSDL):
4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 9.00 A.M. (IST) on Sunday, September 17, 2023 and ended at 5.00 P.M. (IST) on Tuesday, September 19,

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2023. Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

5. The Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by NSDL at the AGM.
6. The Members holding Equity Shares as on the "cut-off date" i.e., the Wednesday, September 13, 2023 were entitled to vote on the Resolutions proposed in the Notice calling the 69th Annual General Meeting.
7. After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on September 20, 2023 at 3:00 P.M., in presence of two witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.
8. Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of NSDL i.e., www.evoting.nsdl.com and based on such reports.
9. The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under:

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ORDINARY BUSINESS:

Item No.1: ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	116	21103047	9	76077	125	21179124	99.999
Dissent	1	5	Nil	Nil	1	5	0.001
Total	117	21103052	9	76077	126	21179129	100.000

Item No.2: ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	116	21103047	9	76077	125	21179124	99.999
Dissent	1	5	Nil	Nil	1	5	0.001
Total	117	21103052	9	76077	126	21179129	100.000

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Item No. 3: DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	118	21110027	9	76077	127	21186104	99.999
Dissent	1	5	NIL	NIL	1	5	0.001
Total	119	21110032	9	76077	128	21186109	100.000

Item No. 4: RE-APPOINTMENT OF T. R. RAGHUNANDAN (DIN: 03637265) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	106	21033727	9	76077	115	21109804	99.640
Dissent	12	76285	NIL	NIL	12	76285	0.360
Total	118	21110012	9	76077	127	21186089	100.000

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SPECIAL BUSINESS:

**Item No. 5: RATIFICATION OF REMUNERATION PAYABLE TO M/S. KAMALAKARA & CO.,
COST AUDITOR OF THE COMPANY FOR FINANCIAL YEAR 2023-24:**

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	116	21109446	9	76077	125	21185523	99.997
Dissent	3	586	NIL	NIL	3	586	0.003
Total	119	21110032	9	76077	128	21186109	100.000

Item No. 6: RE-APPOINTMENT OF LATHA PILLAI (DIN: 08378473) AS AN INDEPENDENT DIRECTOR:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	116	21109373	9	76077	125	21185450	99.997
Dissent	3	659	NIL	NIL	3	659	0.003
Total	119	21110032	9	76077	128	21186109	100.000



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10. Based on the foregoing, the Resolution Nos. 1, 2, 3, 4, 5 and 6 in respect of 69th Annual General Meeting may be deemed to have been **passed by requisite majority**.

11. All the relevant records relating to remote e-voting and related documents are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking you,

Sathya Prasad Yadav Tekumatla

Advocate

Reg. No.: AP/2495/2004

Place: Bangalore

Date: -September 22, 2023

