



The Sandur Manganese & Iron Ores Limited

CIN: L85110KA1954PLC000759

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

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 Sections 108, 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 (the Rules) [including any statutory modification(s) or re-enactments thereof, for the time being in force], Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) "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 (collectively referred to as "MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with other relevant circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 issued by SEBI (collectively referred to as "SEBI Circulars"), that the resolutions as set out hereunder is proposed for approval of the Members of The Sandur Manganese & Iron Ores Limited (the Company) through Postal Ballot by voting through electronic means (remote e-voting) only.

The explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts, is appended to the Postal Ballot Notice.

In compliance with the MCA Circulars and SEBI Circulars, the Postal Ballot Notice is being sent through electronic mode only, to those Members whose e-mail address is 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 the Postal Ballot process.

In accordance with the provisions of the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Therefore, the Members whose e-mail address is not registered, shall register the same by following the procedure set out in the notes to Postal Ballot Notice.

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 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, 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 the 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 Thursday, 20 June 2024 and ends at 5.00 p.m. (IST) on Friday, 19 July 2024**. Remote e-voting shall be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer shall submit the report to the Chairman of the Company, or any other person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting. The results of Postal Ballot along with Scrutinizer's Report shall be declared and communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the Company shares are listed on or before Tuesday, 23 July 2024. The same shall be displayed on the website of the Company at www.sandurgroup.com, the website of NSDL at www.evoting.nsdl.com and on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The resolutions, if approved, shall be taken as having been passed effectively on the last date of remote e-voting, i.e., Friday, 19 July 2024.

SPECIAL BUSINESSES:

Item No. 1:

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

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

“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, 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.”

Item No. 2:

Appointment of Anand Sen (DIN: 00237914) 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, 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, 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.”

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

Sd/-

Mohammed Abdul Saleem
Whole Time Director, Company Secretary &
Compliance Officer
DIN: 00061497
ICSI Membership No: F5218

Place: Bengaluru
Date: 15 June 2024

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating out all material facts and the reasons for the proposal set out in Item Nos.1 and 2 is annexed hereto. The relevant details pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and SS-2, in respect of Director seeking appointment is also annexed. Requisite declarations have been received from Director seeking appointment.
2. In compliance with MCA Circulars and SEBI Circulars, this Postal Ballot Notice, along with explanatory statement, is being sent only through electronic mode to all those Members whose e-mail address is registered with the Company/ Depositories as on Friday, 14 June 2024 (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) on Monday, 15 July 2024 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 address is requested to keep their email address validated with their Depository Participants/ the Company to enable servicing of notices/ documents and other communications electronically to their email address in future.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of SEBI (LODR) Regulations, 2015, SS-2, the MCA Circulars and SEBI 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 Members through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
8. A copy of this Postal Ballot Notice is available on the website of the Company at www.sandurgroup.com, website of NSDL at www.evoting.nsdl.com and websites of BSE and NSE at www.bseindia.com and www.nseindia.com respectively.
9. Subsequent to 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 at 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 Members **as on Friday, 14 June 2024**. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
11. The remote e-voting shall commence on **9.00 a.m. (IST) Thursday, 20 June 2024 and ends at 5.00 p.m. (IST) on Friday, 19 July 2024**. 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 shall be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
12. Once the vote on the resolutions is cast by the Member, the Member shall not be allowed to change these subsequently.

13. All documents referred to in the Postal Ballot Notice shall 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 e-voting period. Members desirous of inspecting the documents referred to in the Notice and explanatory statement may send their requests to investors@sandurgroup.com from their registered e-mail address mentioning their names, folio numbers/ DP ID and Client ID, between the period from Thursday, 20 June 2024 to Friday, 19 July 2024.
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 shall submit Scrutinizer's 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 shall be announced by the Chairman or any person duly authorised, on or before Tuesday, 23 July 2024. The Scrutinizer's decision on the validity of 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 Stock Exchanges, where the equity shares of the Company are listed.
17. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, 19 July 2024 i.e., the last date specified for receipt of votes through the e-voting process.
- 18. Process for those Members 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:**

- (i) In case shares are held in physical mode, please submit duly filled and signed Form ISR-1, along with details such as folio, name of Member, email address, self-attested scanned copy of PAN card and a self-attested scanned copy of Aadhar Card by email to RTA at investor.relations@vccipl.com and info@vccipl.com. Members can download the updation form through the link <https://www.vccipl.com/sebipdf/Form%20ISR-1.pdf> or <https://www.sandurgroup.com/downloads/Form-ISR-1.pdf>.
- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name of the shareholder, client master list or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to RTA at investor.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.**
- (iii) Alternatively, Members 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

A. Login method for e-voting 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual shareholders (holding securities in demat mode) login through their depository participants</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.</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 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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

B. Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

Step 1: How to login to NSDL e-voting website?

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 shall be 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 shall be 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 shall be 101456001***

5. Password details for Members 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 shall mandate to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - 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.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you click on "Login" button.
9. After you click on the "Login" button, home page of e-voting shall 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 the Company i.e., 128869 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/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 resolutions, you will not be allowed to modify your vote.

General guidelines for Members:

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. 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 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 : 022 - 4886 7000 or send a request to Vice President, NSDL at evoting@nsdl.co.in.

EXPLANATORY STATEMENT:

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

Item Nos. 1 and 2:

The Board at its meeting held on 15 May 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Anand Sen (DIN: 00237914) as an Additional Director on the Board of the Company under the provisions of Section 161 of the Act, with effect from 15 May 2024. Further, he was also 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), subject to Members approval, in accordance with the provisions of Section 149 read with Schedule IV of the Act and relevant provisions of SEBI (LODR) Regulations, 2015.

Anand Sen has consented to act as an Independent 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 SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, he 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 Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated 20 June 2018, issued by BSE Limited and National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Anand Sen is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has also confirmed that he is compliant with 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. The Board at its meeting held on 15 May 2024 perused the declarations and affirmed the same. Further, the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director pursuant to Section 160 of the Act.

Anand Sen 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, Anand Sen is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of SEBI (LODR) Regulations, 2015 as amended from time to time and is independent of the management. Being a valuable resource and having rich experience, the Board considers that his association would be beneficial to the Company and intends to get the support of Anand Sen as an Independent Director.

The letter of appointment of Anand Sen 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 profile, specific areas of expertise and experience and other relevant information pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and SS-2, is given at 'Annexure A' to this Notice.

The Members may note that as per Section 161 of the Act, an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further as per Regulation 17(1)(C) of SEBI (LODR) Regulations,

2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board recommends the resolution as set out in Item No.1 for approval of the Members as an Ordinary Resolution and Item No. 2 for approval of the Members as a Special Resolution.

Except Anand Sen, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said resolutions.

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

Sd/-

Mohammed Abdul Saleem
Whole Time Director, Company Secretary &
Compliance Officer
DIN: 00061497
ICSI Membership No: F5218

Place: Bengaluru
Date: 15 June 2024

ANNEXURE A

(Refer Item Nos.1 and 2 of the Notice of Postal Ballot)

Details of Director seeking appointment

[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	Anand Sen
DIN	00237914
Category of Director	Non-Executive Independent Director
Date of Birth	17 September 1959
Age	64 years
Date of first appointment on Board	15 May 2024
Qualifications	Metallurgical & Minerals Engineering from IIT Kharagpur. Postgraduate Diploma in Business Management from IIM Kolkata. Executive MBA from CEDEP at INSEAD, France.
Expertise in specific functional areas	Anand Sen is a strategic visionary with a keen understanding of international markets, he brings extensive experience in driving growth, fostering innovation, and optimizing operations. He is recognized for building high-performance teams and implementing transformative strategies that enhance profitability and shareholder value. He is a dynamic and results-driven leader with a proven track record of driving global organizations to unprecedented success.
Experience	Anand Sen has over four decades of experience, primarily within the Tata Group. His extensive experience encompasses diverse areas including Marketing and Sales, Strategy and Business Leadership, Operations, Maintenance, Technology, Supply Chain, and Projects. His leadership extends beyond Tata Steel, having chaired several Tata companies such as Tata Steel Processing & Distribution, Tayo Rolls, and NatSteel. He notably served as the Managing Director of Tata International Limited for a period of over two years. He has also served on the boards of Tata Bluescope, Tinplate Company of India, Jamshedpur Continuous Annealing & Processing, and Bhushan Steel.
Directorships held in other companies (excluding foreign, private and Section 8 companies)	Tayo Rolls Limited (under Corporate Insolvency Resolution Process)
Membership/ Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Tayo Rolls Limited
Name of listed entities from which the person has resigned in the past three years	Nil

Inter-se relationship with other Directors and Key Managerial Personnel	None
Remuneration sought to be paid	No remuneration other than sitting fee and profit related commission.
Remuneration last drawn	NA as he was appointed with effect from 15 May 2024.
Shareholding in the Company including shareholding as a beneficial owner	Nil
Number of meetings of the Board attended during the year	NA as he was appointed with effect from 15 May 2024.
Terms and conditions of appointment	As detailed out in Item Nos.1 and 2 of explanatory statement of the Notice.
In the case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The skills and capabilities required for the role of Independent Director has been defined the Nomination and Remuneration Committee and Board, in context of the Company's business.</p> <p>The Nomination and Remuneration Committee and Board reviewed domain skills, professional experience and industry exposure of Anand Sen, Independent Director and concluded that he fulfils the skills/ expertise/ competencies required in the context of the Company's business, to discharge his role as an Independent Director of the Company.</p>
