

The Sandur Manganese & Iron Ores Limited

(An ISO 9001:2015; ISO 14001:2015 and 45001:2018 certified company)
CIN: L85110KA1954PLC000759; Website: www.sandurgroup.com

REGISTERED OFFICE

'SATYALAYA', No.266
Ward No.1, Palace Road
Sandur – 583 119, Ballari District
Karnataka, India
Tel: +91 8395 260301/ 283173-199
Fax: +91 8395 260473



CORPORATE OFFICE

'SANDUR HOUSE', No.9
Bellary Road, Sadashivanagar
Bengaluru – 560 080
Karnataka, India
Tel: +91 80 4152 0176 - 79 / 4547 3000
Fax: +91 80 4152 0182

SMIORE / SEC / 2024-25 / 49

27 August 2024

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai - 400 001

Scrip Code: 504918 / Symbol: SANDUMA

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G

Bandra-Kurla Complex

Mumbai - 400 051

Symbol: SANDUMA

Dear Sir/Madam,

Sub: Notice of 70th Annual General Meeting, Cut-off Date and Book Closure Dates

This is to inform that 70th Annual General Meeting (AGM) of Members of the Company will be held on Wednesday, 18 September 2024 at 11:00 a.m. (IST) through Video Conferencing/Other Audio-Visual Means (VC/OAVM) to transact the businesses as set forth in the Notice annexed herewith.

Please be informed that the Company is providing e-voting facility to its Members in respect of resolutions to be passed at the AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide e-voting facility. The e-voting period commences from 9.00 a.m. (IST) on Sunday, 15 September 2024 and ends at 5.00 p.m. (IST) on Tuesday, 17 September 2024 for the Members to cast their vote electronically. The Company has fixed **Wednesday, 11 September 2024** as the '**Cut-off Date**' for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the AGM.

Pursuant to provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 12 September 2024 to Wednesday, 18 September 2024 (both days inclusive) for the purpose of this AGM and for determining the entitlement of Members to dividend for the financial year ended 31 March 2024, if approved at the AGM.

Stock Exchanges are requested to take the same on record.

Thank you

for The Sandur Manganese & Iron Ores Limited

Bahirji Ajai Ghorpade

Managing Director

DIN: 08452844

Encl: A/a

MINES OFFICE: Deogiri - 583112, Sandur Taluk, Ballari District
Tel: +91 8395 271025 / 28 / 29 / 40; Fax: +91 8395 271066

PLANT OFFICE: Metal & Ferroalloy Plant, Vyasankere, Mariyammanahalli – 583 222, Hosapete Taluk, Vijayanagara District
Tel: +91 8394 244450 / 244335

Notice

Notice is hereby given that 70th Annual General Meeting (AGM) of the Members of The Sandur Manganese & Iron Ores Limited (the Company) will be held on Wednesday, the 18th day of September 2024 at 11.00 a.m. (IST) through Video Conferencing/Other Audio-Visual Means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESSES:

1. Adoption of Audited Standalone Financial Statement:

To receive, consider and adopt audited standalone financial statement of the Company for the financial year ended 31 March 2024, together with the Reports of the Board of Directors and the Auditors thereon.

2. Adoption of Audited Consolidated Financial Statement:

To receive, consider and adopt audited consolidated financial statement of the Company for the financial year ended 31 March 2024, together with the Report of the Auditors thereon.

3. Declaration of Dividend for the financial year ended 31 March 2024:

To declare dividend of ₹1 per Equity Share of face value of ₹10 each for the financial year ended 31 March 2024.

4. Re-appointment of Mohammed Abdul Saleem (DIN: 00061497) as Director, liable to retire by rotation:

To re-appoint a director in place of Mohammed Abdul Saleem (DIN: 00061497) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

5. Ratification of remuneration payable to M/s. Kamalakara & Co., Cost Auditor of the Company for the financial year 2024-25:

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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors, the Members of the Company do hereby ratify the remuneration of ₹3 lakh (Rupees Three Lakh only) plus applicable taxes thereon, apart from reimbursement of out of pocket expenses in

actuals towards travelling, conveyance etc., payable to M/s. Kamalakara & Co., Cost Accountants (Firm Registration No.000296) who are re-appointed by the Board of Directors as Cost Auditor, for conducting the audit of cost records maintained by the Company for the financial year 2024-25.

RESOLVED FURTHER THAT the Managing Director and Chief Financial Officer & Chief Risk Officer be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

6. Approval for payment of ex-gratia amounting to ₹5 crore to Mohammed Abdul Saleem (DIN: 00061497), Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 17(6) and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Audit Committee, Nomination and Remuneration Committee and approval of the Board of Directors, the Members of the Company do hereby approve the ex-gratia payment of ₹5 crore (Rupees Five Crore only) to Mohammed Abdul Saleem (DIN: 00061497), Director of the Company in recognition of his services and contribution to the Company over the last 19 years, which will be in addition to other benefits such as provident fund, gratuity, superannuation fund etc., that he will be entitled to under various statutory provisions and the policies of the Company.

RESOLVED FURTHER THAT the Managing Director and Chief Financial Officer & Chief Risk Officer be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

7. Approval for remuneration to be paid to Mohammed Abdul Saleem (DIN: 00061497), Non-Executive Director of the Company for availing services in his professional capacity:

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

“RESOLVED THAT pursuant to the provisions of Sections 188, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Regulation 17(6) and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Article 75 of Articles of Association of the Company and based on the recommendation of the Audit Committee, Nomination and Remuneration

Committee and approval of the Board of Directors, the Members of the Company do hereby approve the remuneration to be paid to Mohammed Abdul Saleem (DIN: 00061497), Non-Executive Director of the Company for availing services in his professional capacity either as a Practicing Company Secretary, Advocate, Insolvency Professional or as a Consultant, based on the requirements of the Company, as may be deemed fit by the Managing Director, for an aggregate amount not exceeding ₹1 crore (Rupees One Crore only) per annum apart from reimbursement of out of pocket expenses in actuals and applicable taxes.

RESOLVED FURTHER THAT the Managing Director and Chief Financial Officer & Chief Risk Officer be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

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

Bahirji Ajai Ghorpade
Managing Director
DIN: 08452844

Place: Bengaluru
Date: 5 August 2024

Notes

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out material facts concerning the business under Item Nos.5 to 7 of the Notice, is annexed hereto. The relevant details pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Annual General Meeting (AGM) are also annexed.
2. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 5 May 2020 read with other relevant circulars including General Circular No. 09/2023 dated 25 September 2023 (collectively referred to as MCA Circulars) and SEBI vide its 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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023 read with other relevant circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 (collectively referred to as SEBI Circulars), has permitted the holding of the AGM through Video Conferencing/ Other Audio Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, Listing Regulations, MCA and SEBI Circulars, 70th AGM of the Company is being conducted through VC/OAVM on Wednesday, the 18th day of September 2024 at 11.00 a.m. (IST). The deemed venue for 70th AGM shall be the Registered Office of the Company at 'Satyalaya', Door No. 266 (Old No. 80), Behind Taluka Office, Ward No. 1, Palace Road, Sandur - 583 119, Ballari District, Karnataka.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote on behalf of the Members shall not be available for this AGM and hence Attendance Slip and Proxy Form are not attached to this Notice. However, the Corporates/Institutional Members 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 Act.
5. Members can join the AGM in the VC/OAVM mode 15 minutes prior 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/OAVM in accordance with the MCA Circulars and SEBI Circulars, the route map is not attached to this Notice.
7. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members and Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution and Authority Letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to sathya_acs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
8. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM 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.
9. In line with the MCA Circulars and SEBI Circulars, the Notice along with Annual Report for financial year 2023-24 is being sent to all the Members whose email address is registered with the Company/ Depository Participants (DPs) unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report to those Members who request the same at investors@sandurgroup.com mentioning their Folio No./DP ID and Client ID from their registered email address.
10. Members may note that the Notice of AGM has been uploaded on the website of the Company at www.sandurgroup.com. The Notice can also be accessed from the websites of BSE Limited (BSE) and National Stock Exchange of India Limited

- (NSE), the Stock Exchanges where the Company's shares are listed at www.bseindia.com, www.nseindia.com and on the website of National Securities Depository Limited (NSDL) [agency for providing the remote e-voting facility] at www.evoting.nsdl.com.
11. As per the provisions of Clause 3.A. II. of the General Circular No. 20/2020 dated 5 May 2020 issued by MCA, the matters of Special Business as appearing at Item Nos.5 to 7 of the Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
 12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 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 be available 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., 18 September 2024. Members seeking to inspect such documents can send an email to investors@sandurgroup.com by mentioning their name and Folio No./DP ID and Client ID from their registered email address.
 13. **Record Date, Book Closure and Dividend:**
 - (a) The record date is fixed as Wednesday, 11 September 2024 and the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 12 September 2024 to Wednesday, 18 September 2024 (both days inclusive) for the purpose of this AGM and for determining the entitlement of Members to dividend for the financial year ended 31 March 2024, if approved at the AGM.
 - (b) The dividend of ₹1 per Equity Share of face value of ₹10 each (10%), if declared at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Monday, 23 September 2024, as under:
 - (i) To all the beneficial owners as of the close of business hours on Wednesday, 11 September 2024, as per the list of beneficial owners to be furnished by NSDL and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
 - (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Wednesday, 11 September 2024.
 14. Members are urged to support the green initiative in line with our commitment to environmental protection by choosing to receive the Company's communications through email. Members holding shares in demat mode, who have not registered their email address are requested to register their email address with their respective Depository Participants and Members holding shares in physical mode are requested to update their email address 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 2023-24 in electronic mode.
 15. In accordance with the provisions of Section 72 of the Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, 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 in Form SH-13 appended at the end of this Annual Report, to RTA of the Company. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The forms can be downloaded from the website of the Company at <https://www.sandurgroup.com/others> or website of RTA at <https://www.vccipl.com>. Members holding shares in electronic mode may contact their respective Depository Participants for availing the nomination facility.
 16. Members are requested to quote their Folio No./DP ID and Client ID, in all correspondence and intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, mandates, nominations, bank details:
 - (a) For shares held in electronic form - to their Depository Participants;
 - (b) For shares held in physical form - to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 as amended from time to time. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17 November 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and Nomination details.
 17. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f., 1 April 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed
- The Company has sent communication to the Members in this regard.

NOTICE

rates in the Income Tax Act, 1961 (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, 11 September 2024 before 5.00 p.m. (IST). For the detailed process, please visit website of the Company <https://www.sandurgroup.com/agm-postal-ballots>, 'Communication to shareholders regarding Tax on Dividend, Update of Bank Account and Other Details'.

18. SEBI vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) has mandated that with effect from 1 April 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e., the details of PAN, choice of nomination, contact details, mobile number, complete bank details and specimen signatures are registered. In case of non-updation of PAN or choice of nomination or contact details or mobile number or bank account details or specimen signature in respect of physical folios, dividend/interest etc. shall be paid upon furnishing all the aforesaid details in entirety.
19. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA, latest by Wednesday, 11 September 2024, to receive the dividend on time:
 - (a) Form ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and following details relating to the bank account in which the dividend is to be received:
 - i. Name of Bank and Bank Branch;
 - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11-digit IFSC Code;
 - iv. 9-digit MICR Code.
 - (b) Copy of cancelled cheque bearing the name of the first holder, in case shares are held jointly;
 - (c) Self-attested copy of the PAN Card;
 - (d) Self-attested copy of any document (such as AADHAR Card, Driving License, Voter Identity

Card, Passport) in support of the address of the Member as registered with the Company;

- (e) Form ISR-2 duly filled signed. The signature of holders should be attested by the bank manager; and
- (f) Form SH 13 - Nomination form or ISR-3 to opt out from Nomination.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed dividend account, exchange of securities certificate, subdivision of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, on the website of the Company's RTA at <https://www.vccipl.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31 July 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4 August 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/145 dated 11 August 2023, has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the Company/RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login> and the same can also be accessed through the Company's website at <https://www.sandurgroup.com/online-dispute-resolution>.

22. As per Regulation 40 of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities of listed companies shall be effected only in dematerialised form with effect from 1 April 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA, for assistance in this regard.
23. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote.
24. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company/RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to keep their demat accounts active. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
26. Pursuant to the provisions of Section 124(5) of the Act, 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 Investors Education and Protection Fund (IEPF) established by the Central Government. The unclaimed/unpaid dividends and the relevant due dates for transfer of such amounts are mentioned in the Board's Report.
27. Members are requested to note that the shares in respect of unclaimed/unpaid dividends which are not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company 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. Members who have not encashed the dividend warrant(s) from financial year 2016-17 onwards, may forward their claims to the Company/RTA before 18 October 2024, to avoid any transfer of dividend or shares to the IEPF Authority. Members, whose unclaimed dividends/shares have been transferred to IEPF, may write to the Company/RTA for advising the procedure for claiming the dividends/shares from IEPF Authorities. On the shareholder/claimant compiling with the procedure advised and submitting the required documents, the Company shall issue Entitlement Letter. Members can submit the Entitlement Letter along with Form IEPF-5 and other required documents as mentioned at www.iepf.gov.in and claim their shares from IEPF Authority.
28. SEBI vide its Circulars has mandated furnishing of PAN, address with PIN code, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Members are requested to update their PAN, KYC and nomination details with the Company/RTA.
29. In line with directions of SEBI, the Company through RTA is required to collect PAN, KYC and nomination details from Members. A form capturing these details is appended at the end of this Annual Report. Alternatively, the form can be downloaded from the website of the Company at <https://www.sandurgroup.com/others> or website of RTA at <https://www.vccipl.com>. The duly filled form along with supporting documents may be sent to the Company's RTA at their address Venture Capital and Corporate Investments Private Limited, "Aurum", Door No. 4-50/P-II/57/4F & 5F, Plot No. 57, 4th & 5th Floors, Jayabheri Enclave Phase-II, Gachibowli, Hyderabad - 500 032. Alternatively, Members may submit duly filled, complete set of scanned documents with e-sign through email. Please note that documents received only from the registered email address of the Members shall be considered. The documents received from email address of brokers and third parties shall not be considered.
30. Effective 1 January 2022, Grievance Redressal/Service Requests can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios.
31. Members seeking any information with regard to financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before 5.00 p.m.(IST) on Monday, 16 September 2024 through email on investors@sandurgroup.com. The same will be replied by the Company suitably.

Voting through Electronic Means:

1. In compliance with Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the 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

NOTICE

email address is provided in the instructions for e-voting section which forms part of this Notice.

- The e-voting period commences from 9.00 a.m. (IST) on Sunday, 15 September 2024 and ends at 5.00 p.m. (IST) on Tuesday, 17 September 2024. During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e., Wednesday, 11 September 2024 may cast their votes electronically. The e-voting module will be disabled by NSDL thereafter. 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.
- Instructions for e-voting can also be accessed on the Company's website at www.sandurgroup.com, websites of BSE and NSE at www.bseindia.com, www.nseindia.com respectively and on the website of NSDL (agency for providing e-voting facility) at www.evoting.nsdl.com.
- The Board at its meeting held on 5 August 2024 has appointed T. Sathya Prasad Yadav, Practicing Advocate as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- Members holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after sending the Notice through email and holding shares as of the cut-off date i.e., Wednesday, 11 September 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company/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 the vote. If you forgot the password, you can reset it 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, 11 September 2024 may follow steps mentioned in the Notice.
- The Scrutinizer shall submit report to the Chairman of the Company (Chairman) or any other person authorized by the Chairman after completion of the scrutiny of e-voting (votes casted during the AGM and votes casted through remote e-voting), but not later than two working days from conclusion of the AGM.
- The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and RTA and also be displayed on the Company's website at www.sandurgroup.com. The results to also be displayed on the notice board at the Registered Office, Head Office and Corporate Office of the Company.
- Subject to the requisite number of votes, the resolutions forming part of the Notice of AGM shall be deemed to be passed on the date of the AGM i.e., Wednesday, 18 September 2024.

Instructions to Members for remote e-voting and joining meeting are as under:

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

i. 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 address in their demat accounts in order to access e-voting facility.

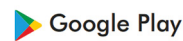
Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	1. 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 and voting during the meeting.

Type of shareholders	Login Method
----------------------	--------------

- 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.jsp>.
- 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 (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 and 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



- | | |
|--|--|
| Individual shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 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 and password. 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 or joining virtual meeting and voting during the meeting. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers. |
|--|--|

NOTICE

Type of shareholders	Login Method
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 and 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.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.

ii. 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:

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 address is registered in your demat account or with the company, your "initial password" is communicated to you on your email address. 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 address is not registered, please follow steps mentioned below in **process for those shareholders whose email address 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 and join meeting on NSDL e-voting system**
- How to cast your vote electronically and join meeting 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., 130007 for which you wish to cast your vote during the remote e-voting period and casting your vote during the meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 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 resolution, you will not be allowed to modify your vote.

General guidelines for Members for voting on the resolutions:

1. Corporate/Institutional Members (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 email to sathya_acs@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional Members (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.

NOTICE

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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Vice President, NSDL at evoting@nsdl.co.in.

Process for those Members whose email address is not registered with the RTA/ 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 Form ISR-1, 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 the Company's RTA at investor.relations@vccipl.com and info@vccipl.com. Shareholders can download the updation form through the links <https://www.vccipl.com/sebipdf/Form%20ISR-1.pdf> or <https://www.sandurgroup.com/downloads/Form-ISR-1.pdf>.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DPID + Client ID 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 the Company's RTA at investor.relations@vccipl.com and info@vccipl.com only for temporary registration of email 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 **Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode**.
3. Alternatively, Member may send an email request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

Instructions for Members for e-voting on the day of the AGM:

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, 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 shall be eligible to attend the AGM. However, they shall 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:

1. Members shall be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same 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 Meeting"** menu against the 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.
2. Members are encouraged to join the meeting through laptop for better experience.
3. 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 a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending a request mentioning their name, demat account number/folio number, email address, mobile number at investors@sandurgroup.com on or before 5.00 p.m. (IST) on Monday, 16 September 2024. 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.
6. Those Members 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 prior and after the scheduled time of the commencement of the meeting and will be available for Members on first come first served basis.
8. In case of technical assistance for attending the AGM, you may contact NSDL on toll free no.: 022-4886 7000 and 022-2499 7000 or send a request to Vice President, NSDL at evoting@nsdl.co.in.

Explanatory Statement pursuant to Section 102 of the Act

Item No.5

Ratification of Remuneration payable to M/s. Kamalakara & Co., Cost Auditor of the Company for the financial year 2024-25:

In terms of provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain Cost Audit records and have the same 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 recommendation of the Audit Committee, the Board of Directors at its meeting held on 5 August 2024 accorded its approval for appointment of M/s. Kamalakara & Co., as Cost Auditor for the financial year 2024-25, at a remuneration of ₹3 lakh (Rupees Three Lakh only) plus applicable taxes thereon, apart from reimbursement of out-of-pocket expenses in actuals towards travelling, conveyance etc.

Pursuant to the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 as amended, the remuneration as recommended by the Audit Committee and approved by the Board of Directors is required to be subsequently ratified by the Members.

M/s. Kamalakara & Co. has vast experience in the field of cost audit and has been conducting audit of the Company's cost records since 2012-13.

The Board recommends the remuneration payable to Cost Auditor, as set out in the Item No. 5 for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No.6

Approval for payment of ex-gratia amounting to ₹5 crore to Mohammed Abdul Saleem (DIN: 00061497), Director of the Company:

Mohammed Abdul Saleem joined the Company on 1 September 2005. The Board of Directors at its meeting held on 28 October 2005 took note of his appointment as Company Secretary of the Company with effect from 1 January 2006, pursuant to the provisions of Section 383A of the Companies Act, 1956 read with Article 174 of the Articles of Association of the Company, as his predecessor Company Secretary N. S. Lakshmanan was

retiring from service on 31 December 2005. Further, pursuant to the provisions of Clause 47 of the Listing Agreements with the Bombay Stock Exchange and the Bangalore Stock Exchange, the Board appointed Mohammed Abdul Saleem to be the Compliance Officer of the Company.

The Company was sick and being rehabilitated under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 by the Hon'ble Board for Industrial & Financial Reconstruction (BIFR), and Mohammed Abdul Saleem, in addition to being a Company Secretary, being a law graduate, was entrusted with the responsibility of handling all legal matters and was also authorized by the Board to represent the Company before various judicial and quasi-judicial authorities.

Considering his personal involvement in representing the Company before the Customs, Excise & Service Tax Appellate Tribunals (CESTAT) at Chennai and Mumbai and getting favorable orders in long pending litigations, assisting senior advocates like Udaya Holla and D. L. N Rao in matters before the Hon'ble High Court of Karnataka and senior advocates like Fali S. Nariman and T. R. Andhyarujina in matters before the Hon'ble Supreme Court of India (SC), Mohammed Abdul Saleem was entrusted with the responsibility of representing the Company before the Karnataka Lokayukta, Joint Team and the Central Empowered Committee (CEC) constituted by the SC. Thereafter, at the advice of Founder Patron and the then Chairman Emeritus M. Y. Ghorpade, he was transferred to Mines Unit as Chief General Manager (Mines) while continuing to shoulder responsibilities of legal and secretarial departments.

Mohammed Abdul Saleem has been taking care of mining matters for more than a decade and has represented the Company before all investigating agencies like Crime Investigation Department (CID) at Bengaluru, Special Investigation Team (SIT) of Karnataka Lokayukta, Central Bureau of Investigation (CBI) at Ballari, Bengaluru and Chennai, Enforcement Directorate (ED) at Goa and other departmental investigations of Mines & Geology, Forest etc., resulting in the Company getting classified into Category 'A' and adjudged to have not been involved in any illegalities. The Company was also able to get favourable orders from Hon'ble High Court of Karnataka and the Hon'ble Supreme Court of India in all the matters taken up by the Company.

The Board, at its meeting held on 14 February 2020 co-opted Mohammed Abdul Saleem as a Director on the Board and designated him as Director (Mines) of the Company with effect from 1 April 2020, which was subsequently approved by the shareholders of the Company. Later, he was re-appointed as Whole Time

Director designated as Director (Mines) by the Members at its 68th Annual General Meeting of the Company held on 28 September 2022, for a tenure of three years from 1 October 2022 to 30 September 2025. Further, the Board, at its meeting held on 8 November 2023, re-designated Mohammed Abdul Saleem as Whole Time Director, Company Secretary & Compliance Officer of the Company with effect from 21 November 2023.

Mohammed Abdul Saleem's efforts in coordinating with various authorities in the State, Centre, and the Committees constituted by the SC and also representing before the SC resulted in resumption of mining operations of the Company from 24 January 2013 (which were earlier suspended by the SC by Order dated 29 July 2011) and the Company is now able to increase its iron ore production from 0.74 to 4.50 Million Tonnes Per Annum (MTPA), manganese ore from 0.187 to 0.582 MTPA and also achieve its production targets as per the approvals obtained from time to time.

During his tenure, Mines have participated and secured various prizes at the state level competitions on safety, environment protection etc., and also secured 5 Star Rating from the Ministry of Mines, National Safety Award from Ministry of Labour and Mines Safety Award from Directorate General of Mines Safety at the national level.

Consequent to retirement of several senior technical officers of the Company during the last seven years, there has been a gap, and it is felt appropriate to strengthen the Company with recruitment of Technical Officers at various levels and relieve Mohammed Abdul Saleem from the responsibilities being shouldered by him.

Accordingly, the Board, based on the recommendation of Nomination and Remuneration Committee, relieved Mohammed Abdul Saleem from the position of Whole Time Director, Company Secretary & Compliance Officer (Key Managerial Personnel) of the Company and redesignated him as Non-Executive Director of the Company with effect from 5 August 2024. Further, based on the recommendation of Nomination and Remuneration Committee and Audit Committee, the Board accords its approval for payment of ex-gratia amounting to ₹5 crore (Rupees Five Crore only) in recognition of his services and contribution to the Company over the last 19 years, which will be in addition to other benefits such as provident fund, gratuity, superannuation fund etc., that he will be entitled to under various statutory provisions and the policies of the Company.

The Board recommends the approval for payment of ex-gratia amounting to ₹5 crore paid to Mohammed Abdul Saleem (DIN: 00061497), Director of the Company, as set out in the Item No.6 for approval of the Members as a Special Resolution.

Except Mohammed Abdul Saleem 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 said resolution.

Item No.7

Approval for remuneration to be paid to Mohammed Abdul Saleem (DIN: 00061497), Non-Executive Director of the Company for availing services in his professional capacity:

In view of Item No.6 of the Explanatory Statement, the Members may note that it will be in the interest of the Company to avail services of Mohammed Abdul Saleem in his professional capacity either as a Practicing Company Secretary, Advocate, Insolvency Professional or Consultant.

Article 75 of the Articles of Association of the Company states that if any Director be called upon to perform extra services or special exertions or efforts, the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board subject to the provisions of the Act, and such remuneration may be in addition to his remuneration above provided.

As per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (the Rules), the Company cannot enter into a transaction, where such transaction to be entered into is for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding ₹2.5 lakh as mentioned in clause (f) of sub-section (1) of Section 188 of the Act, except with the prior approval of the Company by resolution. Further, as per the provisions of Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Board of Directors shall recommend all fees or compensation, if any, paid to non-executive directors and shall require approval of shareholders in general meeting.

Accordingly, the Board at its meeting held on 5 August 2024, based on the recommendation of Nomination and Remuneration Committee and Audit Committee, accorded its approval to the Company to avail services of Mohammed Abdul Saleem (DIN: 00061497), Non-Executive Director, in his professional capacity either as a Practicing Company Secretary, Advocate, Insolvency Professional or Consultant, based on the requirements of the Company, as may be deemed fit by the Managing Director, for an aggregate amount not exceeding ₹1 crore (Rupees One Crore only) per annum apart from reimbursement of out of pocket expenses in actuals and applicable taxes, subject to Members approval.

NOTICE

The disclosures required under Rule 15(3) of the Rules, as amended from time to time, is as follows:

Name of the Related Party	Mohammed Abdul Saleem
Name of the director or key managerial personnel who is related, if any	None
Nature of relationship	Non-Executive Director
Nature, material terms, monetary value and particulars of the contract or arrangement	Availing services of Mohammed Abdul Saleem in his professional capacity either as a Practicing Company Secretary, Advocate, Insolvency Professional or Consultant, based on the requirements of the Company, as may be deemed fit by the Managing Director, for an aggregate amount not exceeding ₹1 crore (Rupees One Crore only) per annum, apart from reimbursement of out of pocket expenses in actuals and applicable taxes.
Any other information relevant or important for the members to take a decision on the proposed resolution	-

The Board recommends the approval for remuneration to be paid to Mohammed Abdul Saleem (DIN: 00061497), Non-Executive Director of the Company for availing services in his professional capacity, as set out in the Item No.7 for approval of the Members as a Special Resolution.

Except Mohammed Abdul Saleem 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 said resolution.

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

Place: Bengaluru
Date: 5 August 2024

Bahirji Ajai Ghorpade
Managing Director
DIN: 08452844

Annexure A

(Refer Item No.4 of the Notice)

Details of Directors seeking appointment/re-appointment at the AGM

[Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of the Director	Mohammed Abdul Saleem
DIN	00061497
Category of Director	Non-Executive Director
Date of Birth	28 April 1974
Age	50 years
Date of first appointment on Board	1 April 2020
Qualifications	B. Com and LLB from Osmania University. Fellow Member of the Institute of Company Secretaries of India.
Expertise in specific functional areas	Mohammed Abdul Saleem has rich and diverse knowledge in legal, secretarial and mining laws.
Experience	Mohammed Abdul Saleem has over 27 years of professional experience, of which more than 24 years was in senior management and key managerial positions. He initially worked in the accounts department of a proprietorship firm for three years, followed by six years in a listed public limited company in the ferroalloy and power sectors. He joined the Company as a Company Secretary on 1 September 2005 and was handling both secretarial and legal matters. He was promoted and redesignated as Company Secretary & Chief General Manager (Mines) with effect from 1 September 2013 and was entrusted with the responsibilities of taking care of secretarial, legal and mining operations. He was later redesignated as Vice President (Mines) and relieved from the responsibilities of Company Secretary from 1 April 2018. He was appointed as a Whole Time Director on the Board of the Company, designated as Director (Mines) with effect from 1 April 2020. He was given additional charge as Company Secretary & Compliance Officer with effect from 21 November 2023, thereby redesignating him as Whole Time Director, Company Secretary & Compliance Officer of the Company. The Board, based on the recommendation of Nomination and Remuneration Committee, relieved Mohammed Abdul Saleem from the position of Whole Time Director, Company Secretary & Compliance Officer (Key Managerial Personnel) of the Company and redesignated him as Non-Executive Director of the Company with effect from 5 August 2024.

As a Company Secretary and Law graduate, he has handled secretarial functions, legal matters, and represented the Company in various legal forums. He played a pivotal role during the investigations being carried out by Hon'ble Karnataka Lokayukta, Crime Investigation Department (CID), Central Bureau of Investigation (CBI), Enforcement Directorate (ED), Special Investigation Team etc., into the alleged illegal mining in the state of Karnataka and established that there were no illegalities on the part of the Company and the Company was classified into Category 'A' mining lease. His contributions include streamlining mining operations, ensuring compliance, and promoting sustainable development, leading to the Company's mining leases receiving Five Star Ratings for nine consecutive years from the Ministry of Mines. Under his tenure, the Company has received the Vishwakarma Rashtriya Puraskar and the National Safety Award (Mines) for 2017. His perseverance has resulted in the Company getting all requisite approvals for enhancing iron ore production from 1.60 to 4.50 Million Tonnes Per Annum (MTPA) and manganese ore production from 0.286 to 0.582 MTPA. His extensive experience, commitment, and expertise have been instrumental in the Company's growth and sustainability.

NOTICE

Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
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	Amount not exceeding ₹1 crore (Rupees One Crore only) per annum apart from reimbursement of out of pocket expenses in actuals and applicable taxes, for availing services in professional capacity, in addition to payment of sitting fees and commission.
Remuneration last drawn	The remuneration paid for the financial year 2023-24 is ₹251.15 lakh (including commission of ₹25 lakh).
Shareholding in the Company including shareholding as a beneficial owner	4,444 shares as on the date of Notice.
Number of meetings of the Board attended during the year	7 out of 7 meetings held
Terms and conditions of re-appointment	Re-appointment in terms of Section 152(6) of the Act.
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	Not Applicable

Key Details of 70th Annual General Meeting at a Glance

Sr. No.	Particulars	Details
1	Day, date and time of AGM	Wednesday, 18 September 2024 at 11.00 a.m. (IST)
2	Mode of AGM	Through Video Conferencing/Other Audio-Visual Means (VC/OAVM)
3	Participation through VC/OAVM	Members can join the AGM in the VC/OAVM mode 15 minutes prior and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
4	Technical Assistance for VC Participation	Contact NSDL on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.com .
5	Submission of Questions/ Queries before AGM	Questions with regard to financial statements or any other matter to be placed at 70 th AGM can be submitted from registered email address on investors@sandurgroup.com before 5.00 p.m. (IST) on Monday, 16 September 2024.
6	Speaker Pre-Registration	On or before 5.00 p.m. (IST) on Monday, 16 September 2024. Members may register themselves as a speaker by sending a request mentioning their name, demat account number/folio number, email address, mobile number at investors@sandurgroup.com .
7	Dividend details	Rate: 10% i.e., ₹1 per Equity Share of face value of ₹10 each Record date: Wednesday, 11 September 2024 Book closure dates: From Thursday, 12 September 2024 to Wednesday, 18 September 2024 (both days inclusive) Payment date: On or after Monday, 23 September 2024
8	TDS on Dividend and Submission of Forms	Submit forms by Wednesday, 11 September 2024 before 5.00 p.m. (IST). The detailed process is available on the website of the Company at https://www.sandurgroup.com/agm-postal-ballots , 'Communication to shareholders regarding Dividend, Update of Bank Account and Other Details'.
9	EVEN of the Company	130007
10	Cut-off date for remote e-voting period	Wednesday, 11 September 2024
11	Remote e-voting period	From 9.00 a.m. (IST) on Sunday, 15 September 2024 and ends at 5.00 p.m. (IST) on Tuesday, 17 September 2024.
12	Registration of email address to receive Credentials for remote e-voting and the Notice of 70 th AGM	Members whose email address is not registered and wish to receive the credentials for remote e-voting along with the Notice of 70 th AGM and Annual Report 2023-24 can get their email address registered by sending an email to RTA at investor.relations@vccipl.com and info@vccipl.com and following the process mentioned in the Notes to the Notice of the AGM. Alternatively, member may send an email request to evoting@nsdl.com for obtaining User ID and Password.