



**T. Sathya Prasad Yadav**

B. Com, LLB, LLM, ACS

ADVOCATE - A.P/2495/2004

INSOLVENCY PROFESSIONAL

IBBI/IPA-002/IP-N00727/2018-019/12329

COMPANY SECRETARY - A18755

Office: No.3A, A.A Residency,  
10th Cross,  
Vasanth Nagar, Bangalore,  
Karnataka - 560001  
Email: [sathya\\_acs@yahoo.co.in](mailto:sathya_acs@yahoo.co.in)  
Phone No.: +91 97416 99155

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## SCRUTINIZER'S REPORT

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

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

Dear Sir,

I, T. Sathya Prasad Yadav, Advocate (A.P/2495/2004), having office at No.3A, A.A Residency, 10<sup>th</sup> Cross, Vasanth Nagar, Bangalore, Karnataka - 560001, duly appointed as Scrutinizer by the Board of Directors of **The Sandur Manganese and Iron Ores Limited** ('the Company') for the purpose of scrutinizing the e-voting prior to the 71<sup>st</sup> Annual General Meeting ('remote e-voting') and electronic voting ('e-voting') at the 71<sup>st</sup> Annual General Meeting held on Wednesday, September 17, 2025 at 11:00 A.M. held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), pursuant to Section 108 of the Companies Act, 2013 ('the Act'), read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ('the Rules') as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), hereby furnish my Report to you.



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1. The notice dated August 8, 2025, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories on August 26, 2025, in compliance with the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with other relevant circulars including General Circular No.09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other relevant circulars, including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as SEBI Circulars).
2. The Management of the Company is responsible to ensure compliance of the requirements of the Act and Rules made there under relating to voting through remote e-voting and e-voting at the Annual General Meeting for the resolutions proposed in the Notice of 71<sup>st</sup> Annual General Meeting. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for votes cast in "favour" or "against" the resolutions proposed in the Notice convening the 71<sup>st</sup> Annual General Meeting of the Company.
3. The e-voting facility, both for remote e-voting and e-voting at the AGM were provided by National Securities Depository Limited (NSDL).
4. In terms of the aforesaid Notice and as per the provisions of f Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 9.00 A.M. (IST) on Sunday, September 14, 2025 and ended at 5.00 P.M. (IST) on Tuesday, September 16,



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2025. Members were requested to cast their votes electronically, conveying their assent or dissent in respect of the resolutions on the e-voting platform.

5. The Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by NSDL at the AGM.
6. The Members holding Equity Shares as on the “cut-off date” i.e., the Wednesday, September 10, 2025 were entitled to vote on the Resolutions proposed in the Notice calling the 71<sup>st</sup> Annual General Meeting.
7. After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on September 17, 2025 at 2:54 P.M., in presence of two witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.
8. Thereafter, the details containing *inter alia*, the list of the members, who voted “for” or “against” each of the resolutions that were put to vote, were derived from the report generated from the e-voting portal of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and based on such reports.
9. The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under:



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### ORDINARY BUSINESSES

#### Item No.1: Adoption of Audited Standalone Financial Statement:

##### Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes (%)
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	214	123148923	12	31019	226	123179942	99.9994
Dissent	6	742	Nil	Nil	6	742	0.0006
Total	220	123149665	12	31019	232	123180684	100

#### Item No.2: Adoption of Audited Consolidated Financial Statement:

##### Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes (%)
	Remote e-voting		e-voting at the AGM		Total		
	No of member s voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	213	123148863	12	31019	225	123179882	99.9994
Dissent	6	742	Nil	Nil	6	742	0.0006
Total	219	123149605	12	31019	231	123180624	100



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### **Item No. 3: Declaration of Dividend for the financial year ended 31 March 2025:**

#### **Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes (%)
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	214	123151619	12	31019	226	123182638	99.9994
Dissent	6	742	NIL	NIL	6	742	0.0006
<b>Total</b>	<b>220</b>	<b>123152361</b>	<b>12</b>	<b>31019</b>	<b>232</b>	<b>123183380</b>	<b>100</b>

### **Item No. 4: Re-appointment of Mr. T. R. Raghunandan (DIN: 03637265) as Director, liable to retire by rotation:**

#### **Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes (%)
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	192	122737684	11	30065	203	122767749	99.6628
Dissent	30	414477	1	954	31	415431	0.3372
Total	222	123152161	12	31019	234	123183180	100



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### **SPECIAL BUSINESSES**

**Item No. 5: Re-appointment of Mr. Bahirji Ajai Ghorpade (DIN: 08452844) as Managing Director for a tenure of three years from 1 October 2025:**

**Special Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes (%)
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	173	122378109	12	31019	185	122409128	99.3715
Dissent	50	774252	NIL	NIL	50	774252	0.6285
<b>Total</b>	<b>223</b>	<b>123152361</b>	<b>12</b>	<b>31019</b>	<b>235</b>	<b>123183380</b>	<b>100</b>

**Item No. 6: Approval to raise funds by way of issuance of Equity Shares through Qualified Institutions Placement (QIP):**

**Special Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes (%)
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	210	123126324	12	31019	222	123157343	99.9789
Dissent	14	26037	NIL	NIL	14	26037	0.0211
Total	224	123152361	12	31019	236	123183380	100



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**Item No. 7: Appointment of N. D. Satish, Practising Company Secretary as Secretarial Auditor of the Company for a term of five years:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes (%)
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	211	123151349	12	31019	223	123182368	99.9992
Dissent	9	1012	0	NIL	9	1012	0.0008
<b>Total</b>	<b>220</b>	<b>123152361</b>	<b>12</b>	<b>31019</b>	<b>232</b>	<b>123183380</b>	<b>100</b>

**Item No. 8: Ratification of remuneration payable to M/s. Kamalakara & Co., Cost Auditor of the Company for the financial year 2025-26:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes (%)
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	211	123150619	11	30065	222	123180684	99.9978
Dissent	9	1742	1	954	10	2696	0.0022
Total	220	123152361	12	31019	232	123183380	100



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10. Based on the foregoing, the Resolution Nos. 1, 2, 3, 4, 5, 6, 7 & 8 in respect of 71<sup>st</sup> Annual General Meeting may be deemed to have been **passed by the requisite majority**.

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

Thanking you,

SATHYA  
PRASAD  
YADAV  
TEKUMATLA

Digitally signed by  
SATHYA PRASAD  
YADAV TEKUMATLA  
Date: 2025.09.18  
14:35:08 +05'30'

**T. Sathya Prasad Yadav**

**Advocate**

Reg. No.: AP/2495/2004

Place: Bengaluru

Date: September 18, 2025