Notice

Notice is hereby given that 72nd Annual General Meeting (AGM) of the Members of The Sandur Manganese & Iron Ores Limited (the Company) will be held on Wednesday, the 19th day of August 2026 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 2026, 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 2026, together with the Report of the Auditors thereon.

3. Declaration of Final Dividend for the financial year ended 31 March 2026:

To declare final dividend of ₹0.50 per Equity Share of face value of ₹10 each for the financial year ended 31 March 2026.

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. Appointment of T. R. Raghunandan (DIN: 03637265) 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, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulations 17, 25 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, T. R. Raghunandan (DIN: 03637265) who was appointed as Non-Executive Non-Independent Director of the Company with effect from 28 May 2016, and 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 the Listing Regulations and who is eligible for appointment as Non-Executive Independent Director of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 9 July 2026 to 8 July 2031 (both days inclusive) and shall continue as Chairman of the Company and of the Board of Directors.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with Rules made thereunder and relevant provisions of the Listing Regulations, T. R. Raghunandan 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 the Listing Regulations 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, Chief Financial Officer & Chief Risk Officer and Company Secretary & Compliance 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. Appointment of Pankajam Sridevi (DIN: 06783360) as a Director:

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

"**RESOLVED THAT** Pankajam Sridevi (DIN: 06783360), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10 July 2026 in terms of Section 161(1) of the Companies Act, 2013 (Act) read with 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 her 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, Chief Financial Officer & Chief Risk Officer and Company Secretary & Compliance 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. Appointment of Pankajam Sridevi (DIN: 06783360) 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, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulations 17, 25 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Pankajam Sridevi (DIN: 06783360) who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as Non-Executive Independent Director of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 10 July 2026 to 9 July 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with Rules made thereunder and relevant provisions of the Listing Regulations, Pankajam Sridevi 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 the Listing Regulations 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, Chief Financial Officer & Chief Risk Officer and Company Secretary & Compliance 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."

8. Ratification of remuneration payable to M/s. Kamalakara & Co., Cost Auditor of the Company for the financial year 2026-27:

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 amendment(s) or modification(s) or enactment(s) 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 is 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 2026-27.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer & Chief Risk Officer and Company Secretary & Compliance 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**

Neha Thomas
Company Secretary & Compliance Officer
ICSI Membership No.: A60853

Place: Bengaluru
Date: 9 July 2026

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) setting out material facts concerning the businesses under Item Nos.5 to 8 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 (ICSI), in respect of Director seeking appointments/re-appointment at this Annual General Meeting (AGM) is also annexed.

2. **Meeting through VC/OAVM:**

   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.03/2025 dated 22 September 2025 (collectively referred to as MCA Circulars) and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with other relevant circulars (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, the Listing Regulations, MCA and SEBI Circulars, 72nd AGM of the Company is being conducted through VC/OAVM on Wednesday, the 19th day of August 2026 at 11.00 a.m. (IST). The deemed venue for 72nd 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, Ballari District, Karnataka - 583 119.

   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.

   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.

   The Members can join the AGM in the VC/OAVM mode 15 minutes before 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 to up to 1,000 Members on a 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.

   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.

   As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated 5 May 2020 issued by MCA, the matter of Special Businesses as appearing in Item Nos.5 to 8 of the Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

   Transcript of the AGM will be hosted on the website of the Company after the AGM.

3. **Dispatch of AGM Notice and Annual Report through electronic form:**

   In line with the MCA Circulars and SEBI Circulars, the Notice along with Annual Report for financial year 2025-26 is being sent only through electronic form to those Members whose email address is registered with the Company/Depository Participants (DPs). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter is being sent by the Company providing the weblink, including the exact path where complete details of the Annual Report including Notice of the AGM is available, to those Members who have not registered their email address with the Company/DPs. 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.

   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), 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.

   Members are urged to support the green initiative and the Company's commitment to environmental sustainability by opting to receive the 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 DPs and Members holding shares in physical form are requested to update their email address with the Company's Registrar to an Issue and Share Transfer Agent (RTA), Venture Capital and Corporate Investments Private Limited at investor.relations@vccipl.com to receive copy of the Annual Report 2025-26 in electronic form.

4. **Inspection of Documents:**

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., 19 August 2026. 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.

5. **Record Date:**

The record date is fixed as Wednesday, 12 August 2026 for determining the entitlement of Members to final dividend for the financial year ended 31 March 2026, if approved at the AGM.

6. **Final Dividend:**

The final dividend of ₹0.50 per Equity Share of face value of ₹10 each (5%), if declared at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Friday, 21 August 2026, as under:

(i) To all the beneficial owners as of the close of business hours on Wednesday, 12 August 2026, 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, 12 August 2026.

Dividend to Members holding shares in Physical form:

SEBI has mandated that with effect from 1 April 2024, dividend to Members holding shares in physical form shall be paid only through electronic form. Such payment shall be made only if the folio is KYC compliant i.e., the details of Permanent Account Number (PAN), choice of nomination, contact details, mobile no., 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.

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, 12 August 2026, to receive the dividend on time:

- Form ISR-1 duly filled and signed by the holders stating 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; and
  - (iv) 9-digit MICR Code.
- Copy of cancelled cheque bearing the name of the first holder, in case shares are held jointly;
- Self-attested copy of the PAN Card;
- 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;
- Form ISR-2 duly filled signed. The signature of holders should be attested by the Bank Manager; and
- Form SH 13 - Nomination form or ISR-3 to opt out from Nomination.

Dividend to Members holding shares in Electronic form:

Members holding shares in electronic form may note that the bank details furnished by the respective Depositories to the Company will be considered for the purpose of 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 of bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with the 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.

Tax Deducted at Source (TDS) on Dividend:

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 rates in the Income-tax Act, 2025 (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 DPs or in case shares are held in physical form, with the Company by sending documents by Wednesday, 12 August 2026 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 Deduction on Dividend'.

7. Nomination Facility:

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 form 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 form may contact their respective DPs for availing the nomination facility.

8. Transfer of Unclaimed/Unpaid Dividends and Shares to Investor Education and Protection Fund:

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 Investor 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.

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 2018-19 onwards, may forward their claims to the Company/RTA before 13 October 2026, 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 complying 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.

9. Members to intimate change in details:

Members are requested to quote Folio No./DP ID and Client ID, in all correspondence and intimate changes, if any, pertaining to name, postal address, email address, telephone/mobile numbers, mandates, nominations, bank details:

- For shares held in electronic form - to their DPs;
- 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.

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 DP and holdings should be verified from time to time.

10. Dematerialization of Shares:

With effect from 2 April 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed dividend account, exchange of securities certificate, sub-division of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, securities will be credited directly to the Member's demat account upon submission of valid demat account details along with Demat Conversion Request Form for NSDL/Demat Request Form for CDSL and latest Client Master List (not older than 2 months), both attested by Depository Participant, besides mandatory documents for the service requests subject to folio being KYC Compliant. 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.

Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. 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 or the RTA for assistance in this regard.

11. Consolidation of Share Certificates:

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.

12. Special window for re-lodgement of physical share transfer requests:

SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30 January 2026, has opened a special window from 5 February 2026 to 4 February 2027 for Members to re-lodge transfer and dematerialisation requests for physical shares. This window is specifically for cases where the original transfer requests were submitted before 1 April 2019, and were rejected, returned, or not processed due to deficiencies in documentation, process, or any other reason. All re-lodged shares for transfer during this period will be processed and issued only in dematerialized form. Members are encouraged to utilize this opportunity to rectify any errors in their previous transfer requests and submit them along with the required documents to the Company's RTA.

13. Updation of KYC details:

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 PAN, KYC and nomination details with the Company/RTA.

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", 4th & 5th Floors, Plot No.57, 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.

14. Dispute Resolution:

SEBI 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.

15. Voting through Electronic Means:

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 the 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 form and for Members who have not registered their 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, 16 August 2026 and ends at 5.00 p.m. (IST) on Tuesday, 18 August 2026. During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e., Wednesday, 12 August 2026 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.

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, 12 August 2026 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 toll free no. 022-4886 7000. 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, 12 August 2026, may follow steps mentioned in the Notice.

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.

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/Authority Letter authorising their representative to attend the AGM on their behalf and to vote through remote e-voting, to the Scrutinizer by email to sathya_acs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

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.

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.

16. Scrutinizer and declaration of voting results:

The Board at its meeting held on 9 July 2026 has appointed T. Sathya Prasad Yadav, Practicing Advocate as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

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 cast 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 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 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, 19 August 2026.

17. 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 DPs. 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client ID, PAN, verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. 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. 3. 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

Login method for individual shareholders holding securities in demat mode is given below: (Contd.)

Type of shareholders	Login Method
	4. 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., NSD**L 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. 5. 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** App Store Google Play
Individual shareholders holding securities in demat mode with **CDSL**	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 use your existing my easi username and 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 and 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 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.
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 DP 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 above mentioned 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. 1800-21-09911.

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 form:**

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 e-Services i.e., IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-Services 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"?

   - 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".

- 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 form) 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 and meeting is in active status.

2. Select "EVEN" of the Company i.e., 140300 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.

18. General guidelines for Members for voting on the resolutions:

Institutional Members (i.e., other than individuals, HUF, NRI etc.) may 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.

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.

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.: 022-48867000 or send a request to Vice President, NSDL at evoting@nsdl.co.in.

19. 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:

In case shares are held in physical form, 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.

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**.

Alternatively, Member may send an email request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.

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

The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

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.

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.

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.

21. Instructions for Members for attending the AGM through VC/OAVM:

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.

Members are encouraged to join the meeting through laptop for better experience.

Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

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.

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, 17 August 2026. 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.

Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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 Wednesday, 12 August 2026 through email on investors@sandurgroup.com. The same will be replied by the Company suitably.

In case of technical assistance for attending the AGM, you may contact NSDL on toll free no.: 022-48867000 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

Appointment of T. R. Raghunandan (DIN: 03637265) as an Independent Director:

T. R. Raghunandan was appointed as an Additional Director on the Board of the Company under the provisions of the Act with effect from 28 May 2016 and was regularised vide resolution passed by the Members at the 62nd Annual General Meeting held on 14 September 2016 as a Non-Executive Non-Independent Director. Further, he was appointed as Chairman of the Board with effect from 1 February 2020 and as the Chairman of the Company, as per the Articles of Association of the Company.

A brief profile of T. R. Raghunandan is as follows:

T. R. Raghunandan is a former IAS Officer of the 1983 batch. He served as Rural Development and Panchayat Raj Secretary in Karnataka and as Joint Secretary of the Ministry of Panchayati Raj, Government of India, before he took voluntary retirement from the IAS in March 2010. He has more than twenty-six years of experience as a high-ranking civil servant holding executive, corporate management and policy making positions in State and the Union Government. He is a consultant and advisor to international development agencies such as the United Nations Development Programme (UNDP), the World Bank, the Asian Development Bank (ADB), the Swiss agency for Development and Cooperation and the UN Office on drugs and corruption, governments and non-profit institutions on anti-corruption and decentralised public governance. He had been an advisor to several State Governments and the Union Government. This includes leading consultancies with the 14th and 15th Union Finance Commissions and mentoring of IAS trainees in the National Academy of Administration, Mussoorie. Currently, T. R. Raghunandan is based in Bengaluru and works as a freelance development consultant. He is also the Director and Co-founder of Avantika Foundation, a non-profit organization engaged in building the Museum of Movement, an effort to showcase India's romance with transport.

The Board at its meeting held on 9 July 2026, based on the recommendation of the Nomination and Remuneration Committee and excellent rating assigned to T. R. Raghunandan in the Board, during performance evaluation for the year 2025-26, proposed to appoint him as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 9 July 2026 to 8 July 2031 (both days inclusive), subject to approval of Members by Special Resolution. T. R. Raghunandan shall continue as Chairman of the Company and of the Board of Directors. The Board considers that his continued association would be beneficial to the Company. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of T. R. Raghunandan for the office of Director.

T. R. Raghunandan 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 the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, 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 circulars, 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, T. R. Raghunandan 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 9 July 2026 perused the declarations and affirmed the same. In the opinion of the Board of Directors, T. R. Raghunandan is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations as amended from time to time and is independent of the management.

T. R. Raghunandan 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 for the Non-Executive Directors of the Company within the limits prescribed under the Act and the Listing Regulations.

The letter of appointment of T. R. Raghunandan setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investors@sandurgroup.com. The information pursuant to Regulation 36(3) of the Listing Regulations and SS-2, is given at **'Annexure A'** to this Notice.

Accordingly, the Board recommends the resolution as set out in Item No.5 for approval of the Members as a Special Resolution.

Except T. R. Raghunandan, 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 resolution.

Item Nos.6 and 7

Appointment of Pankajam Sridevi (DIN: 06783360) as an Independent Director:

The Board at its meeting held on 9 July 2026, based on the recommendation of the NRC, appointed Pankajam Sridevi (DIN: 06783360) as an Additional Director on the Board of the Company under the provisions of Section 161 of the Act, with effect from 10 July 2026. Further, she 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 10 July 2026 to 9 July 2031 (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 the Listing Regulations.

A brief profile of Pankajam Sridevi is as follows:

Pankajam Sridevi is a transformational leader with domain expertise in manufacturing, technology and banking with a career spanning over 35 years. In her immediate previous role, she served as the Managing Director of Commonwealth Bank of Australia (India) since November 2019 until June 2024, prior to which she was with ANZ Banking Services holding various global positions for the Group. She has been the chair of Audit Committees and Risk Committees for various Banking GICs in India. She has an experience of working with entities across multiple countries like USA, Asia, Europe and Australia and has strong knowledge on governance of entities in India. She has grown and led large teams to lead Automation and digitisation for better risk management and customer outcomes. She has built a culture of continuous improvement, courage and commitment in large teams and led a team of 16,000 employees across India, Australia, Philippines and China. She has done multiple global roles from India for Banking Operations and Technology and has experience in representing the GIC to regulators like APRA, AUSTRAC for Australia, HKMA for Hong Kong and MAS for Singapore. She has experience in leading the board for CBA India and Chairing the board of Multiple centres of ANZ across countries. She is active leader in representing industry forums like CII, NASSCOM, BCIC, Anita Borg Institute and India Inclusion Forum in India and has been nominated to be speaker on various forums for technology automation, Women Empowerment, Pride networks, PWD support, Women into Boards. She has been awarded as Top 30 Tech Emerging leader in India, Women Super Achiever Award by the World HRD congress, Woman CEO of the year by GISR foundation, NCEDP Helen Keller Award and DEI Catalyst Award by the Rotary Club of India.

Pankajam Sridevi has consented to act as an Independent Director of the Company and has given her declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Orders or any such Authority pursuant to circulars 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, Pankajam Sridevi is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has also confirmed that she is compliant with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Board at its meeting held on 9 July 2026 perused the declarations and affirmed the same. In the opinion of the Board of Directors, Pankajam Sridevi is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations as amended from time to time and is independent of the management. The Board considers that her association would be beneficial to the Company. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Pankajam Sridevi for the office of Director.

Pankajam Sridevi would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof where she is a Member. In addition, she would be entitled to commission as determined each year by the Board of Directors for the Non-Executive Directors of the Company within the limits prescribed under the Act and the Listing Regulations.

The letter of appointment of Pankajam Sridevi setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investors@sandurgroup.com. The information pursuant to Regulation 36(3) of the Listing Regulations 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.6 for approval of the Members as an Ordinary Resolution and Item No.7 for approval of the Members as a Special Resolution.

Except Pankajam Sridevi, 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 resolution.

Item No.8

Ratification of remuneration payable to M/s. Kamalakara & Co., Cost Auditor of the Company for the financial year 2026-27:

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 9 July 2026 accorded its approval for appointment of M/s. Kamalakara & Co., as Cost Auditor for the financial year 2026-27, 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.8 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.

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

Neha Thomas
Company Secretary & Compliance Officer
ICSI Membership No.: A60853

Place: Bengaluru
Date: 9 July 2026

Annexure A

(Refer Item Nos.4 to 7 of the Notice)

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

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

Name of the Director	Mohammed Abdul Saleem	T. R. Raghunandan	Pankajam Sridevi
DIN	00061497	03637265	06783360
Category of Director	Non-Executive Non-Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth	28 April 1974	6 October 1959	8 April 1959
Age	52 years	66 years	67 years
Date of first appointment on Board	1 April 2020	28 May 2016	10 July 2026
Qualifications	B. Com and LLB from Osmania University. Fellow Member of the Institute of Company Secretaries of India.	BSC, LLB	Bachelor of Engineering from National Institute of Technology, Calicut
Expertise in specific functional areas	Mohammed Abdul Saleem has rich and diverse knowledge in legal, secretarial and mining laws.	T. R. Raghunandan is a specialist in formulating policy with respect to local governments, decentralisation and anticorruption with a special interest in training and mentoring on the above aspects of governance.	Pankajam Sridevi is a transformational leader with domain expertise in manufacturing, technology and banking.
Experience	Mohammed Abdul Saleem has over 29 years of professional experience, including more than 24 years in senior management and key managerial positions. A qualified Company Secretary and Law Graduate, he joined the Company in 2005 and has held several leadership roles, including Company Secretary, Chief General Manager (Mines), Vice President (Mines), Director (Mines) and Whole Time Director. He played a pivotal role in strengthening the Company's governance, legal, and mining operations including successfully representing the Company before various regulatory and investigative authorities during the Karnataka mining investigations, resulting in the Company's mining lease being classified under Category 'A'.	As detailed out in Item No.5 of explanatory statement of the Notice.	As detailed out in Item Nos.6 and 7 of explanatory statement of the Notice.

Details of Directors seeking appointments/re-appointment at the AGM (Contd.)

Name of the Director	Mohammed Abdul Saleem	T. R. Raghunandan	Pankajam Sridevi
	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 and he was instrumental in securing approvals for substantial enhancement of iron ore and manganese ore production capacities. He currently serves as a Non-Executive Director and continues to provide his expertise to the Company in professional capacity. His extensive experience, commitment, and expertise have been instrumental in the Company's growth and sustainability.		
Directorships held in other companies ₹*(excluding foreign, private and Section 8 companies)*	Nil	Nil	IDFC First Bank Limited
Membership/Chairmanships of committees of other companies *(includes only Audit Committee and Stakeholders Relationship Committee)*	Nil	Nil	IDFC First Bank Limited: Chairperson of Stakeholders Relationship Committee Member of Audit Committee
Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	None	None	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 his professional capacity as approved by the Members at its 70th Annual General Meeting held on 18 September 2024, in addition to payment of sitting fees and commission.	No remuneration other than sitting fee and profit related commission.	No remuneration other than sitting fee and profit related commission.

Details of Directors seeking appointments/re-appointment at the AGM (Contd.)

Name of the Director	Mohammed Abdul Saleem	T. R. Raghunandan	Pankajam Sridevi
Remuneration last drawn	Sitting fees - ₹4.30 lakh, profit related commission - ₹25 lakh and professional fees - ₹100 lakh.	Sitting fees - ₹5.90 lakh and profit related commission - ₹25 lakh.	Not Applicable as she was appointed with effect from 10 July 2026.
Shareholding in the Company including shareholding as a beneficial owner	1,332 shares as on the date of Notice.	54,864 shares as on the date of Notice.	Nil.
Number of meetings of the Board attended during the year	5 out of 5 meetings held	5 out of 5 meetings held	Not Applicable as she was appointed with effect from 10 July 2026.
Terms and conditions of re-appointment	Proposed to be re-appointed as Non-Executive Non-Independent Director, liable to retire by rotation.	As detailed out in Item No.5 of explanatory statement of the Notice.	As detailed out in Item Nos.6 and 7 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	Not Applicable	The skills and capabilities required for the role of Independent Director has been defined by the Nomination and Remuneration Committee and Board, in context of the Company's business. The Nomination and Remuneration Committee and the Board reviewed domain skills, professional experience and industry exposure of T. R. Raghunandan, Independent Director and concluded that he fulfils the skills/expertise/competencies required in the context of the Company's business, to discharge of his role as an Independent Director of the Company.	The skills and capabilities required for the role of Independent Director has been defined by the Nomination and Remuneration Committee and Board, in context of the Company's business. The Nomination and Remuneration Committee and the Board reviewed domain skills, professional experience and industry exposure of Pankajam Sridevi, Independent Director and concluded that she fulfils the skills/expertise/competencies required in the context of the Company's business, to discharge of her role as an Independent Director of the Company.

Information at a Glance

ANNUAL GENERAL MEETING

Date	Day	Time	Mode
19 August 2026	**Wednesday**	**11:00 a.m. (IST)**	**VC/OAVM**

E-VOTING

Cut-off Date
Wednesday, 12 August 2026

Start Date & Time
Sunday, 16 August 2026 from 09:00 a.m. (IST)

End Date & Time
Tuesday, 18 August 2026 till 05:00 p.m. (IST)

EVEN
140300

FINAL DIVIDEND

Record Date	Wednesday, 12 August 2026
Payment Date	On or after Friday, 21 August 2026
TDS on Dividend and Submission of Forms	Final dividend will be paid subject to deduction of TDS. Submit forms by Wednesday, 12 August 2026 before 05:00 p.m. (IST)

SHAREHOLDER INFORMATION

E-mail Registration
Physical Holders

Send a request to RTA at
investor.relations@vccipl.com |

info@vccipl.com

Participation at AGM
Speaker Pre-registration

Send a request to the Company at
investors@sandurgroup.com

On or before 5.00 p.m. (IST) Monday, 17 August 2026

AGM
Live Webcast

https://www.evoting.nsdl.com