

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 / 98

18 February 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Codes: 504918 & 976135
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: Postal Ballot Notice

Pursuant to Regulation 30 of Securities and Exchange Board of India “SEBI” (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice along with explanatory statement dated 14 February 2025, seeking approval of the Members of the Company to transact the special business by passing Special Resolution, through Postal Ballot by means of remote e-voting process.

Sr. No.	Description of Resolution	Type of Resolution
1	To consider and approve the alteration of Articles of Association of the Company	Special Resolution

In compliance with General Circular Nos.14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 read with other relevant circulars including General Circular No.09/2024 dated 19 September 2024 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with other relevant circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 issued by SEBI, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose e-mail addresses are registered with the Company/ Depositories as on **Friday, 14 February 2025 (cut-off date)**.

The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting period shall **commence from 9.00 a.m. (IST) on Saturday, 22 February 2025 and ends at 5.00 p.m. (IST) on Sunday, 23 March 2025**. The remote e-voting module shall be disabled by NSDL thereafter. During this period, the Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e., Friday, 14 February 2025, shall cast their vote electronically. The voting rights shall also be reckoned on the

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

paid-up value of shares registered in the name of the Members as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

Members whose email address is not registered with the Company/ Depositories, may register the same on or before 5.00 p.m. (IST) on Sunday, 16 March 2025 to receive this Postal Ballot Notice by completing the process for registration of email address as given in the Postal Ballot Notice.

This Postal Ballot Notice will also be available on the websites of the Company at www.sandurgroup.com and NSDL at www.evoting.nsdl.com.

Stock Exchanges are requested to kindly take the same on record.

Thank you

for The Sandur Manganese & Iron Ores Limited

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

Encl: A/a



The Sandur Manganese & Iron Ores Limited

CIN: L85110KA1954PLC000759

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

Tel: +91 8395 260301 Fax: +91 8395 260473

Email: secretarial@sandurgroup.com Website: www.sandurgroup.com

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) including any statutory modification(s) or re-enactments thereof, for the time being in force, Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) "SEBI (LODR)" Regulations, 2015 as amended from time to time, Secretarial Standard - 2 on General Meetings (SS-2), General Circular Nos.14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 read with other relevant circulars including General Circulars No.09/2024 dated 19 September 2024 issued by MCA (collectively referred to as "MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with other relevant circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 issued by SEBI (collectively referred to as "SEBI Circulars"), that the resolution as set out hereunder is proposed for approval of the Members of The Sandur Manganese & Iron Ores Limited (the Company) through Postal Ballot by voting through electronic means (remote e-voting) only.

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

In compliance with the MCA Circulars and SEBI Circulars, the Postal Ballot Notice is being sent through electronic mode only, to those Members whose e-mail address is registered with the Company/ Depositories. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for the Postal Ballot process.

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

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company vide resolution passed by the Board of Directors on 14 February 2025, has appointed T. Sathya Prasad Yadav, Practicing Advocate, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of SEBI (LODR) Regulations, 2015, SS-2, MCA Circulars and SEBI Circulars, the Company has provided remote e-voting facility only, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide remote e-voting facility. The instructions for remote e-voting forms part of the Postal Ballot Notice.

Members are requested to record their assent (FOR) or dissent (AGAINST) through remote e-voting which **commences from 9.00 a.m. (IST) on Saturday, 22 February 2025 and ends at 5.00 p.m. (IST) on Sunday, 23 March 2025**. Remote e-voting shall be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer shall submit the report to the Chairman of the Company, or any other person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting. The results of Postal Ballot along with Scrutinizer's Report shall be declared and communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the Company shares are listed on or before Tuesday, 25 March 2025. The same shall be displayed on the website of the Company at www.sandurgroup.com, the website of NSDL at www.evoting.nsdl.com and on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The resolution, if approved, shall be taken as having been passed effectively on the last date of remote e-voting, i.e., Sunday, 23 March 2025.

SPECIAL BUSINESS:

Item No. 1:

To consider and approve the alteration of Articles of Association 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 Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), if any, read with the Rules made thereunder (including any statutory modifications or re-enactment thereof from time to time) and based on the recommendation of the Board of Directors, the consent of the Members be and is hereby accorded for the alteration of Articles of Association (“AOA”) of the Company as under:*

Insertion of a new article:

80A - Subject to the provisions of the Act and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any lender out of any loans granted by bank, financial institution or any other person or so long as any lender continues to hold debentures in the Company by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee to the lender on behalf of any company remains outstanding, in the event of a default occurring under the relevant financing documents or any other agreement between the Company and the debenture trustees/ investors/ lenders (hereinafter referred to as “Stakeholders”), the Stakeholders shall have a right to appoint from time to time, any person or persons as a Director or Directors (hereinafter referred to as “Nominee Directors”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places and also fill any vacancy which may occur as a result of such director/s

ceasing to hold office for any reason whatsoever; such appointment or removal shall be made in writing on behalf of the Stakeholder appointing such Nominee Director/s and shall be delivered to the Company at its registered office. The appointment, removal, rights, duties, liabilities and obligations of such Nominee Director shall be governed as provided for in the relevant financing documents or any other agreement executed between the Company and the Stakeholders.

RESOLVED FURTHER THAT *the Board be and is hereby authorized to delegate all or any of the powers to Authorised Representatives of the Company to do, perform and execute all such acts, matters, deeds and things as may be necessary, expedient, usual or proper to give effect to this resolution.”*

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

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

Place: Bengaluru

Date: 14 February 2025

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating out all material facts and the reasons for the proposal set out in resolution No.1 is annexed hereto.
2. In compliance with MCA Circulars and SEBI Circulars, this Postal Ballot Notice, along with explanatory statement, is being sent only through electronic mode to all those Members whose e-mail address is registered with the Company/ Depositories as on Friday, 14 February 2025 (cut-off date).
3. If your email address is not registered with the Company/ Depositories, you may register the same on or before 5.00 p.m. (IST) on Sunday, 16 March 2025 to receive this Postal Ballot Notice by completing the process for registration of email address as given under point no.18 of this Postal Ballot Notice.
4. Those Members who have already registered their email address is requested to keep their email address validated with their Depository Participants/ the Company to enable servicing of notices/ documents and other communications electronically to their email address in future.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of SEBI (LODR) Regulations, 2015, SS-2, the MCA Circulars and SEBI Circulars, the Company has provided remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting are provided as a part of this Postal Ballot Notice.
6. As per the MCA Circulars and SEBI Circulars, physical copies of the Postal Ballot Notice, Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
7. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
8. A copy of this Postal Ballot Notice is available on the website of the Company at www.sandurgroup.com, website of NSDL at www.evoting.nsdl.com and websites of BSE and NSE at www.bseindia.com and www.nseindia.com respectively.
9. Subsequent to sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website at www.sandurgroup.com.
10. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Members **as on Friday, 14 February 2025**. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
11. The remote e-voting shall commence from **9.00 a.m. (IST) on Saturday, 22 February 2025 and ends at 5.00 p.m. (IST) on Sunday, 23 March 2025**. During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-voting shall be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
12. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change these subsequently.
13. All documents referred to in the Postal Ballot Notice shall be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting period. Members desirous of inspecting the documents referred to in the Notice and explanatory statement may send their requests to investors@sandurgroup.com from their registered e-mail address mentioning their names, folio numbers/ DP ID and Client ID, between the period from Saturday, 22 February 2025 to Sunday, 23 March 2025.

14. The Board of Directors of the Company has appointed T. Sathya Prasad Yadav, Practicing Advocate, as the Scrutinizer, to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner. He has communicated his willingness for this appointment.
15. The Scrutinizer shall submit Scrutinizer's Report to the Chairman, or any person duly authorised after the completion of scrutiny, and the result of the voting by Postal Ballot through remote e-voting process shall be announced by the Chairman or any person duly authorised, on or before Tuesday, 25 March 2025. The Scrutinizer's decision on the validity of e-voting shall be final and binding.
16. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.sandurgroup.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to Stock Exchanges, where the equity shares of the Company are listed.
17. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, 23 March 2025 i.e., the last date specified for receipt of votes through the e-voting process.
18. **Process for those Members whose email address are not registered with the depositories for procuring user id and password and registration of email address for e-voting for the resolution set out in this Notice:**
 - (i) In case shares are held in physical mode, please submit duly filled and signed Form ISR-1, along with details such as folio, name of Member, email address, self-attested scanned copy of PAN card and a self-attested scanned copy of Aadhar Card by email to RTA at investor.relations@vccipl.com and info@vccipl.com. Members can download the updation form through the link <https://www.vccipl.com/sebipdf/Form%20ISR-1.pdf> or <https://www.sandurgroup.com/downloads/Form-ISR-1.pdf>.
 - (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name of the shareholder, client master list or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to RTA at investor.relations@vccipl.com and info@vccipl.com only for temporary registration of e-mail address for the receipt of the Notice. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (i) in point no.19 of this Postal Ballot Notice i.e., **Login method for e-voting for individual shareholders holding securities in demat mode.**
 - (iii) Alternatively, Members may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.





19. Instructions for remote e-voting:

Step 1: Access to NSDL e-voting system

A. Login method for e-voting for individual shareholders holding securities in demat mode:

In terms of SEBI circular dated 9 December 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
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

	<p>icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>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 are 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.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual shareholders (holding securities in demat mode) login through their depository participants	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.

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. 1800-21-09911
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B. Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID shall be IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID shall be 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID shall be 101456001***

5. Password details for Members other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system shall mandate to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you click on "Login" button.
9. After you click on the "Login" button, home page of e-voting shall open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of the Company i.e., 133090 for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for Members:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc., with

attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to postalballot@sandurgroup.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on **“Upload Board Resolution/ Authority Letter”** displayed under **“e-voting”** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Vice President, NSDL at evoting@nsdl.co.in.

EXPLANATORY STATEMENT:

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

Item No. 1:

The Members may note that the Board in its 373rd meeting held on 6 September 2024, had accorded its approval for issuance of 11% secured, listed, redeemable, rupee denominated, transferable and interest bearing Non-Convertible Debentures (NCDs) of face value of ₹1,00,000/- (Rupees One Lakh only) each, aggregating up to ₹4,50,00,00,000/- (Rupees Four Hundred and Fifty Crore only). Accordingly, the Company allotted 35,000 secured, listed, rated, redeemable, rupee denominated, transferable and 11% interest bearing NCDs, with a green-shoe option of up to 10,000 secured, listed, rated, redeemable NCDs, such that the aggregate issue size of the debentures does not exceed an amount of up to ₹450,00,00,000/- on a private placement basis to the allottees on 25 October 2024. Further, these NCDs were listed on BSE Limited on 28 October 2024.

As per Regulation 23(6) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, if an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of regulation 15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

Further, Clause 16 of the Debenture Trust Deed (DTD) between the Debenture Trustee (DT) of NCDs and the Company, obliges the Company to amend its Article of Association to remove any inconsistencies with the DTD and to include any provisions as may be required by the DT, with respect to appointment of nominee directors in case of an event of default. The proposed amendment to the Articles of Association is being sought to ensure compliance with the relevant regulatory requirements and the terms of the DTD.

Further, in accordance with the pre-listing certificate submitted to the Stock Exchange at the time of the listing of the NCDs, it was certified that the Company shall amend its AOA within six months from the date of listing of the NCDs, i.e., on or before 28 April 2025.

The Board at its 377th meeting held on 14 February 2025, recommended the proposed alteration to the AOA as set out under Item No.1 as a Special Resolution.

The draft AOA shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investors@sandurgroup.com from their registered e-mail addresses mentioning their names, folio numbers/ DP ID and Client ID.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any in the Company.

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

Sd/-
Neha Thomas
Company Secretary & Compliance Officer
ICSI Membership No: A60853

Place: Bengaluru

Date: 14 February 2025