The Sandur Manganese & Iron Ores Limited

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

REGISTERED OFFICE
'SATYALAYA', No.266
Ward No.1, Palace Road
Sandur – 583 119, Ballari District
Karnataka, India
Tel: 08395 260300

CORPORATE OFFICE
'SANDUR HOUSE', No.9
Bellary Road, Sadashivanagar
Bengaluru – 560 080
Karnataka, India
Tel: 080 31098028

SMIORE / SEC / 2026-27 / 61

5 November 2026

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 504918
Symbol: SANDUMA

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex
Mumbai - 400 051
Symbol: SANDUMA

Dear Sir/ Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice along with explanatory statement dated 3 November 2026, seeking approval of the Members of the Company to transact the special business as detailed hereunder through Postal Ballot by means of remote e-voting process.

Sl. No.	Description of Resolution	Type of Resolution
1	Appointment of G. P. Kundargi (DIN: 02256516) as Non-Executive Director of the Company	Ordinary 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.03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with other relevant circulars issued by Securities and Exchange Board of India, 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/Registrar to an Issue & Share Transfer Agent (RTA)/ Depositories as on **Friday, 30 October 2026 (cut-off date)**.

The Company has engaged the services of NSDL to facilitate 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 Monday, 9 November 2026 and end at 5.00 p.m. (IST) on Tuesday, 8 December 2026**. The remote e-voting module shall be disabled by NSDL thereafter. During this period, the Members of the Company

NEHA THOMAS Digitally signed by NEHA THOMAS Date: 2026.11.05 10:10:17 +05'30'

holding shares either in physical or electronic form, as on the cut-off date, i.e., Friday, 30 October 2026, shall cast their vote electronically. The voting rights shall also be reckoned on the 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/ RTA/ Depositories, may register the same on or before 5.00 p.m. (IST) on Friday, 4 December 2026 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
Digitally signed by NEHA THOMAS
Date: 2026.11.05 10:10:40 +05'30'

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 - 583119, Ballari District, Karnataka
Tel: 08395 260300 | 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 (Act) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) [including any statutory modification(s) or re-enactments thereof, for the time being in force], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, Secretarial Standard - 2 on General Meetings (SS-2), General Circular Nos.14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 read with other relevant circulars including General Circular No.03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs (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 issued by Securities and Exchange Board of India (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/Registrar to an Issue & Share Transfer Agent (RTA)/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 addresses. Therefore, the Members whose e-mail addresses are 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 3 November 2026, 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 Listing Regulations, 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 Monday, 9 November 2026 and ends at 5.00 p.m. (IST) on Tuesday, 8 December 2026**. 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's shares are listed on or before Thursday, 10 December 2026. The same shall be displayed on the website of the Company at www.sandurgroup.com, the website of NSDL at www.evoting.nsdl.com and on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The resolutions, if approved, shall be taken as having been passed effectively on the last date of remote e-voting, i.e., Tuesday, 8 December 2026.

SPECIAL BUSINESS:

Item No. 1

Appointment of G. P. Kundargi (DIN: 02256516) as Non-Executive Director of the Company:

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

> ***"RESOLVED THAT*** *pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification or re-enactment thereof for the time being in force], G. P. Kundargi (DIN: 02256516), who was appointed by the Board of Directors as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 (Act) read with Article 81 of the Articles of Association of the Company, and whose appointment is recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Director of the Company with effect from 12 November 2026, liable to retire by rotation.*

RESOLVED FURTHER THAT *pursuant to the provisions of Section 197 and other applicable provisions of the Act read with Rules made thereunder and relevant provisions of the Listing Regulations, G. P. Kundargi shall be entitled to receive the remuneration/fees/commission as permitted to be received in a capacity of a Non-Executive 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 *Managing Director, Chief Financial Officer & Chief Risk Officer, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."*

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

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

Place: Bengaluru
Date: 3 November 2026

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating out all material facts and the reasons for the proposal set out in Item 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/RTA/Depositories as on Friday, 30 October 2026 (cut-off date).
3. If your email address is not registered with the Company/RTA/Depositories, you may register the same on or before 5.00 p.m. (IST) on Friday, 4 December 2026 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 addresses are 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, 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 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, the website of NSDL at www.evoting.nsdl.com, the 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, 30 October 2026**. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
11. The remote e-voting shall commence on **9.00 a.m. (IST) on Monday, 9 November 2026 and ends at 5.00 p.m. (IST) on Tuesday, 8 December 2026**. 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 votes on the resolutions are cast by the Member, the Member shall not be allowed to change these subsequently.
13. All documents referred to in the Postal Ballot Notice including but not limited to disclosures, letter of appointment etc., 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 addresses mentioning their names, folio numbers/ DP ID and Client ID, between the period from Monday, 9 November 2026 to Tuesday, 8 December 2026.

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 Thursday, 10 December 2026. The Scrutinizer's decision on the validity of e-voting shall be final and binding.
16. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.sandurgroup.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to Stock Exchanges, where the equity shares of the Company are listed.
17. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 8 December 2026 i.e., the last date specified for receipt of votes through the e-voting process.

18. **Process for those Members whose email address are not registered with the depositories for procuring user id and password and registration of email address for e-voting for the resolutions set out in this Notice:**

(i) In case shares are held in physical mode, please submit duly filled and signed Form ISR-1, along with details such as folio, name of Member, email address, self-attested scanned copy of PAN card and a self-attested scanned copy of Aadhaar 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 Aadhaar 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.com for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

19. Instructions for remote e-voting:

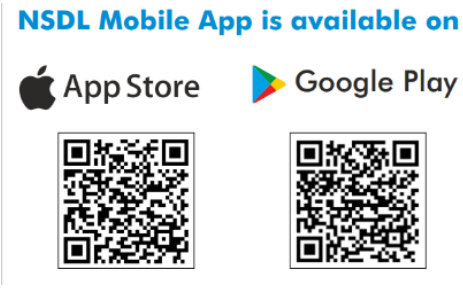
Step 1: Access to NSDL e-voting system

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 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 No., 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. 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 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. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 5. Shareholders/ Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
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 user your existing my easi username & password. 2. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the 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 DPs	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 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.

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 shall open. You will have to enter your User ID, 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL. Open the e-mail and 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail 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 may also use the OTP based login for casting the votes on 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 a successful login at Step 1, you shall be able to see all the Companies’ “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company i.e., 143408 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 or modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” shall be displayed.
6. You may take printout of the votes cast, by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you shall not be allowed to modify your vote.

General guidelines for Members:

1. Institutional/ Corporate 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 authorising their representative to vote, to the Scrutinizer by e-mail to sathya_acs@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional/ Corporate 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

Appointment of G. P. Kundargi (DIN: 02256516) as a Non-Executive Director of the Company:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act), the Board of Directors at its meeting held on 12 November 2016, based on the recommendation of Nomination and Remuneration Committee, accorded its approval for appointment of G. P. Kundargi (DIN: 02256516) as an Additional Director in the category of Independent Director with immediate effect and the same was regularised by the shareholders at its 63rd Annual General Meeting (AGM) of the Company held on 26 September 2017, for a term of five consecutive years till 11 November 2021, not liable to retire by rotation. Subsequently, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the shareholders at its 67th AGM held on 22 September 2021, re-appointed G. P. Kundargi for a second term of five consecutive years commencing from 12 November 2021 till 11 November 2026, not liable to retire by rotation.

As per Section 149(11) of the Act, no independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director. The Committee may note that G. P. Kundargi will be completing his second term as an Independent Director on 11 November 2026 and cannot be reappointed as an Independent Director for a third term unless completion of cooling off period, as per the aforesaid provisions.

Considering the rich experience of G. P. Kundargi in the mining and metals industry, his valuable contributions to the Company during his tenure as an Independent Director and the excellent rating received during the performance evaluation for the financial year 2025-26, the Board at its meeting held on 3 November 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed G. P. Kundargi as an Additional Director in the category of Non-Executive Director of the Company with effect from 12 November 2026, under the provisions of Section 161 of the Act. He is eligible for appointment as Non-Executive Director, liable to retire by rotation, subject to the approval of the shareholders in accordance with the Act and Listing Regulations. It is considered that his association would be beneficial to the Company.

G. P. Kundargi has consented to act as a Non-Executive Director of the Company. He has 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, G. P. Kundargi is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Board at its meeting held on 3 November 2026 perused the declarations and affirmed the same.

G. P. Kundargi would be entitled to receive the remuneration/fees/commission as permitted to be received in a capacity of a Non-Executive 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.

The profile, specific areas of expertise and experience and other relevant information pursuant to Regulation 36(3) of Listing Regulations and SS-2, are 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(1C) of Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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

Except G. P. Kundargi, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the said resolution.

By 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: 3 November 2026

ANNEXURE A

(Refer Item No.1 of the Notice of Postal Ballot)

Details of Director seeking appointment

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

Name of the Director	**G. P. Kundargi**
DIN	02256516
Category of Director	Non-Executive Non-Independent Director
Date of Birth	15 August 1956
Age	70 years
Date of first appointment on Board	12 November 2016
Qualifications	B. Sc. (Chemistry) degree from Karnataka University, and M. Tech in Mineral Processing from Nandihalli Post Graduation Centre, Gulbarga University.
Expertise in specific functional areas	Metal Mining (both opencast and underground), Mineral Processing, Research and Technical Operations, Planning, Mine Safety, Mining Lease matters, Projects and Human Resource Management.
Experience	G. P. Kundargi brings extensive technical and leadership experience in the mining and metals sector, supported by a strong academic foundation in science and mineral processing. He was associated with MOIL Limited (formerly Manganese Ore India Limited), a Central Public-Sector Enterprise (CPSE) under the Ministry of Steel, from 27 October 1999 to 31 August 2016, in various roles from Senior Deputy General Manager to Chairman and Managing Director, wherein he has played a key role in advancing the operational and strategic priorities of a large CPSE. In addition to his executive leadership experience, he continues to contribute to the industry through his position on the Board of Nava Limited.
Directorships held in other companies	G. P. Kundargi is Independent Director of - • Nava Limited • Hira Electro Smelters Limited • Royal Sandur Metals Private Limited (formerly Arjas Steel Private Limited) G. P. Kundargi is Non-Executive Director of • Lohagiri Industrials Private Limited • Royal Sandur Hospitality Private Limited
Membership/ Chairmanships of committees of other companies	Nava Limited: • Member of Stakeholders Relationship Committee • Member of Nomination and Remuneration Committee

	Hira Electro Smelters Limited: • Chairman of Stakeholders Relationship Committee • Member of Audit Committee • Member of Nomination and Remuneration Committee Royal Sandur Metals Private Limited (formerly Arjas Steel Private Limited): • Chairman of Audit Committee • Member of Nomination and Remuneration Committee
Name of listed entities from which the person has resigned in the past three years	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	None
Remuneration sought to be paid	No remuneration other than sitting fee and profit related commission.
Remuneration last drawn	Profit related commission - Rs.25 lakh Sitting fees - Rs.6.50 lakh
Shareholding in the Company including shareholding as a beneficial owner	Nil
Number of meetings of the Board attended during the year	4 out of 5 meetings held during the financial year 2026-27.
Terms and conditions of appointment	As detailed out in Item No.1 of explanatory statement of the Notice.

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