

# *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

13 September 2023

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

Dear Sir / Madam,

***Sub: Notice of 69<sup>th</sup> Annual General Meeting, Cut-off Date and Book Closure Dates***

***Ref: Company Code: 504918***

This is to inform that 69<sup>th</sup> Annual General Meeting (AGM) of Members of the Company will be held on Wednesday, 20 September 2023 at 11:00 a.m. (IST) through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) to transact the businesses as set forth in the Notice annexed herewith.

Please be informed that the Company is providing e-voting facility to its Members in respect of resolutions to be passed at the AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide e-voting facility. The e-voting shall be open for 3 days, commencing from 9:00 A.M. (IST) on Sunday, 17 September 2023 and ending at 5:00 P.M. (IST) on Tuesday, 19 September 2023 for the Members to cast their vote electronically. The Company has fixed **Wednesday, 13 September 2023** as the '**Cut-off Date**' for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the AGM.

Pursuant to provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 14 September 2023 to Wednesday, 20 September 2023 (both days inclusive) for the purpose of AGM.

The stakeholders may note that this intimation was made to BSE Limited vide letter no. SMIORE/SEC/2023-24/40 dated 29 August 2023. However, subsequent to the listing of equity shares of the Company on NSE Limited on 7 September 2023, this intimation is made to NSE Limited for the benefit of stakeholders.

**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, Ballari District

Tel: +91 8394 244450 / 244335

We request you to kindly take the same on record.

Thanking you,

*For The Sandur Manganese & Iron Ores Limited*

*Bijan Kumar Dash*  
*Company Secretary & Chief Compliance Officer*

**Encl: A/a**

# Notice

**Notice** is hereby given that 69<sup>th</sup> Annual General Meeting (AGM) of the Members of **The Sandur Manganese & Iron Ores Limited** (the Company) will be held on Wednesday, the 20<sup>th</sup> day of September 2023 at 11.00 A.M. (IST) through Video Conferencing/Other Audio-Visual Means (VC/OAVM) to transact the following businesses:

## Ordinary Business:

### 1. Adoption of Audited Standalone Financial Statements:

To receive, consider and adopt audited standalone financial statements of the Company for the financial year ended 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon.

### 2. Adoption of Audited Consolidated Financial Statements:

To receive, consider and adopt audited consolidated financial statements of the Company for the financial year ended 31 March 2023, together with the Report of the Auditors thereon.

### 3. Declaration of Dividend for the financial year ended 31 March 2023:

To declare a dividend of ₹ 5 per equity share of face value of ₹ 10 each for the financial year ended 31 March 2023.

### 4. Re-appointment of T. R. Raghunandan (DIN: 03637265) as Director, liable to retire by rotation:

To re-appoint a director in place of T. R. Raghunandan (DIN: 03637265) who retires by rotation and being eligible, offers himself for re-appointment.

## Special Business:

### 5. Ratification of Remuneration payable to M/s. Kamalakara & Co., Cost Auditor of the Company for the financial year 2023-24:

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors, the Members of the Company do hereby ratify the remuneration of ₹ 2.50 lakh (Rupees Two lakh Fifty Thousand only) plus applicable taxes thereon, apart from reimbursement of out of pocket expenses in actuals towards travelling, conveyance etc., payable to M/s. Kamalakara & Co., Cost Accountants (Firm Registration No. 000296) who are re-appointed by the Board of Directors as Cost Auditor, for conducting the audit of cost records maintained by the Company for the financial year 2023-24.

**RESOLVED FURTHER THAT** the Managing Director, Director (Mines) and Company Secretary, 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. Re-appointment of Latha Pillai (DIN: 08378473) 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 of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors), Rules, 2014, relevant 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, Latha Pillai (DIN: 08378473) who holds office as an Independent Director up to 7 March 2024, and 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 re-appointment as an 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 8 March 2024 to 7 March 2029 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Latha Pillai 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 Listing Regulations, 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, Director (Mines) and Company Secretary 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 the order of the Board of Directors  
for The Sandur Manganese & Iron Ores Limited

**Bijan Kumar Dash**  
Company Secretary &  
Chief Compliance Officer  
M. No.: A17222

**Place:** Bengaluru  
**Date:** 3 August 2023

### Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) setting out material facts concerning the businesses under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (AGM) are also annexed. Requisite declarations have been received from Directors seeking appointment/re appointment.
2. The Ministry of Corporate Affairs (MCA) vide its General Circulars 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. 10/2022 dated 28 December 2022 (collectively referred to as MCA Circulars) and SEBI vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 read with other relevant circulars including SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023 (collectively referred to as SEBI Circulars), has permitted the holding of the AGM through Video Conferencing/Other Audio Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, Listing Regulations, MCA and SEBI Circulars, the 69<sup>th</sup> AGM of the Company is being conducted through VC/OAVM on Wednesday, 20 September 2023 at 11.00 A.M. (IST). The deemed venue for the 69<sup>th</sup> AGM shall be the Registered Office of the Company at 'Satyalaya', Door No. 266 (Old No.80), Behind Taluka Office, Ward No.1, Palace Road, Sandur - 583 119, Ballari District, Karnataka.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote on behalf of the Members will 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 there at and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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 for 1000 Members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Since the AGM will be held through VC/OAVM in accordance with the MCA Circulars and SEBI Circulars, the route map is not attached to this Notice.
7. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members and Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution and Authority Letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sathya\\_acs@yahoo.co.in](mailto:sathya_acs@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
9. In line with the MCA Circulars and SEBI Circulars, the Notice along with Annual Report for financial year 2022-23 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participants (DPs) unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report to those Members who request the same at [investors@sandurgroup.com](mailto:investors@sandurgroup.com) mentioning their Folio No./DP ID and Client ID.
10. Members may note that the Notice of AGM has been uploaded on the website of the Company at [www.sandurgroup.com](http://www.sandurgroup.com). The Notice can also be accessed from the website of BSE Limited, the Stock Exchange where the Company's shares are listed at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing the remote e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. As per the provisions of Clause 3.A. II. of the General Circular No. 20/2020 dated 5 May 2020 issued by MCA, the matters of Special Business as appearing at Item Nos. 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will be available for

electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., 20 September 2023. Members seeking to inspect such documents can send an email to [investors@sandurgroup.com](mailto:investors@sandurgroup.com) by mentioning their name and Folio Number/Demat Account Number from their registered email address.

### 13. Record Date, Book Closure and Dividend:

(a) The record date is fixed as Wednesday, 13 September 2023 and the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 14 September 2023 to Wednesday, 20 September 2023 (both days inclusive) for the purpose of this AGM and for determining the entitlement of Members to dividend for the financial year ended 31 March 2023, if approved at the AGM.

(b) The dividend of ₹ 5 per equity share of face value of ₹ 10 each (50%), if declared at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Monday, 25 September 2023, as under:

(i) To all the beneficial owners as of the close of business hours on Wednesday, 13 September 2023, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited 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, 13 September 2023.

14. Members are urged to support the green initiative in line with our commitment to environmental protection by choosing to receive the Company's communications through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants and Members holding shares in physical mode are requested to update their email addresses with the Company's Registrar and Share Transfer Agent (RTA), Venture Capital and Corporate Investments Private Limited at [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com) to receive copies of the Annual Report 2022-23 in electronic mode.

15. In accordance with the provisions of Section 72 of the Act and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members are entitled to make nomination in respect of the equity shares held by them. Member holding shares in physical mode and desirous of making nomination may submit duly filled Nomination Form in Form SH-13 appended at the end of this Annual Report, to RTA of the Company. Member holding shares in electronic mode may contact their respective Depository Participants for availing the nomination facility.

16. Members are requested to quote their Folio Number/ Client ID, in all correspondence and intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, mandates, nominations, bank details:

(a) For shares held in electronic form: to their Depository Participants;

(b) For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3 November 2021.

The Company has sent communication to shareholders in this regard.

17. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f., 1 April 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants (DPs) or in case shares are held in physical form, with the Company by sending documents by Wednesday, 13 September 2023 before 5.00 P.M. (IST). For the detailed process, please visit website of the Company <https://www.sandurgroup.com/agm-postal-ballots>, 'Communication on Tax Deduction on Dividend'.

18. 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, 13 September 2023, to receive the dividend on time:

(a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and following details relating to the bank account in which the dividend is to be received:

- i. Name of Bank and Bank Branch;
- ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
- iii. 11-digit IFSC Code;
- iv. 9-digit MICR Code.

(b) Copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

(c) Self-attested copy of the PAN Card; and

(d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

## NOTICE

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

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

19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25 January 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company's RTA at <https://www.vccipl.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
20. Further, as per Regulation 40 of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities of listed companies shall be effected only in dematerialised form with effect from 1 April 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
21. 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 will be entitled to vote.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
23. 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 not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
24. 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 the Investors Education and Protection Fund (IEPF) established by the Central Government. The unclaimed/unpaid dividends and the relevant due dates for transfer of such amounts are mentioned in the Board's Report.
25. Members are requested to note that the shares in respect of unclaimed/unpaid dividends which are not en-cashed 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 en-cashed the dividend warrant(s) from financial year 2015-16 onwards, may forward their claims to the Company/RTA before 7 October 2023, to avoid any transfer of dividend or shares to the IEPF Authority. The Members, whose unclaimed/unpaid dividends or shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in web form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
26. The SEBI vide its Circulars dated 3 November 2021, 14 December 2021 and 16 March 2023, 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. Further, if any ONE of the cited documents/details as enunciated in the said circular is NOT registered with Company/RTA, by 1 October 2023, such folios shall be frozen by the Company/RTA. Members are requested to update their PAN, KYC and nomination details with the Company/RTA on or before 1 October 2023 to keep their folio compliant. Frozen folios shall be referred by the Company/RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31 December 2025.
27. In line with directions of the 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 in form along with supporting documents may be sent to Company's RTA at their address Venture Capital & Corporate Investments Private Limited, "Aurum", Door No.4-50/P-II/57/4f & 5f, Plot No.57, 4<sup>th</sup> & 5<sup>th</sup> Floors, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500 032. Alternatively, Members may submit duly filled complete set of scanned documents with e-sign through email. Please note that documents received only from the registered email address of the Members will be considered. The documents received from email address of brokers and third parties will not be entertained.
28. SEBI vide its Circular dated 16 March 2023, mandated linking of PAN and Aadhar by all holders of physical securities of listed companies by 30 June 2023 or any

other date specified by Central Board of Direct Taxes (CBDT) in this regard. The folios in which PANs are not linked with Aadhaar numbers as on the notified cut-off date of 30 June 2023 or any other date as may be specified by the CBDT, shall also be frozen. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge their grievances only after furnishing the complete set of documents.

29. Effective 1 January 2022, Grievance Redressal/Service Requests can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios.
30. Members seeking any information with regard to financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before 5.00 P.M. (IST) on Monday, 18 September 2023 through email on [investors@sandurgroup.com](mailto:investors@sandurgroup.com). The same will be replied by the Company suitably.

### **Voting through Electronic Means:**

1. In compliance with Section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of 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 National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses is provided in the instructions for e-voting Section which forms part of this Notice.
2. The e-voting period commences from 9.00 A.M. (IST) on Sunday, 17 September 2023 and ends at 5.00 P.M. (IST) on Tuesday, 19 September 2023. During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e., Wednesday, 13 September 2023 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting 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.
3. Instructions for e-voting can also be accessed on the Company's website at [www.sandurgroup.com](http://www.sandurgroup.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. The Board at its meeting held on 3 August 2023 has appointed T. Sathya Prasad Yadav, Practising Advocate as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
5. 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 e-mail and holding shares as of the cut-off date i.e., Wednesday, 13 September 2023 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or 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 your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Wednesday, 13 September 2023 may follow steps mentioned in the Notice.
6. The Scrutinizer will submit his report to the Chairman of the Company (Chairman) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than two working days from the conclusion of the AGM.
7. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, NSDL, and RTA and will also be displayed on the Company's website, [www.sandurgroup.com](http://www.sandurgroup.com). The results shall also be displayed on the notice board at the Registered Office of the Company.
8. 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, 20 September 2023.

### **Instructions for Members for Remote e-voting and joining Meeting are as under:**

The way to vote electronically on NSDL e-voting system consists of 'Two Steps', which are mentioned below:

#### **Step 1: Access to NSDL e-voting system**

##### **i. Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode:**

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

## NOTICE

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 <b>NSDL</b> .	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-voting</b>” under e-voting services and you will be able to see e-voting page. Click on Company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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 <b>e-voting service provider i.e., NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual shareholders holding securities in demat mode with <b>CDSL</b> .	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>
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Type of shareholders	Login Method
	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 evoting 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 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 <b>e-voting service provider i.e., NSDL</b> 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.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective 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 <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**ii. Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

**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 is 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 is 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 is 101456001***

## NOTICE

5. Password details for shareholders 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 will force you 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 from your mailbox. Open the e-mail 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 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](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, PAN, name and registered address.
  - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-voting will open.

## Step 2: Cast your vote electronically and join meeting 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 and General Meeting is in active status.
2. Select "EVEN" of Company which is Select "EVEN" of Company which is 125254 for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting". for which you wish to cast your vote during the remote e-voting period and casting your vote during the General 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 or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for Members for Voting on the Resolutions:

1. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sathya\\_acs@yahoo.co.in](mailto:sathya_acs@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Vice President, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### Process for those Members whose Email Address are not registered with the RTA/Depositories for procuring User ID and Password and Registration of Email Address for e-voting for the Resolutions set out in this Notice:

1. In case shares are held in physical mode, please submit duly filled and signed ISR-1 form, 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 RTA at [investors.relations@vccipl.com](mailto:investors.relations@vccipl.com) and [info@vccipl.com](mailto:info@vccipl.com). Shareholders 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>.
2. 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 [investors.relations@vccipl.com](mailto:investors.relations@vccipl.com) and [info@vccipl.com](mailto: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 **Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode**.
3. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto: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.

### Instructions for Members for e-Voting on the day of the AGM:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the

day of the AGM shall be the same person mentioned for remote e-voting.

### Instructions for Members for attending the AGM through VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access 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 General meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the meeting through laptops for better experience.
3. Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending a request mentioning their name, demat account number/folio number, email id, mobile number at [investors@sandurgroup.com](mailto:investors@sandurgroup.com) on or before 5.00 P.M. (IST) on Monday, 18 September 2023. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The same will be replied by the Company suitably.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Facility of joining AGM through VC/OAVM mode shall be open 15 minutes before and after the scheduled time of the commencement of the meeting and will be available for Members on first come first serve basis.
8. In case of technical assistance for attending the AGM, you may contact NSDL on toll free no.: 022- 4886 7000 and 022-2499 7000 or send a request to Vice President, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## Explanatory Statement pursuant to Section 102 of the Act

### Item no. 5

#### Ratification of Remuneration payable to M/s. Kamalakara & Co., Cost Auditor of the Company for the financial year 2023-24:

In terms of the 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 the recommendation of the Audit Committee, the Board of Directors at its meeting held on 3 August 2023 accorded its approval for appointment of M/s. Kamalakara & Co., as Cost Auditor for the financial year 2023-24, at a remuneration of ₹ 2.50 lakh (Rupees Two lakh Fifty Thousand 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 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, have vast experience in the field of cost audit and have been conducting audit of the Company's cost records since 2012-13.

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

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

### Item no. 6

#### Re-appointment of Latha Pillai (DIN: 08378473) as an Independent Director:

Latha Pillai was appointed as an Additional Director on the Board of the Company under the provisions of the Act with effect from 8 March 2019 and was regularised vide resolution passed by the Members at the 65<sup>th</sup> Annual General Meeting held on 21 September 2019 as an Independent Director. As per the said resolution, the term of appointment of Latha Pillai was for a period of five consecutive years with effect from 8 March 2019 to 7 March 2024. Accordingly, the term of appointment of Latha Pillai as an Independent Director ends on 7 March 2024.

A brief profile of Latha Pillai is as follows:

Latha Pillai born on 18 October 1959 is an educational administrator with more than three decades of experience in the field of higher education. Her areas of professional

interest include quality assessment and evaluation, promotion of women in governance and academic leadership. She has worked in institutions related to different aspects of higher education, Policy and Planning - University Grants Commission (UGC) Open and Distance Learning - Indira Gandhi National Open University (IGNOU) and Youth Development - Rajiv Gandhi National Institute of Youth Development (RGNIDYD). She has also been an Advisor to the National Assessment and Accreditation Council (NAAC), Bengaluru. She is presently associated with ICFAI Group of Institutions as a Senior Advisor (Education).

She was awarded the Jawaharlal Nehru Birth Centenary Award in 2012, which was instituted by the Indian Science Congress Association. She is also the recipient of prestigious fellowships, including the Endeavour Australia Cheung Kong Research Fellowship by the Australian Government, Monash University (Melbourne, Australia), USIA International Visitors Programme, USA, International Resident Fellow, University of Calgary (Canada). She has been nominated to various Committees of UGC, MHRD, FICCI and CII, among others, and has also participated in many national and international conferences/seminar as an invited speaker. Her contributions in the spheres of capacity building of women administrators in higher education and mainstreaming vocational education have received academic acclaim.

The Board at its meeting held on 3 August 2023, based on the recommendation of the Nomination and Remuneration Committee and excellent rating assigned to Latha Pillai during performance evaluation for the year 2022-23, proposed to re-appoint her as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 8 March 2024 to 7 March 2029 (both days inclusive), subject to approval of Members by Special Resolution. The Board considers that her 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 Latha Pillai for the office of Director.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment for a second term on passing of a special resolution by the Company and disclosure of such appointment in Board's Report.

Latha Pillai has consented to act as 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, Latha Pillai 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 a Director by virtue of any

SEBI Order or any such Authority pursuant to circular dated 20 June 2018, issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Latha Pillai is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has also confirmed the compliance of 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 3 August 2023 perused the declarations and affirmed the same.

Latha Pillai 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 within the limits approved by the Members of the Company for the Non-Executive Directors of the Company. In the opinion of the Board of Directors, Latha Pillai is a person of integrity, fulfils the conditions specified in the Act and the Rules made

thereunder read with the provisions of Listing Regulations as amended and is independent of the management.

The draft letter of appointment of Latha Pillai 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](mailto:investors@sandurgroup.com).

The information pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at '**Annexure A**' to this Notice.

Accordingly, the Board recommends the resolution as set out in the Item no. 6 for approval of the Members as a Special Resolution.

Except Latha Pillai, 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.

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

**Place:** Bengaluru  
**Date:** 3 August 2023

**Bijan Kumar Dash**  
Company Secretary & Chief Compliance Officer  
M. No.: A17222

## NOTICE

# Annexure A

(Refer Item nos. 4 and 6 of the Notice)

### Details of Directors seeking appointment/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	T. R. Raghunandan	Latha Pillai
DIN	03637265	08378473
Category of director	Non-Executive Non-Independent Director	Independent Director
Date of birth	6 October 1959	18 October 1959
Age	64 years	64 years
Date of first appointment on Board	28 May 2016	8 March 2019
Qualifications	BSC, LLB	As detailed out in Item no. 6 of explanatory statement of the Notice
Expertise in specific functional areas	T. R. Raghunandan is a specialist in formulating policy with respect to local governments, decentralisation and anti-corruption with a special interest in training and mentoring on the above aspects of governance.	As detailed out in Item no. 6 of explanatory statement of the Notice
Experience	T. R. Raghunandan is a former IAS officer of 1983 batch. He served as Rural Development and Panchayat Raj secretary in Karnataka and as Joint Secretary of Ministry of Panchayati Raj, Government of India, before he resigned in March 2013. 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 (provincial) and national government. He is also a consultant and advisor to international development agencies, governments and non-profit institutions on anti-corruption and decentralised public governance. He has worked with Janagraha to start <a href="http://ipaidabribe.com">ipaidabribe.com</a> . Currently, T. R. Raghunandan is based in Bengaluru and works as a freelance development consultant with the UNDP, the Swiss Development Corporation and an NGO. 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.	As detailed out in Item no. 6 of explanatory statement of the Notice
Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil	Nil
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil

<b>Name of the director</b>	<b>T. R. Raghunandan</b>	<b>Latha Pillai</b>
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	None	None
Remuneration sought to be paid	No remuneration other than sitting fee and profit related commission	No remuneration other than sitting fee and profit related commission
Remuneration last drawn	Sitting fees of ₹ 8.40 lakh and profit related commission of ₹ 25.00 lakh	Sitting fees of ₹ 6.60 lakh and profit related commission of ₹ 25.00 lakh
Shareholding in the Company including shareholding as a beneficial owner	3,048 shares	Nil
Number of meetings of the Board attended during the year	8 out of 8 meetings held	7 out of 8 meetings held
Terms and conditions of appointment/re-appointment	Proposed to be re-appointed as Non-Executive Non-Independent Director, liable to retire by rotation.	As detailed out in Item no. 6 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	NA	<p>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.</p> <p>The Nomination and Remuneration Committee and Board reviewed domain skills, professional experience and industry exposure of Latha Pillai, Independent Director and concluded that she fulfils the skills/expertise/competencies required in context of the Company's business, to discharge her role as an Independent Director of the Company.</p>

## Key Details of 69<sup>th</sup> Annual General Meeting at a Glance

Sr. No.	Particulars	Details
1	Day, date and time of AGM	Wednesday, 20 September 2023 at 11.00 A.M. (IST)
2	Mode of AGM	Through Video Conferencing/Other Audio-Visual Means (VC/OAVM)
3	Participation through VC/OAVM	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
4	Technical Assistance for VC participation	Contact NSDL on toll free no.: 022 - 4886 7000 and 022-2499 7000 or send a request to Vice President, NSDL at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> .
5	Submission of questions/queries before AGM	Questions with regard to financial statements or any other matter to be placed at the 69 <sup>th</sup> AGM can be submitted from registered email address on <a href="mailto:investors@sandurgroup.com">investors@sandurgroup.com</a> before 5.00 P.M. (IST) on Monday, 18 September 2023.
6	Speaker pre-registration	On or before 5.00 P.M. (IST) on Monday, 18 September 2023.  Members may register themselves as a speaker by sending a request mentioning their name, demat account number/folio number, email id, mobile number at <a href="mailto:investors@sandurgroup.com">investors@sandurgroup.com</a> .
7	Dividend details	<b>Rate:</b> 50% i.e., ₹ 5 per equity share of face value of ₹ 10 each <b>Record date:</b> Wednesday, 13 September 2023 <b>Book closure dates:</b> From Thursday, 14 September 2023 to Wednesday, 20 September 2023 (both days inclusive) <b>Payment date:</b> On or after Monday, 25 September 2023
8	TDS on Dividend and Submission of Forms	Submit forms by Wednesday, 13 September 2023 before 5.00 P.M. (IST).  The detailed process is available on the website of the Company at <a href="https://www.sandurgroup.com/Stake.html">https://www.sandurgroup.com/Stake.html</a> , 'Communication on Tax Deduction on Dividend'.
9	EVEN of the Company	125254
10	Cut-off date for remote e-voting period	Wednesday, 13 September 2023
11	Remote e-voting period	From 9.00 A.M. (IST) on Sunday, 17 September 2023 and ends at 5.00 P.M. (IST) on Tuesday, 19 September 2023
12	Registration of email address to receive credentials for remote e-voting and Notice of 69 <sup>th</sup> AGM	Members whose email addresses are not registered and wish to receive the credentials for remote e-voting along with the Notice of the 69 <sup>th</sup> AGM and Annual Report 2022-23 can get their email addresses registered by sending an email to RTA at <a href="mailto:investors.relations@vccipl.com">investors.relations@vccipl.com</a> and <a href="mailto:info@vccipl.com">info@vccipl.com</a> and following the process mentioned in the Notes to the Notice of the AGM. Alternatively, member may send an e-mail request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> for obtaining User ID and Password.