

The Sandur Manganese & Iron Ores Limited

(An ISO 9001:2015; ISO 14001:2015 and 45001:2018 certified company)

CIN:L85110KA1954PLC000759; Website: www.sandurgroup.com

REGISTERED OFFICE

'SATYALAYA', No.266
Ward No.1, Palace Road
Sandur - 583 119, Ballari District
Karnataka, India
Tel: +91 8395 260301/ 283173-199
Fax: +91 8395 260473



CORPORATE OFFICE

'SANDUR HOUSE', No.9
Bellary Road, Sadashivanagar
Bengaluru - 560 080
Karnataka, India
Tel: +91 80 4152 0176 - 79 / 4547 3000
Fax: +91 80 4152 0182

SMIORE / SEC / 2025-26 / 11

28 May 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Codes: 504918 & 976135
Symbol: SANDUMA

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

Dear Sir/ Madam,

Sub: Secretarial Compliance Report for the year ended 31 March 2025

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Secretarial Compliance Report for the year ended 31 March 2025 issued by N. D. Satish, Peer Reviewed Practicing Company Secretary.

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

Thank you

for The Sandur Manganese & Iron Ores Limited

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

Encl: A/a

MINES OFFICE: Deogiri - 583112, Sandur Taluk, Ballari District

Tel: +91 8395 271025 / 28 / 29 / 40; Fax: +91 8395 271066

PLANT OFFICE: Metal & Ferroalloy Plant, Vyasankere, Mariyammanahalli - 583 222, Hosapete Taluk, Vijayanagara District

Tel: +91 8394 244450 / 244335



SECRETARIAL COMPLIANCE REPORT

of

THE SANDUR MANGANESE & IRON ORES LIMITED

(CIN L85110KA1954PLC000759)

for the year ended 31 March 2025

I, have examined:

- (a) all the documents and records made available to me, and explanation provided by **The Sandur Manganese & Iron Ores Limited ("the Listed Entity")**,
- (b) the filings/ submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report

for the year ended **31 March 2025** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations, 2015"};
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (there were no events requiring compliance during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (there were no events requiring compliance during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder

and based on the above examination, I hereby report that, during the Review Period:



(a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	As per the provisions of Regulation 60(2) of SEBI (LODR) Regulations, 2015, the listed entity shall give notice in advance of at least seven* working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date fixed as per sub-regulation (7) of regulation 23 of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.	Regulation 60(2) of SEBI (LODR) Regulations, 2015	3 days delay in submission of notice of record date for the month of November 2024 to BSE Limited	BSE	Fine	Delay in submission of notice of record date	INR 10,000/- (Rupees ten thousand only)	The intimation was submitted on 7 November 2024 delayed by three days.	The delayed intimation on 7 November 2024 i.e., by three days was unintentional and resulted from genuine time constraints.	The fine amount was paid by the Listed Entity after the rejection of waiver application submitted by the Listed Entity to BSE Limited.

* SEBI vide its amendment dated 12 December 2024, substituted three working days instead of seven working days.

(b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance Report for the year ended ... (The years are to be mentioned)	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
Not Applicable						



I hereby report that, during the review period the compliance status of the Listed Entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standards</u> The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	With regard to the compliance of the Secretarial Standards on Meetings of the Board of Directors, it is observed that the Compliances have been made by the Company in general except for delay in circulation of Agenda papers of Board/ Committees in few instances. However, it is to be noted that all the members of the Board/ Committees approved Minutes of the Meetings and the same were taken note of in the subsequent meetings.
2.	<u>Adoption and timely updation of the Policies:</u> ➤ All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. ➤ All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	NA NA
3.	<u>Maintenance and disclosures on Website:</u> ➤ The Listed Entity is maintaining a functional website ➤ Timely dissemination of the documents/ information under a separate section on the website ➤ Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes Yes Yes	NA NA NA



4.	<u>Disqualification of Director:</u> None of the Directors of the Listed Entity are disqualified under Section 164 of Companies Act, 2013	Yes	NA
5.	<u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u> ➤ Identification of material subsidiary companies. ➤ Disclosure requirements of material as well as other subsidiaries.	Yes Yes	The Listed Entity has acquired the following entities during the financial year ended 31 March 2025 and the same have been identified as material subsidiary companies. i. Arjas Steel Private Limited ii. Arjas Modern Steel Private Limited Sandur Pellets Private Limited is a wholly owned subsidiary company of the Listed Entity, currently under voluntary liquidation process.
6.	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	NA
7.	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.	Yes	NA
8.	<u>Related Party Transactions:</u> a. The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions. b. In case no prior approval obtained the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified by the audit committee.	Yes Yes	Please refer Point 8 (b) The Listed Entity has provided detailed reasons/disclosure along with confirmation for obtaining subsequent approval



			of related party transactions wherever applicable.
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10.	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulations 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> The actions taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges.	Yes	Fine amounting to INR 10,000/- has been imposed by BSE Limited on the Company for delay in submission of notice of Record Date under Regulation 60(2) of SEBI (LODR) Regulations, 2015 for the month of November 2024.
12	<u>Resignation of statutory auditors from the Listed Entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the Listed Entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	NA
13	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for applicable SEBI regulations/ circular/ guidance note etc.	Yes	NA

I further report that the Listed Entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations - Not Applicable



ND SATISH

Practicing Company Secretary

No. 160 "Abhyudaya" First floor, 2nd Main,
10th Cross, Nrupattunganagar,
NGEF layout, Nagarbhavi,
Bangalore 560 072
Mobile: 08971403035, 09480709752
e-mail: cs.ndsatish@gmail.com

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the Listed Entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

NERLAHADDA
DATTATREYA
SATISH

Digitally signed by
NERLAHADDA DATTATREYA
SATISH
Date: 2025.05.28 22:53:32
+05'30'

N.D. Satish

Practising Company Secretary

FCS No.: 10003 C.P. No.: 12400

UDIN: F010003G000480099

Peer Review Certificate No. 1737/2022

Date: 28 May 2025

Place: Bengaluru