

# *The Sandur Manganese & Iron Ores Limited*

Registered Office: Lakshmipur, Sandur - 583 119, Bellary Dist., Karnataka  
CIN:L85110KA1954PLC000759 Website: www.sandurgroup.com  
Telephone: +91 8395 260301 Fax: +91 8395 260473

**CORPORATE OFFICE:**

No.1A & 2C, Redifice Signature  
No.6, Hospital Road, Shivajinagar  
Bangalore - 560 001  
Karnataka, India  
Tel: 080 - 4152 0176 - 180  
Fax: 080 - 4152 0182



**MINES OFFICE:**

Deogiri - 583112  
Sandur Taluq  
Bellary District  
Karnataka, India  
Tel:08395-271025/28/29/40  
Fax: 08395-271066

SMIORE / SEC / 141010 / 01

10 October 2014

The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

Dear Sir/Madam,

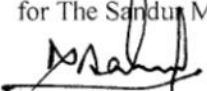
**Sub - Compliance with Clause 49(VI)(ii) of the Listing Agreement**

In compliance with the provisions of Clause 49(VI)(ii) of the Listing Agreement, we submit herewith a Quarterly Compliance Report on Corporate Governance of the Company for the quarter ended 30 September 2014.

We request you kindly to take the same on record and acknowledge the receipt.

Thank you

Yours faithfully  
for The Sandur Manganese & Iron Ores Limited

  
Md. Abdul Saleem  
CS & CGM (Mines)



## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **THE SANDUR MANGANESE & IRON ORES LIMITED**

Quarter Ending on : **30 SEPTEMBER 2014**

PARTICULARS		Clause of Listing Agreement	Compliance Status Yes / No	Remarks
1		2	3	4
<b>I</b>	<b>BOARD OF DIRECTORS</b>	49-I	YES	---
A	Composition of Board			
	<i>Executive</i> : 6	49-I-A(i)	YES	50% of the Board comprises of non-executive directors.
	<i>Non Executive</i> : 6			
	<b>TOTAL</b> : 12			
	<i>Executive</i> : 5	49-I-A(ii)	YES	Chairman of the Board is an executive director and half of the Board comprises of independent directors
	<i>Exec. Promoter</i> : 1			
	<i>Independent</i> : 6			
	<b>TOTAL</b> : 12			
B	Non-Executive Directors' Compensation & Disclosures	49-I-B	YES	Sitting Fee for non-executive independent directors is being paid as fixed by the Board with the approval of Members
C	Other provisions as to Board and Committees	49-I-C	YES	During the quarter under review, Board meeting was held on 9 August 2014 and 27 September 2014. None of the directors hold membership in more than 10 committees.
D	Code of Conduct	49-I-D	YES	Code of Conduct for all Board members and senior management personnel has been adopted and declaration of its compliance has been included in the 60 <sup>th</sup> Annual Report for the year 2013-14.
<b>II</b>	<b>AUDIT COMMITTEE</b>	49-II	YES	---
A	Qualified & Independent Audit Committee	49-II-A	YES	Audit Committee consists of five independents directors and has the specified terms of reference.
B	Meeting of Audit Committee	49-II-B	YES	During the quarter under review, Audit Committee Meeting was held on 9 August 2014.
C	Powers of Audit Committee	49-II-C	YES	Audit Committee has powers as specified under the said Clause.
D	Role of Audit Committee	49-II-D	YES	Role of Audit Committee includes the required provisions.
E	Review of information by Audit Committee	49-II-E	YES	Audit Committee reviews the prescribed areas of operations.

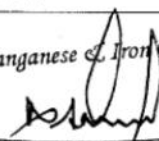
for The Sandur Manganese & Iron Ores Limited

*Md. Abdul Saleem*  
CS & CGM (Mines)



<b>III</b>	<b>SUBSIDIARY COMPANIES</b>	49-III	YES	Star Metalics and Power Private Limited is the Subsidiary of the Company. The Company is complying with the requisite provisions of Clause 49(III) of the Listing Agreements.
<b>IV</b>	<b>DISCLOSURES</b>	49-IV	YES	---
	A Basis of Related Party Transactions	49-IV-A	YES	Statement of Related Party Transactions, if any, is being placed periodically before the Audit committee.
	B Disclosure of Accounting Treatment	49-IV-B	YES	All applicable Accounting Standards are being followed in the preparation of financial statements and in case of any difference in accounting treatment the same shall be disclosed separately as and when required.
	C Board Disclosures	49-IV-C	YES	Risk assessment and minimization procedures approved by the Board are being periodically reviewed.
	D Proceeds from public issues, right issues, preferential issues etc.	49-IV-D	NA	During the quarter under review the Company has not raised any money from the shareholders.
	E Remuneration of Directors	49-IV-E	YES	Information as required under this provision has been included in the 60 <sup>th</sup> Annual Report of the Company for the year 2013-14.
	F Management	49-IV-F	YES	Management Discussion & Analysis Report forms part of Directors' Report in 60 <sup>th</sup> Annual Report for the year 2013-14.
	G Shareholders	49-IV-G	YES	Information, as required under this provision has been provided in the 60 <sup>th</sup> Annual Report for the year 2013-14. An independent non-executive director is the Chairman of Stakeholders' Relationship Committee. Venture Capital & Corporate Investments Private Limited, one of the leading SEBI registered Category-I Registrar and Transfer Agents is the Share Transfer Agent of the Company. Chairman & Managing Director, Joint Managing Director and the Company Secretary have been authorized by the Board to individually approve share transfers at least once in a fortnight.
<b>V</b>	<b>CEO / CFO CERTIFICATION</b>	49-V	YES	CEO and CFO certificate was submitted to the Board while considering the approval of annual financial statements for the financial year 2013-14.
<b>VI</b>	<b>REPORT ON CORPORATE GOVERNANCE</b>	49-VI	YES	A detailed compliance report on Corporate Governance forms part of the 60 <sup>th</sup> Annual Report.
<b>VII</b>	<b>COMPLIANCE</b>	49-VII	YES	Statutory Auditors' certificate on compliance with Corporate Governance has been annexed to Directors' Report in 60 <sup>th</sup> Annual Report for the financial year 2013-14.

for The Sandur Manganese & Iron Ores Limited

  
Md. Abdul Saleem  
CS & CGM (Mines)