

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L85110KA1954PLC000759

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACT7495D

(ii) (a) Name of the company

THE SANDUR MANGANESE AN

(b) Registered office address

SATYALAYA Door No.266 (Old No.80), Ward No. 1, Behind Taluk Office, Sandur, Bellary, Karnataka - 583119

(c) \*e-mail ID of the company

secretarial@sandurgroup.com

(d) \*Telephone number with STD code

08395260301

(e) Website

www.sandurgroup.com

(iii) Date of Incorporation

18/01/1954

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	2

(b) CIN of the Registrar and Transfer Agent

U65993TG1986PTC006936

Pre-fill

Name of the Registrar and Transfer Agent

VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Door No. 4-50/P-II/57/4 & 5th Floors, Plot No. 57, Jayabheri  
Enclave, Phase II, Gachibowli,

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	B	Mining and quarrying	B3	Mining of Metal Ores	69
2	C	Manufacturing	C7	Metal and metal products	14
3	C	Manufacturing	C5	Coke and refined petroleum products	17

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SKAND PRIVATE LIMITED	U60210KA1974PTC002491	Holding	52.34
2	SANDUR PELLETS PRIVATE LIM +	U27209KA2022PTC160941	Subsidiary	100
3	RENEW SANDUR GREEN ENERC +	U40108DL2021PTC387102	Associate	49

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) \*SHARE CAPITAL

##### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	162,034,938	162,034,938	162,034,938
Total amount of equity shares (in Rupees)	2,000,000,000	1,620,349,380	1,620,349,380	1,620,349,380

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	200,000,000	162,034,938	162,034,938	162,034,938
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,000,000,000	1,620,349,380	1,620,349,380	1,620,349,380

##### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	73,216	26,932,607	27005823	270,058,230	270,058,230	
<b>Increase during the year</b>	0	135,074,563	135074563	1,350,291,115	1,350,291,115	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	135,029,115	135029115	1,350,291,115	1,350,291,115	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	45,448	45448	0	0	
Dematerialisation of shares						
<b>Decrease during the year</b>	45,448	0	45448	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	45,448	0	45448	0	0	
Dematerialisation of shares						
<b>At the end of the year</b>	27,768	162,007,170	162034938	1,620,349,3	1,620,349,3	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE149K01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

12,521,297,340

**(ii) Net worth of the Company**

21,569,329,451

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,930,732	3.66	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	114,273,582	70.52	0	
10.	Others Person acting in concert	54,444	0.03	0	
	<b>Total</b>	120,258,758	74.21	0	0

**Total number of shareholders (promoters)**

14

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	33,608,917	20.74	0	
	(ii) Non-resident Indian (NRI)	813,841	0.5	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	960,564	0.59	0	
4.	Banks	1,350	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,351,045	0.83	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,761,291	2.32	0	
10.	Others NBFC, FPI, IEPF, Clearing me +	1,279,172	0.79	0	
	<b>Total</b>	41,776,180	25.77	0	0

**Total number of shareholders (other than promoters)**

57,009

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

57,023

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	14	14
Members (other than promoters)	27,444	57,009
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	0	2	0	3.17	0
<b>B. Non-Promoter</b>	0	5	0	5	0	0.01
(i) Non-Independent	0	1	0	1	0	0.01
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>5</b>	<b>2</b>	<b>5</b>	<b>3.17</b>	<b>0.01</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAGHUNANDAN RAG	03637265	Director	18,288	
BAHIRJI AJAI GHORP	08452844	Managing Director	5,092,602	
GURURAJ PANDURAI	02256516	Director		
LATHA PILLAI	08378473	Director		
JAGADISH RAO KOTE	00521065	Director		15/05/2024
HEMENDRA LAXMIDA	00996888	Director		
MOHAMMED ABDUL S	00061497	Whole-time director	54,444	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
UTTAM KUMAR BHAG	AJFPB3869E	CFO	1,800	
MOHAMMED ABDUL S	ASOPS5650E	Company Secretar	54,444	05/08/2024

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAGHUNANDAN R	03637265	Director	20/09/2023	Re-appointment of director ret
MOHAMMED ABDU	ASOPS5650E	Company Secretary	21/11/2023	Appointment
LATHA PILLAI	08378473	Director	08/03/2024	Re-appointment as an Indepe
BIJAN KUMAR DAS	AJJPD2208D	Company Secretary	20/11/2023	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
69th Annual General Meetin	20/09/2023	24,799	54	74.53

**B. BOARD MEETINGS**

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2023	8	8	100
2	03/08/2023	8	8	100
3	27/09/2023	8	8	100
4	08/11/2023	8	8	100
5	18/12/2023	8	8	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
6	08/02/2024	8	8	100
7	28/03/2024	8	8	100

### C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	17/05/2023	5	5	100
2	Audit Committee	03/08/2023	5	5	100
3	Audit Committee	08/11/2023	5	5	100
4	Audit Committee	08/02/2024	5	5	100
5	Stakeholders Forum	17/05/2023	5	5	100
6	Stakeholders Forum	03/08/2023	5	5	100
7	Stakeholders Forum	08/11/2023	5	5	100
8	Stakeholders Forum	08/02/2024	5	5	100
9	Nomination and Remuneration Committee	17/05/2023	5	5	100
10	Nomination and Remuneration Committee	08/11/2023	5	5	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	RAGHUNAND	7	7	100	5	5	100	
2	BAHIRJI AJAI	7	7	100	3	3	100	
3	GURURAJ PA	7	7	100	5	5	100	
4	LATHA PILLA	7	7	100	5	5	100	

5	JAGADISH RAO	7	7	100	5	5	100	
6	HEMENDRA LAXMI	7	7	100	5	5	100	
7	MOHAMMED	7	7	100	2	2	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BAHIRJI AJAI GHOSH	MANAGING DIRECTOR	62,060,089	2,500,000	0	5,475,600	70,035,689
2	MOHAMMED ABDUL	WHOLE TIME DIRECTOR	20,784,055	2,500,000	0	1,830,600	25,114,655
	Total		82,844,144	5,000,000	0	7,306,200	95,150,344

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	UTTAM KUMAR BHADRA	CFO	18,945,762	0	0	827,659	19,773,421
2	BIJAN KUMAR DAS	COMPANY SECRETARY	2,782,042	0	0	93,209	2,875,251
	Total		21,727,804	0	0	920,868	22,648,672

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAGHUNANDAN RAO	Director	0	2,500,000	0	690,000	3,190,000
2	GURURAJ PANDURANG	Director	0	2,500,000	0	750,000	3,250,000
3	LATHA PILLAI	Director	0	2,500,000	0	750,000	3,250,000
4	JAGADISH RAO K	Director	0	2,500,000	0	770,000	3,270,000
5	HEMENDRA LAXMI	Director	0	2,500,000	0	770,000	3,270,000
	Total		0	12,500,000	0	3,730,000	16,230,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

N D SATISH

Whether associate or fellow

Associate  Fellow

Certificate of practice number

12400

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

#### List of attachments

Shareholders list_20240331.pdf MGT 8 - Draft.pdf Committee Details.pdf
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**Form No. MGT-8**

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

I have examined the registers, records and books and papers of **THE SANDUR MANGANESE AND IRON ORES LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on 31 March 2024. In my opinion and to the best of my information and according to the books of accounts, audited financials, documents and statutory registers maintained and made available by the Company and examinations carried out by me and as certified by the management and explanations furnished to me by the Company, its officers and agents, I certify:

- A. That the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, and I have relied on the audited Financial Statement as approved by the Board, signed by the Statutory Auditors of the Company and adopted by the members.
  - Serial no. XI at MGT 7 matters related to certification of compliances and disclosures- Under the provisions of clause (i) of subsection 1 of section 92 of the Companies act, 2013 matters relating to certification of compliances, disclosures are yet to be prescribed by the government. Hence, I am unable to assess the scope of compliance and disclosures and accordingly, I am unable to verify the status of such compliances.
  - With respect to Serial no. XII of the form pertaining to details of penalties and punishments imposed on Company/directors/officers and details of compounding of offenses, I relied on the records of the Company and representation of the Company and officers.
- B. That during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act as a Listed Public Limited Company, (Category: Company limited





- by shares; Sub-Category: Indian Non-Government Company) registered under the Indian Companies Act, 1913.
2. the Company has maintained the requisite registers/records and made the necessary entries therein within the time prescribed thereof.
  3. the Company has filed e-forms and returns during the financial year with the Registrar of Companies within the prescribed due date. During the financial year, the Company has not filed any Petitions, e-forms and returns with the Regional Director, Central Government, the Tribunal Court or other Authorities.
  4. On the basis of the written representations from the Management, calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the Annual General Meeting of the members of the Company on due dates as stated in the annual return in respect of which meeting, proper notices were given and the proceedings, including circular resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
  5. In our opinion and according to the information and explanations given to us, the Company closed Register of Members from 14 September 2023 to 20 September 2023 (both days inclusive) for the purpose of determining the entitlement of final dividend to Members at 69<sup>th</sup> Annual General Meeting held on 20 September 2023.
  6. In our opinion and according to the information and explanations given to us, that the Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 185 of the Act, as per the books and entries in the Statutory Register maintained by the Company.
  7. In our opinion and according to the information and explanations given to me the Company has entered into contracts/arrangements with related parties referred to in sub-Section (1) of section 188 of the Companies Act, 2013 and provisions of Act, have been duly complied.
  8. The Company has issued Bonus Share of ₹10/- each in the ratio of 5 (Five) new fully paid-up Equity Shares of ₹10/- each for every 1 (One) existing fully paid-up Equity Share of ₹10/- each, held by the eligible equity shareholders of the Company as on the Record Date, i.e., 2 February 2024. Accordingly, the Bonus Shares were credited to the eligible shareholders of the Company from 8 to 13 February 2024 and the said Shares was listed



and admitted to dealings on BSE and NSE from 15 February 2024.

There was no buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates during the year. In our opinion and according to the information and explanations given to me, transfer and transmission of shares have duly made during the financial year in compliance with the provisions of Act.

9. In our opinion and according to the information and explanations given to me, there was no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the year.
10. As per the verification of records, registers and as confirmed by the Management, the Company has declared final dividend of INR 5/- per equity share of face value of INR 10 each for the financial year ended 31 March 2023 to its shareholders and provisions of the Act have been duly complied. During the period, unpaid/ unclaimed dividend has been duly transferred to the Investor Education and Protection Fund as per the applicable provisions of Companies Act, 2013.
11. the signing of audited financial statement is as per the provisions of section 134 of the Act and Report of Directors is as per sub - sections (3), (4) and (5) thereof.
12. the Company has complied with the provisions of the Act in respect to constitution/ appointment/ re-appointments/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
13. The Company has complied with the provisions of the Act in respect to appointment of auditors as per the provisions of section 139 of the Act and there was no re-appointment or filling up of casual vacancies of the Auditors during the financial year.
14. As represented by the Management, there were no other instances of obtaining approvals of the Central Government, National Company Law Tribunal, Regional Director, Registrar and/ or such Authorities prescribed under the various provisions of the Act during the financial year.
15. As represented by the Management, there were no instances of invitation / acceptance/ renewal/ repayment of any deposits falling within the purview of Sections 73 of the Act and other applicable Rules thereunder during the financial year.



16. As certified by the Management, during the financial year, the Company has not borrowed from its Directors, Members, Banks, Public Financial Institutions or any other Corporate entities except Working Capital Facilities of INR 295 Crore and Term loan Borrowings of INR 300 Crore (Outstanding as on 31 March 2024 - INR 132.09 Crore) availed from Banks under multiple banking arrangement. The security creation is completed for Borrowings of INR 595 Crore by way of execution of Mortgage by Deposit of Title Deeds/Hypothecation arrangement between the Company and Axis Trustee Services Limited as Security Trustee, acting on behalf of HDFC Bank Limited, ICICI Bank Limited, Axis Bank Limited, IndusInd Bank Limited and RBL Bank Limited.
17. During the financial year, the Company has not given loans/guarantee and made investments, or providing of securities to other bodies corporate or persons under the provisions of the Section 186 of the Act except the following investments made in equity share capital:
- Pursuant to Share Subscription and Share Holders Agreement executed by the Company, Renew Green Energy Solutions Private Limited and Renew Sandur Green Energy Private Limited (RSGEPL) on 15 July 2022, the Company has subscribed additional 70,26,000 equity shares of RSGEPL and continues to hold 49% of equity share capital of RSGEPL. Accordingly, the Company has invested an amount of ₹3,864 lakh towards subscription of 3,51,30,000 equity shares of ₹10/- each at a premium of ₹1/- each as on 31 March 2024.
18. The Company has altered the Memorandum and/ or Articles of Association of the Company in the following manner:
- Increase of the Authorised Share Capital:**  
Authorised Share Capital of the Company has been increased from ₹1,15,00,00,000/- (Rupees One Hundred and Fifteen Crore only) divided into 11,40,00,000 (Eleven Crore Forty Lakh) Equity Shares of ₹10/- each and 1,00,000 (One Lakh) 'B' Series 16% (or such other rate as may be permissible at law and agreed to by the Board of Directors) Redeemable Cumulative Preference Shares of ₹100/- each to ₹2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of ₹10/- each.



**ND SATISH**  
**Practicing Company Secretary**

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

**b. Adoption of new Articles of Association:**

Pursuant to the provisions of Sections 5 and 14 and other applicable provisions of the Act, the Company has adopted a new set of Articles of Association aligning with Table F of Schedule I of the Act.

**ND Satish**  
Company Secretary in Practice  
C.P No.: 12400  
Membership No.: F10003  
UDIN:  
Peer Review Certificate No.1737/2022

Place: Bangalore  
Date:

**Note:** This Certificate is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this Certificate.



**Annexure A**

My Certificate of even date is to be read along with this letter.

- 1) Maintenance of Secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my verification of records;
- 2) I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion;
- 3) I have not verified the correctness and appropriateness of financial records and Books of Account of the Company;
- 4) Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.;
- 5) The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of records on test basis and limited to Companies Act, 2013;
- 6) This Certificate neither an assurance to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

**ND Satish**  
Company Secretary in Practice  
C.P No.: 12400  
Membership No.: F10003  
UDIN:  
Peer Review Certificate No.1737/2022

Place: Bangalore

Date:

# *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

## **LIST OF COMMITTEE MEETINGS** (Continued....)

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Risk Management Committee	13-07-2023	7	7	100
12	Risk Management Committee	08-01-2024	7	7	100
13	Corporate Social Responsibility Committee	17-05-2023	4	4	100
14	Corporate Social Responsibility Committee	28-03-2024	4	4	100
15	Corporate Sustainability Committee	13-07-2023	4	4	100

*for The Sandur Manganese & Iron Ores Limited*

*Uttam Kumar Bhageria*  
*Chief Financial Officer & Chief Risk Officer*  
*House No. 201, Building No. 204/205,*  
*Navratna Apartment, 3rd Main Road,*  
*6th Cross, HAL 3rd Stage, New Thippasandra,*  
*Bengaluru North -560075, Karnataka*  
Date: \_\_\_\_\_

**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