

# *The Sandur Manganese & Iron Ores Limited*

Registered Office: 'SATYALAYA', Door No.266 (Old No.80), Ward No.1,  
Behind Taluk Office, Sandur - 583 119, Ballari District, 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

06 June 2019

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Dear Sir / Madam,

**Sub: Annual Secretarial Compliance Report for the year ended 31 March 2019**

In terms of SEBI Circular CIR/CFD/CMD1/27/2019 dated 08 February 2019, we are submitting herewith Annual Secretarial Compliance Report for the year ended 31 March 2019 issued in pursuance of Regulation 24A of SEBI (LODR) Regulations, 2015.

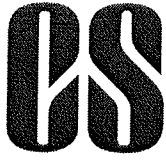
The Exchange is requested to take the same on record.

Thanking you.

Yours faithfully  
for The Sandur Manganese & Iron Ores Limited

Divya Ajith  
Company Secretary &  
Compliance Officer

Encl: A/a



**ND SATISH**

**Practicing Company Secretary**

No. 59, 'Shreyas' First floor, 3rd  
Main Road, II Stage,  
Vinayaka Layout, Vijayanagar  
Bangalore- 560 040  
Mobile: 08971403035, 09480709752  
e-mail: cs.ndsatish@gmail.com

**Secretarial Compliance Report of The Sandur Manganese & Iron Ores Limited  
for the year ended 31 March 2019**

I, have examined,

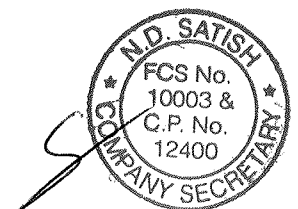
- a) all the documents and records made available to us and explanation provided by **The Sandur Manganese & Iron Ores Limited;**
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March 2019** ("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, include:

- 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 (there were no events requiring compliance during the review period);
- 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) Regulations, 2014 (there were no events requiring compliance during the review period);





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- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (there were no events requiring compliance during the review period);
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (there were no events requiring compliance during the review period);
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015/2018

and circulars/ guidelines issued thereunder;

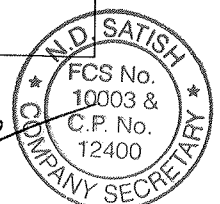
and based on the above examination, I hereby report that, during the Review Period:

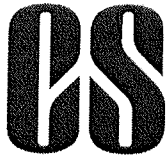
- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 19 (2) of SEBI (LODR) Regulations, 2015	During the audit period, from 11 <sup>th</sup> August 2018 to 14 <sup>th</sup> November 2018 the Nomination and Remuneration Committee's composition was not as per the requirement	Since, the Chairman of the Committee during this period was a non-executive Director not independent Director as required by SEBI (LODR) Regulations, 2015

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	of	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing
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**ND SATISH**

**Practicing Company Secretary**

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				<b>Company Secretary, if any.</b>
1	BSE Ltd	<i>During the audit period, from 11<sup>th</sup> August 2018 to 14<sup>th</sup> November 2018 the Nomination and Remuneration Committee's (NRC) composition was not as per the requirement under Regulation- 19 (2) of SEBI (LODR Regulations, 2015.</i>	Imposed fine of INR 2,17,120/-	The Company has paid the fine as per required under Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018. Further, the Board of Directors corrected the composition of Committee by appointed Independent as Chairman of NRC Committee on 14 <sup>th</sup> November 2018.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

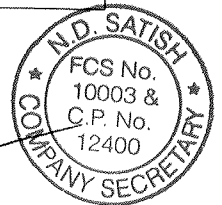
<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 31<sup>st</sup> March 2018</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
<i>Not applicable</i>				

Signature:

ND Satish

Practicing Company Secretary

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



Date: 27 May 2019

Place: Bengaluru