

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 / 2024-25 / 108

24 March 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: Alteration of Articles of Association of the Company

In furtherance to our intimation to Stock Exchanges vide letter No. SMIORE / SEC / 2024-25 / 93 dated 14 February 2025 and pursuant to the provisions of Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) "SEBI (LODR)" Regulations, 2015, this is to inform Stock Exchanges that the Members of the Company vide Postal Ballot passed on 23 March 2025 approved the alteration of Articles of Association (AOA) of the Company.

Brief details relating to the said alteration of AOA of the Company pursuant to SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13 July 2023 is given in 'Annexure A' to this letter.

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

Annexure A

(Details as required under SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023)

Clause 16 of the Debenture Trust Deed (DTD) executed between the Debenture Trustee (DT) of Non-Convertible Debentures and the Company, obliges the Company to amend its Articles of Association (AOA) to remove any inconsistencies with the DTD and to include any provisions as may be required by the DT, with respect to appointment of nominee directors in case of an event of default. This necessitated alteration of the AOA by inserting a new article as follows:

80A - *Subject to the provisions of the Act and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any lender out of any loans granted by bank, financial institution or any other person or so long as any lender continues to hold debentures in the Company by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee to the lender on behalf of any company remains outstanding, in the event of a default occurring under the relevant financing documents or any other agreement between the Company and the debenture trustees/ investors/ lenders (hereinafter referred to as "Stakeholders"), the Stakeholders shall have a right to appoint from time to time, any person or persons as a Director or Directors (hereinafter referred to as "Nominee Directors") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places and also fill any vacancy which may occur as a result of such director/s ceasing to hold office for any reason whatsoever; such appointment or removal shall be made in writing on behalf of the Stakeholder appointing such Nominee Director/s and shall be delivered to the Company at its registered office. The appointment, removal, rights, duties, liabilities and obligations of such Nominee Director shall be governed as provided for in the relevant financing documents or any other agreement executed between the Company and the Stakeholders.*