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SECY / SE / 2019 / 660-661
Tuesday, the 28th May 2019

Deputy General Manager,
Department of Corporate Services,
BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street,
M U M B A I - 4 0 0 0 0 1

The Manager, Listing Department,
National Stock Exchange of India Limited
"Exchange Plaza", C - 1, Block G,
Bandra - Kurla Complex, Bandra (East),
M U M B A I - 4 0 0 0 5 1

SUNFLAG IRON & STEEL CO. LTD.

REGD. OFFICE :
33, MOUNT ROAD, SADAR, NAGPUR - 440 001 (INDIA)
PH.: 2524661, 2532901, 2520356, 2520358 FAX : 0712-2520360
E-Mail : admin@sunflagsteel.com
Website : www.sunflagsteel.com
CIN:L27100MH1984PLC034003

Sub: Compliance through submission of Annual Secretarial Compliance Report for the financial year 2018-2019 ended 31st March 2019 pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with the SEBI Circular bearing No. CIR/CFD/CMD1/27/2019 Dated 8th February 2019

Ref: BSE Script Code - 500404 / NSE Script Code - SUNFLAG

Dear Sir / Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year 2018-2019 ended 31st March 2019 received from Messers Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS - 4343, Certificate of Practice No. 13693], having its Office at # 203, Level 2, Manomay Plaza, 272, Central Bazar Road, Ramdaspath, Nagpur 440010, MH, IN, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with SEBI Circular bearing No. CIR/CFD/CMD1/27/2019 Dated 8th February 2019.

Visit us at www.sunflagsteel.com

BHANDARA OFFICE :
BHANDARA ROAD,
WARTHAI - 441 905
TEL.: 07184-285551 TO 285555
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GRAM : FLAGDYER
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DELHI OFFICE :
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2ND FLOOR, NEW DELHI - 110 024
TEL.: 011-49576030/60406050
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MUMBAI OFFICE :
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HIRANANDANI BUSINESS PARK
GHODBUNDER ROAD,
THANE - 400 607
TEL. : 022-25862294/5/6
FAX : 022-25861931
E-mail : mktg_wz@sunflagsteel.com



PUNE OFFICE :
65-69, FIFTH FLOOR,
SAI KRIPA BHAVAN,
PUNE MUMBAI HIGHWAY,
OPP. KSB PUMPS, S. No. 5743,
KHARALWADI, PIMPRI,
PUNE - 411 018.
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MATHURA ROAD,
FARIDABAD - 121 006
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2311117
E-mail : mktg_nz@sunflagsteel.com

CHENNAI OFFICE :
108, 7th FLOOR, CHALLAMALL,
11/11A, SIR THIAGARAYA ROAD,
T NAGAR, CHENNAI - 600 017
044-24342262, 24342263
FAX : 044-24347649
E-mail : mktg_sz@sunflagsteel.com



You are therefore, kindly requested to place the aforesaid compliance on records and do the needful. Meantime, kindly acknowledge the receipt.

Sincerely,

For **Sunflag Iron and Steel Company Limited**



CA R. Muralidhar

Executive Director (Finance) & CFO

Director Identification Number (DIN) – 00982212

105, Laxmi Niwas, K T Nagar, Katol Road,
Nagpur – 440013, Maharashtra, India



Encl : As Above.



MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

203, Level 2, Manomay Plaza, 272, Central Bazar Road
Ramdaspath, Nagpur - 440010, Maharashtra
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ANNUAL SECRETARIAL COMPLIANCE REPORT OF SUNFLAG IRON AND STEEL COMPANY LIMITED FOR THE FINANCIAL YEAR 2018-2019 ENDED 31 MARCH 2019

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with SEBI Circular bearing No. CIR/CFD/CMD1/27/2019 Dated 8 February 2019]

Sunflag Iron and Steel Company Limited
CIN – L 27100 MH 1984 PLC 034003
33, Mount Road, Sadar, Nagpur – 440001

We, Messers Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS – 4343, Certificate of Practice No. 13693], having its Office at # 203, Level 2, Manomay Plaza, 272, Central Bazar Road, Ramdaspath, Nagpur 440010, MH, IN, have examined:-

- (a) all the documents and records made available to us and explanation provided by Sunflag Iron and Steel Company Limited, [Corporate Identification Number (CIN) – L 27100 MH 1984 PLC 034003], having its Registered Office at 33, Mount Road, Sadar, Nagpur - 440001, MH, IN (“**the listed entity**”),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, and
- (d) any other document / filing, as may be relevant, which has been relied upon to make this report,

for the financial year 2018-2019 ended 31 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**”);


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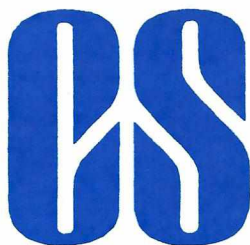
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The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not Applicable to the Listed Entity for 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 – Not Applicable to the Listed Entity for the Review Period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – Not Applicable to the Listed Entity for the Review Period;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable to the Listed Entity for the Review Period;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – Not Applicable to the Listed Entity for the Review Period;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Any other regulations as applicable –
 - (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 [Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996];
 - (ii) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;





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and circulars / guidelines issued thereunder;

and based on the above examination, we 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
Not Applicable			

- (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 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	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
Not Applicable				

Mukesh Parakh

CS Mukesh D. Parakh
FCS-4343
CP-13693
Nagpur



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

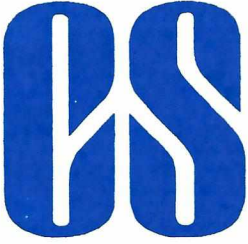
Signed and Issued on this Tuesday, the 28 day of May 2019 at Nagpur.

**For Messers Mukesh Parakh & Associates
Company Secretaries**

**CS Mukesh Dulichandji Parakh
Proprietor
Company Secretary in Practice
M No. FCS -4343, CoP No. 13693**



Note - The Annual Secretarial Compliance Report is to be read with our letter of even date which is annexed as an Annex A and forms an integral part of this Report.



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Annex A to the Annual Secretarial Compliance Report

Sunflag Iron and Steel Company Limited
CIN – L 27100 MH 1984 PLC 034003
33, Mount Road, Sadar, Nagpur – 440001

We, Messers Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS – 4343, Certificate of Practice No. 13693], having its Office at # 203, Level 2, Manomay Plaza, 272, Central Bazar Road, Ramdaspath, Nagpur 440010, MH, IN, have conducted the Annual Secretarial Compliance Audit for the purpose of issuing Annual Secretarial Compliance Report of Sunflag Iron and Steel Company Limited, [Corporate Identification Number (CIN) – L 27100 MH 1984 PLC 034003], having its Registered Office at 33, Mount Road, Sadar, Nagpur – 440001, MH, IN, (“**the listed entity**”) for the financial year 2018-2019 ended 31 March 2019 (“**Review Period**”) as to the compliance of applicable statutory provisions and the adherence to good corporate practices by the Listed Entity. Annual Secretarial Compliance Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts or statutory compliances and expressing our opinion thereon.

The Annual Secretarial Compliance Report is based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company, review of management representation letter along with quarterly compliance report/s by respective Department Head/s, Company Secretary, Chief Financial Officer, Deputy Managing Director, noted and taken on record by the Board of Directors of the Company at their meeting/s, and also the information and explanation provided by the Company, its officers, agents and authorised representatives, during the conduct of Annual Secretarial Compliance Audit for the Review Period.

As such, our Annual Secretarial Compliance Report of even date is to be read along with this letter:-

1. Management's Responsibility

- (a) It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.





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- (b) The compliance of the provisions of other applicable laws, rules, regulations, standards is the responsibility of management of the Company.

2. Auditor's Responsibility

- (a) Our responsibility is to express an opinion on these records, standards and procedures followed by the Company with respect to compliances.
- (b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. We believe, the processes and practices that we followed provide a reasonable basis for our opinion. We also believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
- (c) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- (d) Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

3. Disclaimer

The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Signed and Issued on this Tuesday, the 28 day of May 2019 at Nagpur.

**For Messers Mukesh Parakh & Associates
Company Secretaries**

**CS Mukesh Dulichandji Parakh
Proprietor
Company Secretary in Practice
M No. FCS -4343, CoP No. 13693**

