

#### Through Online Filing

SECY/ SE / 2023 /174 - 175 Saturday, the 27th May, 2023

Assistant General Manager Accounts and Finance Department

**BSE** Limited

Phiroze Jeejeebhoy Dalal

Towers Street

MUMBAI 400 001

The Manager, Listing Department, National Stock Exchange of India Limited "Exchange Plaza", Bandra-Kurla Complex Bandra (East), MUMBAI 400 051

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

Annual Secretarial Compliance Report for the financial year 2022-23 ended 31st March, 2023 pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: BSE Scrip Code — 500404 / NSE Scrip Code - SUNFLAG

Dear Sir / Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year 2022-23 ended 31st March, 2023 received from M/s Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS — 4343, Certificate of Practice No. 13693], pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing CIR/CFD/CMD1/27/2019 Dated 8th February 2019.

You are therefore, kindly requested to place the aforesaid compliance on records.

Sincerely,

For Sunflag Iron and Steel Company Limited

CS Ashutosh Mishra Company Secretary

ICSI Membership No.: ACS-23011

33, Mount Road, Sadar, Nagpur - 440001 (India)

Ph.: 0712-2524661, M: 9373793288 E-mail: avm@sunflagsteel.com

Visit us at www.sunflagsteel.com

BHANDARA OFFICE: BHANDARA ROAD. WARTHI - 441 905 TEL:: 07184-285551 TO 285555 FAX: 07184 - 285740 GRAM: FLAGDYER E-mail: admin@sunflagsteel.com

D-47, DEFENCE COLONY, 2ND FLOOR, NEW DELHI - 110 024 TEL:: 011-49576030/6040/6050 FAX: 011-49576020 E-mail: delhioffice@sunflagsteel.com

MUMBAI OFFICE : 307, HAMILTON - B HIRANANDANI BUSINESS PARK GHODBUNDER ROAD. THANE - 400 607 TEL.: 022-25862294/5/6 FAX: 022-25861931

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FARIDABAD OFFICE: PLOT No. 12, SCTOR '6' MATHURA ROAD, FARIDARAD - 121 006 TEL.: 0129 - 2311116, 23111112,  $\hbox{E-mail:mktg\_nz@sunflagsteel.com} \quad \hbox{E-mail:mktg\_sz@sunflagsteel.com}$ 

CHENNAI OFFICE: 705, 7th FLOOR, CHALLAMALL, 11/11A, SIR THIAGARAYA ROAD, T NAGAR, CHENNAI - 600 017 044-24342262, 24342263 FAX: 044-24347649



UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000 ICSI Membership No. FCS - 4343 ICSI Certificate of Practice No. 13693 ICSI Peer Review Certificate No. 846/2020

# ANNUAL SECRETARIAL COMPLIANCE REPORT OF SUNFLAG IRON AND STEEL COMPANY LIMITED FOR THE FINANCIAL YEAR 2022–2023 ENDED 31 MARCH 2023

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

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

We, Messers Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Unique Identification Number S2015MH344000], having its Office at # 203, Level 2, Manomay Plaza, 272, Central Bazar Road, Ramdaspeth, Nagpur – 440010, MH, IN, have examined:–

- (a) all the document/s and record/s made available to us and explanation/s [Including Management Representation Letter] 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 filing/s and/or submission/s made by the Listed Entity to the Stock Exchange/s,
- (c) the Website of the Listed Entity, and
- (d) any other document/s and/or filing/s, as may be relevant, which has been relied upon to make this Report,

for the Financial Year 2022-2023 ended 31 March 2023 ("**Review Period**") in respect of compliance with the provisions of: –

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulation/s, Circular/s, Guideline/s, issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), read with the Rules made thereunder and the Regulation/s, Circular/s, Guideline/s, issued thereunder by the Securities and Exchange Board of India ("SEBI");

UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000 ICSI Membership No. FCS - 4343 ICSI Certificate of Practice No. 13693 ICSI Peer Review Certificate No. 846/2020

The specific Regulation/s, whose provisions and the Circular/s or Guideline/s issued thereunder, have been examined, includes: –

- (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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [including the provisions with regard to disclosure/s and maintenance of record/s required under the said Regulations];
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [including the provisions with regard to disclosure/s and maintenance of record/s required under the said Regulations];
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) 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/s;
- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 Not Applicable to the Listed Entity for the Review Period;
- (h) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 Not Applicable to the Listed Entity for the Review Period;
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Non-Convertible Redeemable Preference Shares) Regulations, 2013] Not Applicable to the Listed Entity for the Review Period;
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021– Not Applicable to the Listed Entity for the Review Period;

and Circular/s or Guideline/s issued thereunder;

UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000ICSI Membership No. FCS-4343ICSI Certificate of Practice No. 13693ICSI Peer Review Certificate No. 846/2020

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

Sr. No.	Particulars	Compliance Status [Yes/No/NA]	Observations / Remarks by PCS
1.	Secretarial Standards [SS]  The compliances of the Listed Entity are in accordance with the mandatory applicable Secretarial Standards [SS] issued by the Institute of Company Secretaries of India [the ICSI], and as notified by the Central Government Under Section 118(10) of the Companies Act, 2013	YES	
2.	<ul> <li>Adoption and timely updation of the Policies</li> <li>All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations / circulars / guidelines issued by SEBI</li> </ul>	YES	
3.	<ul> <li>Maintenance and disclosures on Website</li> <li>The Listed Entity is maintaining a functional website</li> <li>Timely dissemination of the documents or information under a separate section on the Website</li> <li>Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the Website</li> </ul>	YES	

UDYAM Regn. No. UDYAM-MH-20-0000351
Income Tax PAN: ABOPP0849B
GSTIN: 27ABOPP0849B1ZL
ICSI Unique ID No. S2015MH344000
ICSI Membership No. FCS - 4343
ICSI Certificate of Practice No. 13693
ICSI Peer Review Certificate No. 846/2020

4.	Disqualification of Director  None of the Director/s of the Listed Entity are disqualified under Section 164 of Companies Act, 2013	YES	
5.	To examine details related to Subsidiaries of the Listed Entity  (a) Identification of material subsidiary companies  (b) Requirements with respect to disclosure of material as well as other subsidiaries	N. A.	The Listed Entity do not have any Material Subsidiary during the Review Period
6.	Preservation of Documents  The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	
7.	Performance Evaluation  The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	
8.	Related Party Transactions  (a) The Listed Entity has obtained prior approval of Audit Committee for all Related Party Transaction/s	YES	

# MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

# 203, Level 2, Manomay Plaza, 272, Central Bazar Road, Ramdaspeth, N a g p u r - 4 4 0 0 1 0, Maharashtra, India +91 712 2434703 / 937 1234 703 e-Mail ID csmukesh@live.com

UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000 ICSI Membership No. FCS - 4343 ICSI Certificate of Practice No. 13693 ICSI Peer Review Certificate No. 846/2020

	(b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee	N. A.	Answer to Clause 8(a) is YES, As such, Clause 8(b) is Not Applicable
9.	Disclosure of events or information  The Listed Entity has provided all the required disclosure/s under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	
10.	Prohibition of Insider Trading  The Listed Entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	
11.	Actions taken by SEBI or Stock Exchange(s), if any  No Actions taken against the Listed Entity / It's Promoters / Director/s / Subsidiaries either by the SEBI or Stock Exchange/s (including under the Standard Operating Procedures issued by SEBI through various Circular/s) under SEBI Regulations and Circular/s or Guideline/s issued thereunder	N. A.	Refer Our Specific Observation/s or Remark/s at below mentioned Table (b)
12.	Additional Non-compliances, if any  No any additional non-compliance observed for all SEBI regulation / circular / guidance note, etc.	N. A.	No Specific Observation/s or Remark/s

<sup>\*</sup>Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000 ICSI Membership No. FCS - 4343 ICSI Certificate of Practice No. 13693 ICSI Peer Review Certificate No. 846/2020

(a) The listed entity has complied with the provisions of the above Regulations and circulars or guidelines, issued thereunder, except in respect of matters specified below: – **Not Applicable** 

Sr. No.
Compliance Requirement
Regulations / Circulars / Guidelines including
Specific Clause)
Regulation / Circular No.
Deviations
Action Taken By
Type of Action
Advisory / Clarification /
Fine / Show Cause Notice / Warning, etc.
Details of Violation
Fine Amount
Observations / Remarks of
the Practicing Company
Secretary
Management Response
Remarks

UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000 ICSI Membership No. FCS - 4343 ICSI Certificate of Practice No. 13693 ICSI Peer Review Certificate No. 846/2020

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

Sr. No.	1
Compliance Requirement (Regulations / Circulars / Guidelines including Specific Clause)	BSE Limited (BSE), vide Notice through e-Mail Communication, Ref. No. SOP-CReview-Mar2022 of Monday, the 14 March 2022, referring to SEBI SOP Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 Dated 22 January 2020 ('SEBI SOP Circular'), with respect to penal actions prescribed for non-compliance of certain provisions of the SEBI (LODR) Regulations, 2015 and Standard Operating Procedure for suspension and revocation of trading of specified securities of listed entities, has observed that the Listed Entity is a Non-compliant / Late-compliant in respect of Regulation 29(2)/29(3) of the SEBI (LODR) Regulations, 2015 – Delay in furnishing prior intimation about the One Hundred Eighty-Seventh (187) Meeting of Board of Directors of the Listed Entity held on 10 February 2022 for an Agenda Item regarding Fund Raising.
Regulation / Circular No.	Regulation 29(2)/29(3) of the SEBI (LODR) Regulations, 2015 read with Standard Operating Procedure for suspension and revocation of trading of specified securities of listed entities vide SEBI SOP Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 Dated 22 January 2020.
Deviations	Delay in furnishing prior intimation about the One Hundred Eighty-Seventh (187) Meeting of Board of Directors of the Listed Entity held on 10 February 2022 for an Agenda Item regarding Fund Raising.
Action Taken By	BSE Limited (BSE)
Type of Action Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.	BSE Limited (BSE) vide Notice through e-Mail Communication, Ref. No. SOP-CReview-Mar2022 of Monday, the 14 March 2022, has levied a Fine of `10,000/- (`Ten Thousand) Plus GST @18%, [`1,800/- (`One Thousand Eight Hundred)], Total Fine Payable is `11,800/- (`Eleven Thousand Eight Hundred).

UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000ICSI Membership No. FCS-4343ICSI Certificate of Practice No. 13693ICSI Peer Review Certificate No. 846/2020

Details of Violation	BSE Limited (BSE), vide Notice through e-Mail Communication, Ref. No. SOP-CReview-Mar2022 of Monday, the 14 March 2022, referring to SEBI SOP Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 Dated 22 January 2020 ('SEBI SOP Circular'), with respect to penal actions prescribed for non-compliance of certain provisions of the SEBI (LODR) Regulations, 2015 and Standard Operating Procedure for suspension and revocation of trading of specified securities of listed entities, has observed that the Listed Entity is a Non-compliant / Late-compliant in respect of Regulation 29(2)/29(3) of the SEBI (LODR) Regulations, 2015 – Delay in furnishing prior intimation about the One Hundred Eighty-Seventh (187) Meeting of Board of Directors of the Listed Entity held on 10 February 2022 for an Agenda Item regarding Fund Raising.
Fine Amount	Fine of `10,000/- (`Ten Thousand) Plus GST @18%, [`1,800/- (`One Thousand Eight Hundred)], Total Fine Payable is `11,800/- (`Eleven Thousand Eight Hundred).
Observations / Remarks of the Practicing Company Secretary	The Listed Entity, through its reply communication vide Ref. No. SECY/SE/SOP/2022/58-59 of Saturday, the 19 March 2022, has submitted the requisite information and clarification/s together with its request application for waiver of fine or penalty.
	The Listed Entity's representation for waiver of fine or penalty was placed before the "Request Review Committee" of BSE ['Committee']. After considering the facts of the case, the written submission/s made by the Listed Entity, the Committee noted the reason cited by the Listed Entity and concluded that it does not fall under any of the carve-outs jointly formulated by BSE and NSE and Noted by SEBI. As such, the Committee decided that the request of the Listed Entity for Waiver of Fine or Penalty could not acceded to. Accordingly, the BSE vide its Regret Letter via e-Mail of Tuesday, the 26 July 2022 has advised the Listed Entity to pay the Outstanding fine amount within Ten [10] Days from the date of intimation to avoid penal action for failure to do so, pursuant to SEBI SOP Circular.

UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: A B O P P 0 8 4 9 B G S T I N: 27 A B O P P 0 8 4 9 B 1 Z L ICSI Unique ID No. S 2 0 1 5 M H 3 4 4 0 0 0 ICSI Membership No. F C S - 4 3 4 3 ICSI Certificate of Practice No. 1 3 6 9 3 ICSI Peer Review Certificate No. 8 4 6 / 2 0 2 0

Management Response	The Listed Entity and its Management had acknowledged the Order [Regret Letter of BSE via e-Mail of Tuesday, the 26 July 2022] and remitted a Total Fine Payable of `11,800/- (`Eleven Thousand Eight Hundred) [Fine of `10,000/- (`Ten Thousand) Plus GST @18%, [`1,800/- (`One Thousand Eight Hundred)], vide NEFT UTR No. IDIBH22209263492 Dated 28 July 2022. The said compliance information has been duly intimated to BSE Limited vide the Listed Entity's Communication Ref. No. SECY/BSE/Penalty/2022 Dated 5 August 2022.
Remarks	No Specific Observation/s or Remark/s.

Sr. No.	2
Compliance Requirement (Regulations / Circulars / Guidelines including Specific Clause)	Ref. No. NSE/LIST-SOP/COMB/FINES/0833 of Monday, the
Regulation / Circular No.	Regulation 29(2)/29(3) of the SEBI (LODR) Regulations, 2015 read with Standard Operating Procedure for suspension and revocation of trading of specified securities of listed entities vide SEBI SOP Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 Dated 22 January 2020.

UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: A B O P P 0 8 4 9 B G S T I N: 27 A B O P P 0 8 4 9 B 1 Z L ICSI Unique ID No. S 2 0 1 5 M H 3 4 4 0 0 0 ICSI Membership No. F C S - 4 3 4 3 ICSI Certificate of Practice No. 1 3 6 9 3 ICSI Peer Review Certificate No. 8 4 6 / 2 0 2 0

Deviations	Delay in furnishing prior intimation about the One Hundred Eighty-Seventh (187) Meeting of Board of Directors of the Listed Entity held on 10 February 2022 for an Agenda Item regarding Fund Raising.
Action Taken By	National Stock Exchange of India Limited (NSE)
Type of Action Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.	National Stock Exchange of India Limited (NSE), vide Notice Ref. No. NSE/LIST-SOP/COMB/FINES/0833 of Monday, the 14 March 2022, has levied a Fine of `10,000/- (`Ten Thousand) Plus GST @18%, [`1,800/- (`One Thousand Eight Hundred)], Total Fine Payable is `11,800/- (`Eleven Thousand Eight Hundred).
Details of Violation	National Stock Exchange of India Limited (NSE), vide Notice Ref. No. NSE/LIST-SOP/COMB/FINES/0833 of Monday, the 14 March 2022, referring to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 Dated 22 January 2020 ('SEBI SOP Circular'), specifying Standard Operating Procedure for imposing fines and suspension of trading in case of noncompliance with Listing Regulations, has observed that the Listed Entity has not complied / delayed complied with certain Listing Regulation/s - Regulation 29(2)/29(3) of the SEBI (LODR) Regulations, 2015 – Delay in furnishing prior intimation about the One Hundred Eighty-Seventh (187) Meeting of Board of Directors of the Listed Entity held on 10 February 2022 for an Agenda Item regarding Fund Raising.
Fine Amount	Fine of `10,000/- (`Ten Thousand) Plus GST @18%, [`1,800/- (`One Thousand Eight Hundred)], Total Fine Payable is `11,800/- (`Eleven Thousand Eight Hundred).
Observations / Remarks of the Practicing Company Secretary	The Listed Entity, through its reply communication vide Ref. No. SECY/SE/SOP/2022/58-59 of Saturday, the 19 March 2022, has submitted the requisite information and clarification/s together with its request application for waiver of fine or penalty.

UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: A B O P P 0 8 4 9 B G S T I N: 27 A B O P P 0 8 4 9 B 1 Z L ICSI Unique ID No. S 2 0 1 5 M H 3 4 4 0 0 0 ICSI Membership No. F C S - 4 3 4 3 ICSI Certificate of Practice No. 1 3 6 9 3 ICSI Peer Review Certificate No. 8 4 6 / 2 0 2 0

	The Listed Entity's representation for waiver of fine or penalty was placed before the Relevant Authority of the Exchange. After considering the facts of the case, the written submission/s made by the Listed Entity, the Committee highlighted the importance of timely submission to the Stock Exchange/s and other Stakeholders as noted in Regulation 4 titled " <i>Principles governing the disclosures and obligations</i> " of Listing Regulations. The Committee also noted that the Listed Entity has failed to put on record sufficient facts to demonstrate the reason for not being compliant with requirements of Regulation 29 of Listing Regulations.  The Committee, therefore decided to reject the request for waiver of fine aggregating to ` 10,000/ Accordingly, the NSE vide its Order vide Ref. No. NSE/LIST/SOP/0642 Dated 18 August 2022 has advised the Listed Entity to pay the Outstanding fine amount latest by 25 August 2022 to avoid penal action for failure to do so, pursuant to SEBI SOP Circular.
Management Response	The Listed Entity and its Management had acknowledged the NSE Order vide Ref. No. NSE/LIST/SOP/0642 Dated 18 August 2022] and remitted a Total Fine Payable of `11,800/- (`Eleven Thousand Eight Hundred) [Fine of `10,000/- (`Ten Thousand) Plus GST @18%, [`1,800/- (`One Thousand Eight Hundred)], vide NEFT UTR No. IDIBH22234167399 Dated 22 August 2022.  The said compliance information have been duly intimated to NSE vide the Listed Entity's Communication Ref. No. SECY/2022/ Penalty/Payment Dated 23 August 2022.
Remarks	No Specific Observation/s or Remark/s.



UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000 ICSI Membership No. FCS - 4343 ICSI Certificate of Practice No. 13693 ICSI Peer Review Certificate No. 846/2020

<u>Note:</u>- The Government of India is satisfied that the country is threatened with the spread of COVID-19 epidemic which has already been declared as a Pandemic by the WHO, and has considered it necessary to take effective measures to prevent its spread across the country and that there is a need for consistency in the application and implementation of various measures and accordingly, has issued necessary directions for strict implementation of lockdown including break the chain across the country.

Accordingly, the issue of this Annual Secretarial Compliance Report, is subject to the relaxation/s granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India and also, the limitation for verification of physical record/s of the Listed Entity, which were obtained through electronic mode.

Signed and Issued on this Saturday, the 27 day of May 2023 at Nagpur.

Messers Mukesh Parakh & Associates Company Secretaries Unique Identification Number S2015MH344000

MUKESH DULICHANDJI PARAKH Digitally signed by MUKESH DULICHANDJI PARAKH Date: 2023.05.27 16:36:16 +05'30'

70330

CS Mukesh Dulichandji Parakh

**Proprietor** 

Membership No. FCS – 4343 Certificate of Practice No. 13693 Peer Review Certificate No. 846/2020

Unique Document Identification Number (UDIN): F004343E000399342 Dated 27 May 2023.

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.



+91 712 2434703 / 937 1234 703

UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000 ICSI Membership No. FCS - 4343 ICSI Certificate of Practice No. 13693 ICSI Peer Review Certificate No. 846/2020

## **Annex A to the Annual Secretarial Compliance Report**

e-Mail ID csmukesh@live.com

Sunflag Iron and Steel Company Limited C I N - L 27100 MH 1984 PLC 034003 33, Mount Road, Sadar, Nagpur 440001, MH, IN

We, Messers Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Unique Identification Number S2015MH344000], having its Office at # 203, Level 2, Manomay Plaza, 272, Central Bazar Road, Ramdaspeth, 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 2022-2023 ended 31 March 2023 ("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 Listed Entity's books, papers, minute books, forms and returns filed and other records maintained by the Listed Entity, 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 Listed Entity at their Meeting/s, and also the information and explanation provided by the Listed Entity, 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 Listed Entity 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.
- (b) The compliance of the provisions of other applicable laws, rules, regulations, standards is the responsibility of management of the Listed Entity.



UDYAM Regn. No. UDYAM-MH-20-0000351 Income Tax PAN: ABOPP0849BGSTIN: 27ABOPP0849B1ZLICSI Unique ID No. S2015MH344000 ICSI Membership No. FCS - 4343 ICSI Certificate of Practice No. 13693 ICSI Peer Review Certificate No. 846/2020

## 2. Auditor's Responsibility

- (a) Our responsibility is to express an opinion on these records, standards and procedures followed by the Listed Entity 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 Listed Entity'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 Listed Entity.
- (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 Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

Signed and Issued on this Saturday, the 27 day of May 2023 at Nagpur.

Messers Mukesh Parakh & Associates Company Secretaries Unique Identification Number S2015MH344000

MUKESH
DULICHANDJI PARAKH
DULICHANDJI PARAKH
Date: 2023.05.27 16:35:43 +05'30'

CS Mukesh Dulichandji Parakh Proprietor Membership No. FCS – 4343 Certificate of Practice No. 13693 Peer Review Certificate No. 846/2020

Unique Document Identification Number (UDIN): F004343E000399342 Dated 27 May 2023.