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SECY/2020/Stock Exchange/371-372  
Wednesday, the 23<sup>rd</sup> September, 2020



**SUNFLAG IRON & STEEL CO. LTD.**

REGD. OFFICE :  
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CIN:L27100MH1984PLC034003

To, Deputy General Manager, Department of Corporate Services, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, <b>MUMBAI - 400 001</b>	To, The Manager, Listing Department, <b>National Stock Exchange of India Limited</b> "Exchange Plaza", C - 1, Block G, Bandra - Kurla Complex, Bandra (East), <b>MUMBAI - 400 051</b>
Ref: Script Code: BSE - 500404	Ref: Script Code: NSE - SUNFLAG

**Sub: Disclosure of Voting Results of the 34<sup>th</sup> Annual General Meeting held on Monday, the 21<sup>st</sup> September, 2020 through Video Conference (VC) / Other Audio Visual Means (OAVM)**

Pursuant to Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the voting results of 34<sup>th</sup> Annual General Meeting (AGM) of the Company held on 21<sup>st</sup> September, 2020 in the format as prescribed.

We are also enclosing herewith the Scrutinizer's Report on the remote e-voting and e-voting at the AGM.

You are requested to take the above submissions on record.

Sincerely,

For Sunflag Iron and Steel Company Limited

  
**CS Ashutosh Mishra**  
Company Secretary  
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**DECLARATION OF THE CONSOLIDATED VOTING RESULTS  
COMPRISING THE REMOTE E-VOTING AS WELL AS E-  
VOTING AT THE THIRTY-FOURTH (34<sup>th</sup>) ANNUAL GENERAL  
MEETING**

On the basis of the Scrutiniser's Report submitted by M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS – 4343, Certificate of Practice No. 13693], ('the Scrutinizer'), appointed by the Board of Directors, at their 179<sup>th</sup> Meeting held on Thursday, the 13<sup>th</sup> day of August, 2020, for conducting remote e-voting as well as e-voting at the Thirty-fourth (34<sup>th</sup>) Annual General Meeting (AGM) of the Members of the Company in a fair and transparent manner in terms of the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), I do hereby declare the results of the e-voting on all the Ordinary as well as Special Resolution/s by the Members of the Company in respect of the Thirty-fourth (34<sup>th</sup>) Annual General Meeting held on Monday, the 21<sup>st</sup> day of September, 2020 through Video Conference (VC) / Other Audio-Visual Means (OAVM) as follows:-

Description of the Meeting	<b>Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company</b>
Day, Date and Time of the Meeting	<b>Monday, the 21<sup>st</sup> day of September, 2020 at 03:00 P.M. (IST) Through Video Conference (VC) / Other Audio Visual Means (OAVM)</b>
Cut-off (Record) Date	<b>Monday, the 14<sup>th</sup> day of September, 2020</b>
Total Number of Members as on Cut-off (Record) Date	<b>Sixty One Thousand Four Hundred Thirty Nine (61439)</b>
<b>Total Number of Members exercised their vote through remote e-Voting as well as e-voting at the AGM</b>	<b>One Hundred &amp; Eight (108)</b>
Promoter & Promoter Group Members	<b>Five (5)</b>
Members (Public)	<b>One Hundred &amp; Three (103)</b>
<b>Total Number of Members present in the Meeting through VC / OAVM</b>	<b>Sixty Eight (68)</b>
Promoter & Promoter Group Members	<b>Five (5)</b>
Members (Public)	<b>Sixty Three (63)</b>



## VOTING RESULTS OF ITEM NO. 1 TO ITEM NO. 11

Sr. No. of the Resolution	Particulars of Resolution
1	Ordinary Resolution – Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year 2019-20 ended 31 <sup>st</sup> March, 2020 including, the Balance Sheet as at 31 <sup>st</sup> March, 2020, Profit and Loss and Cash Flow for the year 2019-20 ended 31 <sup>st</sup> March, 2020, together with the Board's Report and Report of the Statutory Auditors thereon.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	92194826	92194826	0	100%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41747208	41744837	2371	99.99%	0.01%
	Total	133942035	133942034	133939663	2371	99.99%	0.01%

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No. of the Resolution	Particulars of Resolution
2	Ordinary Resolution – To appoint a Director in place of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN - 02318190), who retires by rotation and, being eligible, offers himself for re-appointment.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	*73775007	73775007	0	80.02%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41747208	41252450	494758	98.81%	1.19%
	Total	133942035	133942034	115027457	494758	85.88%	0.37%

\* Voting for 18419819 shares is not considered being Interested Parties to Resolution.

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No. of the Resolution	Particulars of Resolution
3	Ordinary Resolution – To appoint M/s. N S B P & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 001075N; Peer Review Certificate No. 009284), as the Statutory Auditors of the Company in place of retiring Auditors M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N, Peer Review Certificate No. 008927) and fix their remuneration.



Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	92194826	92194826	0	100%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41747208	41744832	2376	99.99%	0.01%
	Total	133942035	133942034	133939658	2376	99.99%	0.01%

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No. of the Resolution	Particulars of Resolution
4	Ordinary Resolution – To appoint Mr. Anand Sadashiv Kapre (DIN: 00019530), as a Director (Category – Non-executive, Independent) of the Company, and also for a fixed first term of three (3) consecutive years as an Independent Director of the Company.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	92194826	92194826	0	100%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41255571	41252445	3126	98.81%	0.01%
	Total	133942035	133450397	133447271	3126	99.63%	0.01%

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No. of the Resolution	Particulars of Resolution
5	Ordinary Resolution – To appoint CA Vinita Bahri (DIN: 03109454), as a Director (Category – Non-executive, Independent) of the Company, and also for a fixed first term of five (5) consecutive years, as an Independent Director of the Company.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	92194826	92194826	0	100%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41746808	41743682	3126	99.99%	0.01%
	Total	133942035	133941634	133938508	3126	99.99%	0.01%

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.



Sr. No. of the Resolution	Particulars of Resolution
6	Special Resolution – To re-appoint CA Neelam Kothari (DIN: 06709241), as a Director (Category –Non-executive, Independent) of the Company for a fixed second term of Five (5) consecutive years.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	92194826	92194826	0	100%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41747208	41252450	494758	98.81%	1.19%
	Total	133942035	133942034	133447276	494758	99.63%	0.37%

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as a Special Resolution.

Sr. No. of the Resolution	Particulars of Resolution
7	Ordinary Resolution – To re-appoint Mr. Pranav Bhardwaj (DIN: 00054805) as the Managing Director (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, not liable to retire by rotation, for a further period of Five (5) years effective 17 <sup>th</sup> January, 2021.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	*73775007	73775007	0	80.02%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41747208	41252450	494758	98.81%	1.19%
	Total	133942035	133942034	115027457	494758	85.88%	0.37%

\* Voting for 18419819 shares is not considered being Interested Parties to Resolution.

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No. of the Resolution	Particulars of Resolution
8	Special Resolution – To re-appoint Mr. Surendra Kumar Gupta (DIN: 00054836) as the Deputy Managing Director (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, liable to retire by rotation, for a further period of three (3) years effective 30 <sup>th</sup> July, 2020.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	92194826	92194826	0	100%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41747208	41744087	3121	99.99%	0.01%
	Total	133942035	133942034	133938913	3121	99.99%	0.01%



I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as a Special Resolution.

Sr. No. of the Resolution	Particulars of Resolution
9	Ordinary Resolution – To re-appoint CA Rambhatla Muralidhar (DIN: 00982212) as an Executive Director (Finance) (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, liable to retire by rotation, for a further period of three (3) years effective 14 <sup>th</sup> August, 2020.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	92194826	92194826	0	100%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41747208	41252800	494408	98.82%	1.18%
	Total	133942035	133942034	133447626	494408	99.63%	0.37%

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No. of the Resolution	Particulars of Resolution
10	Special Resolution – To re-appoint Mr. Ramchandra Vasant Dalvi (DIN: 00012065) as an Executive Director (Works) (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, liable to retire by rotation, for a further period of three (3) years effective 14 <sup>th</sup> August, 2020.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	92194826	92194826	0	100%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41747208	41744092	3116	99.99%	0.01%
	Total	133942035	133942034	133938918	3116	99.99%	0.01%

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed with requisite majority as a Special Resolution.


Sr. No. of the Resolution	Particulars of Resolution
11	Ordinary Resolution – Ratification for Payment of Remuneration to the Cost Auditors to audit the cost records of the Company for the Financial Year 2020-21 ending 31 <sup>st</sup> March, 2021.

Mode of Voting	Type of Shareholding	No. of Total Votes Polled	No. of Total Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
Remote e-Voting as well as e-voting at AGM	Promoters & Promoters Group	92194826	92194826	92194826	0	100%	0%
	Public - Institutional	0	0	0	0	0%	0%
	Public - Others	41747209	41747208	41744832	2376	99.99%	0.01%
	Total	133942035	133942034	133939658	2376	99.99%	0.01%



I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-fourth (34<sup>th</sup>) Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.



  
RAMBHATLA MURALIDHAR  
EXECUTIVE DIRECTOR [FINANCE]  
[DIN – 00982212]  
105, LAXMI NIWAS, K.T. NAGAR,  
GITTIKHADAN, KATOL ROAD,  
NAGPUR – 440013, MH, IN

Place : NAGPUR  
Date : 23<sup>rd</sup> SEPTEMBER, 2020



## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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+91 712 2434703 / 9371234703 E-mail ID : csmukesh@live.com

Tuesday, the 22 September 2020

**To The Chairman of Thirty-fourth (34) Annual General Meeting (AGM) of the Shareholders (Members) of Sunflag Iron and Steel Company Limited held on Monday, the 21 day of September 2020 at 03:00 PM [15:00 Hours] (IST) at Nagpur [Maharashtra, India] through Video-Conferencing ("VC") or Other Audio-Visual Means ("OAVM")**

Sub: Scrutiniser's Consolidated Report on Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 [as amended], ("**the Rules**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [as amended], ("**SEBI (LODR) Listing Regulations**"), MCA General Circular No. 20/2020 Dated 5 May 2020 read with MCA General Circular Nos. 14/2020 Dated 8 April 2020 & 17/2020 Dated 13 April 2020, and SEBI Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 Dated 12 May 2020 ("**MCA and SEBI Circular/s**"), in respect of the Thirty-fourth Annual General Meeting ("**34 AGM**") of Sunflag Iron and Steel Company Limited ("**the Company**") held on Monday, the 21 day of September 2020 at 03:00 PM [15:00 Hours] (IST) at Nagpur, [Maharashtra, India], through Video-Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**")

Dear Sirs,

We, Messers Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS - 4343, Certificate of Practice No. 13693], have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited vide its Resolution passed at their 179 Meeting held on Thursday, the 13 day of August 2020, as a Scrutiniser for the Thirty-fourth Annual General Meeting (34 AGM) of the Equity Shareholders (Members) of the Company, to be held on Monday, the 21 day of September 2020 at 03:00 PM [15:00 Hours] (IST) at Nagpur, [Maharashtra, India], for the purpose of scrutinising the Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], in a fair and transparent manner and ascertaining the requisite majority on Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], carried out pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013







## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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(“the Act”), read with Rule 20 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 [as amended], (“the Rules”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [as amended], (“SEBI (LODR) Listing Regulations”), MCA General Circular Nos. 14/2020 Dated 8 April 2020 & 17/2020 Dated 13 April 2020, and SEBI Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 Dated 12 May 2020, (“MCA and SEBI Circular/s”), on all the Ordinary and Special Resolution/s placed before the 34 AGM of the Company, and specifically referred to in this Report.

The Board of Directors of the Company have, vide its Resolution passed at their 179 Meeting held on Thursday, the 13 day of August 2020 decided to provide the Equity Shareholders (Members) of the Company, whose names appear as on Monday, the 14 day of September 2020 [“Cut-off (Record) Date”], a facility to exercise their right to Vote, on all the Ordinary and Special Resolution/s as set out in the Notice of Thursday, the 13 day of August 2020 [“Thirty-fourth (34) AGM Notice”], calling for the Thirty-fourth (34) Annual General Meeting to be held on Monday, the 21 day of September 2020 at 03:00 PM [15:00 Hours] at Nagpur, [Maharashtra, India], through Video-Conferencing (VC) or Other Audio-Visual Means (OAVM), by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], through e-Voting System or Platform of National Securities Depository Limited (“NSDL”) for the Equity Shareholders (Members) of the Company.

The Company Management is responsible to ensure the compliance with the requirements of the Act read with the Rules, MCA and SEBI Circular/s relating to Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], on all the Ordinary and Special Resolution/s contained in the Thirty-fourth (34) AGM Notice of the Company.

Our responsibility as a Scrutiniser for the Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], process is restricted to make a Scrutiniser’s Consolidated Report of the Votes cast “in favour” “against” and “invalid, abstain or by interested parties” for all the Ordinary and Special Resolution/s, based on the Report/s generated from the e-Voting System or Platform provided by the National Securities Depository Limited (“NSDL”), the authorised agency to provide the Remote e-Voting as well as e-Voting during the Meeting (34 AGM) facilities, engaged by the Company.

*Mukesh Parakh*





## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

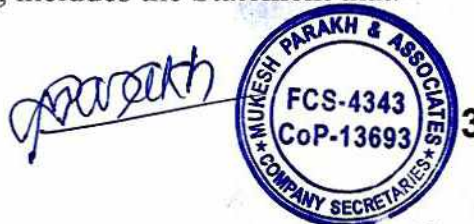
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The Number of Shareholders (Members) of the Company as per BENPOS of Friday, the 21 August 2020 is 59,116 (Fifty Nine Thousand One Hundred Sixteen), to whom the Company was required to send the Thirty-fourth (34) AGM Notice of the Company along with the Explanatory Statement setting out the material facts pursuant to provisions of Section 102 of the Act and other relevant document/s, in respect of all the Ordinary and Special Resolution/s contained in the Thirty-fourth (34) AGM Notice of the Company.

However, considering the relaxation/s granted by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), vide MCA and SEBI Circular/s [under reference], warranted due to the spread of the COVID-19 Pandemic, the Thirty-fourth (34) AGM Notice of the Company along with the Explanatory Statement setting out the material facts pursuant to the provisions of Section 102 of the Act and other relevant document/s, in respect of all the Ordinary and Special Resolution/s contained in the Thirty-fourth (34) AGM Notice of the Company, was sent only through electronic Means (e-Mail) on Saturday, the 29 day of August 2020 to 30,625 [after eliminating 4,324 invalid ID's or bounced back e-Mail/s] Equity Shareholders (Members) of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners and who had provided e-Mail ID for receipt of such document/s through electronic Means.

The Company has also provided an opportunity to all those Shareholders (Members) of the Company, [Including 28,491 Shareholders (Members) of the Company as per BENPOS of Friday, the 21 August 2020], whose names were appearing in the Register of Members or List of Beneficial Owners of the Company, but who had either not provided e-Mail ID's or provided incorrect e-Mail ID's, for receipt of such document/s through electronic Means, to seek a soft copy [e-Annual Report] by electronic Means (e-Mail) through submission of a specific request containing temporary e-Mail ID and Mobile Number for receipt of such document/s of the Company.

The Company has also published a Notice of Saturday, the 29 August 2020 on Monday, the 31 day of August 2020 in "The Indian Express" in English Language & "Loksatta" in Marathi (Vernacular) Language, mentioning about the Thirty-fourth (34) AGM and also specifying therein the matters prescribed in the Act, Rules, SEBI (LODR) Listing Regulations, MCA and SEBI Circular/s, including and with regard to the Thirty-fourth (34) Annual General Meeting of the Company. The said Notice, amongst others, includes the Statement that:-





## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

# 203, Level 2, Manomay Plaza, 272, Central Bazar Road,  
Ramdaspath, Nagpur - 440010, Maharashtra  
+91 712 2434703 / 9371234703 E-mail ID : csmukesh@live.com

- the 34 AGM of the Company will be convened through VC or OAVM in compliance with applicable provisions of the Act read with the Rules made there under, SEBI (LODR) Listing Regulations, MCA and SEBI Circular/s in this regards;
- the 34 AGM of the Company will be held on Monday, the 21 day of September 2020 at 03:00 PM [15:00 Hours] (IST) at Nagpur, [Maharashtra, India], through VC or OAVM and Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)];\
- the 34 AGM Notice of the Company will be posted and available on the Website of the Company, NSDL and also, the Website of the Designated Stock Exchange/s, namely BSE Limited (BSE) and National Stock Exchange of India Limited (NSE);
- the manner in which the Shareholders (Members) of the Company who are holding Equity Shares in Physical form or who have not registered their e-Mail Addresses (ID) with the Company, can cast their Vote through Remote e-Voting or through the e-Voting System during the Meeting (34 AGM);
- the manner in which the Shareholders (Members) of the Company who have not registered their e-Mail Addresses (ID) with the Company can get the same registered with the Company, RTA and Depository Participants;
- the business at the 34 AGM of the Company may be transacted - Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)];
- the process and manner for Voting through electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], and mentioned that the Remote e-Voting period remained open from 09:00 AM [09:00 Hours] on Friday, the 18 day of September 2020 to 05:00 PM [17:00 Hours] on Sunday, the 20 day of September 2020 during which period the Shareholders (Members) of the Company as of Cut-off (Record) Date i. e. Monday, the 14 day of September 2020 may cast their Votes through electronic Means (Remote e-Voting System);





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- the NSDL has provided the e-Voting System or Facilities during the Meeting (34 AGM) to all those Shareholders (Members) of the Company as of Cut-off (Record) Date i. e. Monday, the 14 day of September 2020, and who have not exercised their Vote through Remote e-Voting during the specified period; and
- the NSDL has also provided the LOGIN ID and Password or facility for generating Password to enable casting of the Vote by electronic means [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)].

The 61,439 [Sixty One Thousand Four Hundred Thirty Nine], [After Clubbing Two (2) Registered Folio Nos. 11 & 144880 of Promoter namely Sunflag Limited, UK into One (1) Registered Folio], Equity Shareholder/s (Member/s) of the Company holding Equity Shares as on Monday the 14 day of September 2020 [“Cut-off (Record) Date”] were entitled to Vote [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], on all the proposed Ordinary and Special Resolution/s, as set out at Agenda Item Nos. One (1) to Eleven (11) of the Thirty-fourth (34) AGM Notice of the Company.

The period for Remote e-Voting commenced at 09:00 AM [09:00 Hours] on Friday the 18 day of September 2020 and ended at 05:00 PM [17:00 Hours] on Sunday, the 20 day of September 2020. The NSDL Remote e-Voting Platform facility was blocked thereafter.

At the 34 AGM of the Company, the NSDL has also provided the e-Voting System or Facilities during the Meeting (34 AGM), to all those Shareholders (Members) of the Company, as of Cut-off (Record) Date, i. e. Monday, the 14 day of September 2020, and who have not exercised their Vote through Remote e-Voting during the specified period of Remote e-Voting.

Subsequently, the Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], were unblocked at 06:21 PM [18:21 Hours] on Sunday, the 20 day of September 2020 and 05:03 PM [17:03 Hours] on Monday, the 21 day of September 2020, respectively, in the presence of Two (2) Witnesses namely Ms. Kajal Jayanti Patel and Ms. Noopur Satish Deshkar, who were not in the employment of the Company. They have signed below in confirmation of the Voting being Unblocked in their presence:-

*K. Patel*

Ms. Kajal Jayanti Patel

*N. Deshkar*

Ms. Noopur Satish Deshkar





## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

# 203, Level 2, Manomay Plaza, 272, Central Bazar Road  
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1. Ms. Kajal Jayanti Patel *K Patel*  
203, Saraswati Niwas, Congress Nagar, Nagpur – 440012, MH, IN
2. Ms. Noopur Satish Deshkar *N Deshkar*  
51, Verma Layout, North Ambazari Road, Nagpur – 440033, MH, IN

Thereafter, the details containing *inter-alia* List of 61,439 [Sixty One Thousand Four Hundred Thirty Nine], Equity Shareholders (Members) of the Company, with their respective Shareholding as on Cut-off (Record) Date, i. e. Monday, the 14 day of September 2020, who voted “**In favour**” “**against**” and “**invalid, abstain or by interested parties**” for each of the Ordinary and Special Resolution/s that were put to Vote, were generated from the e-voting website of the NSDL <https://www.evoting.nsdl.com> and based on such Report/s Generated, Scrutinised and Reviewed by us, the Consolidated Summary Results of the Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], is annexed herewith as an Annex and forms an integral part of this Report.

The e-Voting Register, all other relevant papers, documents and records relating to Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the Thirty-fourth (34) AGM of the Company and the same are handed over to the Authorised Director or Company Secretary for safe keeping by the Company.

You may declare, the Consolidated Result of Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], in respect of 34 AGM of the Company, accordingly.

**Signed and Issued on Tuesday, the 22 day of September 2020 at Nagpur**



**For Members Mukesh Parakh & Associates, Company Secretaries [Scrutiniser]**

*M Parakh*

**CS Mukesh Dulichandji Parakh**

**ICSI Membership No. FCS – 4343**

**Certificate of Practice No. 13693**

**Unique Document Identification Number (UDIN) – F004343B000746722 Dated 22-09-2020**



**MUKESH PARAKH & ASSOCIATES  
COMPANY SECRETARIES**

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**Based on the Scrutiniser's Consolidated Report including an Annex to the  
Scrutiniser's Consolidated Report of Even Date, the Resolution Nos. 1 to 11  
are passed with Requisite Majority.**

**For Sunflag Iron and Steel Company Limited**

**CS Ashutosh Mishra  
Company Secretary  
& Compliance Officer  
ICSI Membership No. ACS - 23011**

**Rambhatla Muralidhar  
[Authorised Director]  
Executive Director (Finance)  
DIN - 00982212**

**Signed and Issued on Tuesday, the 22 day of September 2020 at Nagpur.**



**ANNEX TO THE SCRUTINISER'S CONSOLIDATED REPORT**  
**FOR VOTING BY ELECTRONIC MEANS [REMOTE e-VOTING AS WELL AS e-VOTING DURING THE MEETING (34 AGM)]**

NAME OF THE COMPANY	CORPORATE IDENTIFICATION NUMBER (CIN)	REGISTERED OFFICE	THIRTY - FOURTH (34) ANNUAL GENERAL MEETING	CUT-OFF (RECORD) DATE	REMOTE e-VOTING PERIOD	e-VOTING DURING THE 34 AGM
- SUNFLAG IRON AND STEEL COMPANY LIMITED	- L 27100 MH 1984 PLC 034003	- 33, MOUNT ROAD, SADAR, NAGPUR - 440001, MH, IN	- MONDAY, THE 21 SEPTEMBER 2020 AT 03:00 PM [15:00 HOURS] (IST) THROUGH VIDEO-CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM")	- MONDAY, THE 14 SEPTEMBER 2020	- FROM 09:00 AM [09:00 HOURS] (IST) ON FRIDAY, THE 18 SEPTEMBER 2020 TO 05:00 PM [17:00 HOURS] (IST) ON SUNDAY, THE 20 SEPTEMBER 2020	- MONDAY, THE 21 SEPTEMBER 2020 AT 03:00 PM [15:00 HOURS] (IST)



**Resolution No. 1:-** Ordinary Resolution – To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year 2019-2020 ended 31 March 2020, including, the Balance Sheet as at 31 March 2020, Profit and Loss and Cash Flow for the Financial Year 2019-2020 ended 31 March 2020, together with the Board's Report and Report of the Statutory Auditors thereon

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR Abstain OR By Interested Parties Voting		
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
(1)	(2)		(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)
Promoters & Promoters Group	e-Voting			92194826	100.00	5	92194826	100.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>5</b>	<b>92194826</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Institutional	e-Voting			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>19</b>	<b>144419</b>	<b>144419</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Others (Non-Institutional)	e-Voting			41747209	47.51	98	41744837	99.99	4	2371	0.01	1	1	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>98</b>	<b>41744837</b>	<b>99.99</b>	<b>4</b>	<b>2371</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>
Grand-Total	e-Voting			133942035	74.32	103	133939663	99.99	4	2371	0.01	1	1	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Grand Total</b>	<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>103</b>	<b>133939663</b>	<b>99.99</b>	<b>4</b>	<b>2371</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

*Mukesh Parakh*





**Resolution No. 2:- Ordinary Resolution – To appoint a Director in place of Mr. Subhrit Ravi Bhushan Bhardwaj (DIN - 02318190), who retires by rotation and, being eligible, offers himself for re-appointment**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution		Against (Dissent) the Resolution	By Interested Parties Voting		Invalid OR Abstain OR			
						No. of Members	No. of Votes		%	No. of Members		No. of Votes	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	
Promoters & Promoters Group	e-Voting			92194826	100.00	2	73775007	80.02	0	0	0.00	3	18419819	19.98
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>2</b>	<b>73775007</b>	<b>80.02</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>3</b>	<b>18419819</b>	<b>19.98</b>
Public - Institutional	e-Voting			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>19</b>	<b>144419</b>	<b>144419</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Others (Non-Institutional)	e-Voting			41747209	47.51	94	41252450	98.81	8	494758	1.19	1	1	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>94</b>	<b>41252450</b>	<b>98.81</b>	<b>8</b>	<b>494758</b>	<b>1.19</b>	<b>1</b>	<b>1</b>	<b>0.00</b>
Grand-Total	e-Voting			133942035	74.32	96	115027457	85.88	8	494758	0.37	4	18419820	13.75
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Grand-Total</b>	<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>96</b>	<b>115027457</b>	<b>85.88</b>	<b>8</b>	<b>494758</b>	<b>0.37</b>	<b>4</b>	<b>18419820</b>	<b>13.75</b>

*(Signature)*



**Resolution No.3:- Ordinary Resolution – To appoint M/s. N S B P & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 001075N, Peer Review Certificate No. 009284), as the Statutory Auditors of the Company in place of retiring Auditors M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N, Peer Review Certificate No. 008927) and fix their remuneration**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR Abstain OR By Interested Parties Voting		
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	
Promoters & Promoters Group	e-Voting			92194826	100.00	5	92194826	100.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>5</b>	<b>92194826</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Institutional	e-Voting			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>19</b>	<b>144419</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Others (Non-Institutional)	e-Voting			41747209	47.51	97	41744832	99.99	5	2376	0.01	1	1	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>97</b>	<b>41744832</b>	<b>99.99</b>	<b>5</b>	<b>2376</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>
Grand-Total	e-Voting			133942035	74.32	102	133939658	99.99	5	2376	0.01	1	1	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Grand Total</b>	<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>102</b>	<b>133939658</b>	<b>99.99</b>	<b>5</b>	<b>2376</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

*gaurav*



**Resolution No. 4:- Ordinary Resolution – Appointment of Mr. Anand Sadashiv Kapre (DIN: 00019530), as a Director (Category – Non-executive, Independent) of the Company, and also for a fixed first term of Three (3) consecutive years, as an Independent Director of the Company.**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR Abstain OR By Interested Parties Voting		
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
(1)	(2)		(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)
Promoters & Promoters Group	e-Voting			92194826	100.00	5	92194826	100.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>5</b>	<b>92194826</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Institutional	e-Voting			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>19</b>	<b>144419</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Others (Non-Institutional)	e-Voting			41747209	47.51	93	41252445	98.81	8	3126	0.01	2	491638	1.18
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>93</b>	<b>41252445</b>	<b>98.81</b>	<b>8</b>	<b>3126</b>	<b>0.01</b>	<b>2</b>	<b>491638</b>	<b>1.18</b>
Grand-Total	e-Voting			133942035	74.32	98	133447271	99.63	8	3126	0.01	2	491638	0.36
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Grand-Total</b>	<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>98</b>	<b>133447271</b>	<b>99.63</b>	<b>8</b>	<b>3126</b>	<b>0.01</b>	<b>2</b>	<b>491638</b>	<b>0.36</b>
		<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>98</b>	<b>133447271</b>	<b>99.63</b>	<b>8</b>	<b>3126</b>	<b>0.01</b>	<b>2</b>	<b>491638</b>	<b>0.36</b>

*gparakh*



**Resolution No. 5:- Ordinary Resolution – Appointment of CA Vinita Bahri (DIN: 03109454), as a Director (Category – Non-executive, Independent) of the Company, and also for a fixed first term of Five (5) consecutive years, as an Independent Director of the Company**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR By Interested Parties Voting		Abstain OR	
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	No. of Members	No. of Votes
Promoters & Promoters Group	e-Voting			92194826	100.00	5	92194826	100.00	0	0	0.00	0	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0	0.00
	<b>Sub-Total</b>	<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>5</b>	<b>92194826</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Institutional	e-Voting			0	0.00	0	0	0.00	0	0	0.00	0	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0	0.00
	<b>Sub-Total</b>	<b>19</b>	<b>144419</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Others (Non-Institutional)	e-Voting			41747209	47.51	93	41743682	99.99	8	3126	0.01	2	401	0.00	
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	
	<b>Sub-Total</b>	<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>93</b>	<b>41743682</b>	<b>99.99</b>	<b>8</b>	<b>3126</b>	<b>0.01</b>	<b>2</b>	<b>401</b>	<b>0.00</b>	
Grand-Total	e-Voting			133942035	74.32	98	133938508	99.99	8	3126	0.01	2	401	0.00	
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	
	<b>Grand-Total</b>	<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>98</b>	<b>133938508</b>	<b>99.99</b>	<b>8</b>	<b>3126</b>	<b>0.01</b>	<b>2</b>	<b>401</b>	<b>0.00</b>	

*gparakh*



**Resolution No. 6:- Special Resolution – Re-appointment of CA Neelam Kothari (DIN: 06709241), as a Director (Category – Non-executive, Independent) of the Company for a fixed second term of Five (5) consecutive years, as an Independent Director of the Company**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR Abstain OR By Interested Parties Voting		
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
(1)	(2)		(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)
Promoters & Promoters Group	e-Voting			92194826	100.00	5	92194826	100.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>5</b>	<b>92194826</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Institutional	e-Voting			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>19</b>	<b>144419</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Others (Non-Institutional)	e-Voting			41747209	47.51	94	41252450	98.81	8	494758	1.19	1	1	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>94</b>	<b>41252450</b>	<b>98.81</b>	<b>8</b>	<b>494758</b>	<b>1.19</b>	<b>1</b>	<b>1</b>	<b>0.00</b>
Grand-Total	e-Voting			133942035	74.32	99	133447276	99.63	8	494758	0.37	1	1	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Grand-Total</b>	<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>99</b>	<b>133447276</b>	<b>99.63</b>	<b>8</b>	<b>494758</b>	<b>0.37</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

*parakh*



**Resolution No. 7:- Ordinary Resolution – Re-appointment of Mr. Pranav Bhardwaj (DIN: 00054805) as the Managing Director (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company not liable to retire by rotation for a further period of Five (5) years effective 17 January 2021**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR Abstain OR By Interested Parties Voting			
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	
Promoters & Promoters Group	e-Voting	5	92194826	92194826	100.00	2	73775007	80.02	0	0	0.00	3	18419819	19.98	
	Physical Poll			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
<b>Sub-Total</b>		<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>2</b>	<b>73775007</b>	<b>80.02</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>3</b>	<b>18419819</b>	<b>19.98</b>	
Public - Institutional	e-Voting	19	144419	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	
	Physical Poll			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
<b>Sub-Total</b>		<b>19</b>	<b>144419</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	
Public - Others (Non-Institutional)	e-Voting	61415	87880203	41747209	47.51	94	41252450	98.81	8	494758	1.19	1	1	0.00	
	Physical Poll			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
<b>Sub-Total</b>		<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>94</b>	<b>41252450</b>	<b>98.81</b>	<b>8</b>	<b>494758</b>	<b>1.19</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	
Grand-Total	e-Voting	61439	180219448	133942035	74.32	96	115027457	85.88	8	494758	0.37	4	18419820	13.75	
	Physical Poll			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
<b>Grand-Total</b>		<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>96</b>	<b>115027457</b>	<b>85.88</b>	<b>8</b>	<b>494758</b>	<b>0.37</b>	<b>4</b>	<b>18419820</b>	<b>13.75</b>	

*Pranav*



**Resolution No. 8:- Special Resolution – Re-appointment of Mr. Surendra Kumar Gupta (DIN: 00054836) as the Deputy Managing Director (Category – Non Independent, Executive), designated Key Managerial Personnel, of the Company liable to retire by rotation for a further period of Three (3) years effective 30 July 2020**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR Abstain OR By Interested Parties Voting		
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Promoters & Promoters Group	e-Voting			92194826	100.00	5	92194826	100.00	0	0	0.00	0	0	0.00
	Physical Poll			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>5</b>	<b>92194826</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Institutional	e-Voting			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Physical Poll	19	144419	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>19</b>	<b>144419</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Others (Non-Institutional)	e-Voting			41747209	47.51	95	41744087	99.99	7	3121	0.01	1	1	0.00
	Physical Poll	61415	87880203	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>95</b>	<b>41744087</b>	<b>99.99</b>	<b>7</b>	<b>3121</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>
Grand-Total	e-Voting			133942035	74.32	100	133938913	99.99	7	3121	0.01	1	1	0.00
	Physical Poll	61439	180219448	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Grand Total</b>	<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>100</b>	<b>133938913</b>	<b>99.99</b>	<b>7</b>	<b>3121</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

*parakh*



**Resolution No. 9:- Ordinary Resolution – Re-appointment of CA Rambhatha Muralidhar (DIN: 00982212) as an Executive Director (Finance) (Category – Non Independent, Executive), designated Key Managerial Personnel, of the Company liable to retire by rotation for a further period of Three (3) years effective 14 August 2020**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR Abstain OR By Interested Parties Voting			
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	
(1)	(2)		(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	
Promoters & Promoters Group	e-Voting	5	92194826	92194826	100.00	5	92194826	100.00	0	0	0.00	0	0	0.00	
	Physical Poll			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>5</b>	<b>92194826</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	
Public - Institutional	e-Voting	19	144419	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00	
	Physical Poll			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>19</b>	<b>144419</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	
Public - Others (Non-Institutional)	e-Voting	61415	87880203	41747209	47.51	96	41252800	98.82	6	494408	1.18	1	1	0.00	
	Physical Poll			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Sub-Total</b>	<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>96</b>	<b>41252800</b>	<b>98.82</b>	<b>6</b>	<b>494408</b>	<b>1.18</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	
Grand-Total	e-Voting	61439	180219448	133942035	74.32	101	133447626	99.63	6	494408	0.37	1	1	0.00	
	Physical Poll			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	Postal Ballot			0	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
	<b>Grand Total</b>	<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>101</b>	<b>133447626</b>	<b>99.63</b>	<b>6</b>	<b>494408</b>	<b>0.37</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	

*prakash*





**Resolution No. 10:- Special Resolution – Re-appointment of Mr. Ramchandra Vasant Dalvi (DIN: 00012065) as an Executive Director (Works) (Category – Non Independent, Executive), designated Key Managerial Personnel, of the Company liable to retire by rotation for a further period of Three (3) years effective 14 August 2020**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR Abstain OR By Interested Parties Voting		
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Promoters & Promoters Group	e-Voting Physical Poll Postal Ballot	5	92194826	92194826	100.00	5	92194826	100.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
<b>Sub-Total</b>		<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>5</b>	<b>92194826</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Institutional	e-Voting Physical Poll Postal Ballot	19	144419	0	0.00	0	0	0.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
<b>Sub-Total</b>		<b>19</b>	<b>144419</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Others (Non-Institutional)	e-Voting Physical Poll Postal Ballot	61415	87880203	41747209	47.51	96	41744092	99.99	6	3116	0.01	1	1	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
<b>Sub-Total</b>		<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>47.51</b>	<b>96</b>	<b>41744092</b>	<b>99.99</b>	<b>6</b>	<b>3116</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>
Grand-Total	e-Voting Physical Poll Postal Ballot	61439	180219448	133942035	74.32	101	133938918	99.99	6	3116	0.01	1	1	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
						0	0	0.00	0	0	0.00	0	0	0.00
<b>Grand-Total</b>		<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>74.32</b>	<b>101</b>	<b>133938918</b>	<b>99.99</b>	<b>6</b>	<b>3116</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

*Parakh*



**Resolution No. 11:- Ordinary Resolution – Ratification of Remuneration of Cost Auditors of the Company**

Type of Shareholding	Mode of Voting	Total No. of Members	Total No. of Shares Held	Total No. of Votes Polled	% of Votes Polled on Outstanding Shares	In Favour (Assent) of the Resolution			Against (Dissent) the Resolution			Invalid OR Abstain OR By Interested Parties Voting		
						No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	
Promoters & Promoters Group	e-Voting			92194826	5	92194826	100.00	0	0	0.00	0	0	0.00	
	Physical Poll			0	0	0	0.00	0	0	0.00	0	0	0.00	
	Postal Ballot			0	0	0	0.00	0	0	0.00	0	0	0.00	
	<b>Sub-Total</b>	<b>5</b>	<b>92194826</b>	<b>92194826</b>	<b>5</b>	<b>92194826</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	
Public - Institutional	e-Voting			0	0	0	0.00	0	0	0.00	0	0	0.00	
	Physical Poll			0	0	0	0.00	0	0	0.00	0	0	0.00	
	Postal Ballot			0	0	0	0.00	0	0	0.00	0	0	0.00	
	<b>Sub-Total</b>	<b>19</b>	<b>144419</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	
Public - Others (Non-Institutional)	e-Voting			41747209	97	41744832	99.99	5	2376	0.01	1	1	0.00	
	Physical Poll			0	0	0	0.00	0	0	0.00	0	0	0.00	
	Postal Ballot			0	0	0	0.00	0	0	0.00	0	0	0.00	
	<b>Sub-Total</b>	<b>61415</b>	<b>87880203</b>	<b>41747209</b>	<b>97</b>	<b>41744832</b>	<b>99.99</b>	<b>5</b>	<b>2376</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	
Grand-Total	e-Voting			133942035	102	133939658	99.99	5	2376	0.01	1	1	0.00	
	Physical Poll			0	0	0	0.00	0	0	0.00	0	0	0.00	
	Postal Ballot			0	0	0	0.00	0	0	0.00	0	0	0.00	
	<b>Grand-Total</b>	<b>61439</b>	<b>180219448</b>	<b>133942035</b>	<b>102</b>	<b>133939658</b>	<b>99.99</b>	<b>5</b>	<b>2376</b>	<b>0.01</b>	<b>1</b>	<b>1</b>	<b>0.00</b>	

Signed and Issued on Tuesday, the 22 day of September 2020 at Nagpur

*[Handwritten Signature]*



Messers Mukesh Parakh & Associates  
 Company Secretaries, Nagpur

Notes:-

1. In respect of Resolution Nos. 1 to 11:-
  - (a) The Number of Promoter & Promoter Group Shareholders (Members) of the Company, has been considered as Five (5), after Clubbing Two (2) Registered Folio Nos. 11 & 144880 of Sunflag Limited, UK, as One (1) Shareholder (Member), holding 65,253,582 Equity Shares, of the Company.
  - (b) A Shareholder (Member) of the Company, holding 5,000 Equity Shares, has exercised Remote e-Voting for 4,999 Equity Shares Only. Accordingly, One (1) Equity Share of that Shareholder (Member) for which No e-Voting has been exercised, is treated as "Abstain from Voting". However, for the sake of Number of Shareholders (Members), the Number has been counted Two (2) times, (i) Under the head 'In Favour of the Resolution' and also, (ii) Under the head 'Invalid, Abstain or By Interested Parties Voting'.
2. In respect of Resolution Nos. 4:-
  - (a) A Shareholder (Member) of the Company, holding 491,637 Equity Shares has not exercised Voting through electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], and accordingly, has been considered under the head 'Invalid, Abstain or By Interested Parties Voting'.
3. In respect of Resolution Nos. 5:-
  - (a) A Shareholder (Member) of the Company, holding 400 Equity Shares has not exercised Voting through electronic Means, [Remote e-Voting as well as e-Voting during the Meeting (34 AGM)], and accordingly, has been considered under the head 'Invalid, Abstain or By Interested Parties Voting'.
4. In respect of Resolution No. 2 and 7:-
  - (a) The e-Voting exercised by Three (3) Shareholders (Members) of the Company, belonging to the Promoter & Promoter Group, holding 18,419,819 Equity Shares of the Company, has been considered as e-Voting by an Interested Parties and accordingly, has been classified under the head 'Invalid, Abstain or By Interested Parties Voting'.

Signed and Issued on Tuesday, the 22 day of September 2020 at Nagpur

For Messers Mukesh Parakh & Associates  
 Company Secretaries



Mukesh Dulichandji Parakh  
 ICSI Membership No. FCS - 4343

Certificate of Practice No. 13693  
 (UDIN) – F004343B000746722 OF

Tuesday, the 22 Day of September 2020

Company  
 For Sunflag Iron and Steel Company Limited  
 Company

CS Ashutosh Mishra  
 Company Secretary  
 ICSI Membership No.  
 ACS – 23011

Rambhatla Muralidhar  
 Authorised Director  
 Executive Director (Finance)  
 DIN - 00982212