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SECY / SE / 2020 / 272-273  
Thursday, the 25<sup>th</sup> June, 2020



Assistant General Manager  
Accounts and Finance Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
**MUMBAI - 400 001**

**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

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

Sub: Compliance through submission of Annual Secretarial Compliance Report for the financial year 2019-2020 ended 31<sup>st</sup> March, 2020 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 8<sup>th</sup> February 2019

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 2019-2020 ended 31<sup>st</sup> March, 2020 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 CIR/CFD/CMD1/27/2019 Dated 8<sup>th</sup> 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



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FAX : 07184 - 285740  
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**MUKESH PARAKH & ASSOCIATES  
COMPANY SECRETARIES**

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

**ANNUAL SECRETARIAL COMPLIANCE REPORT  
OF  
SUNFLAG IRON AND STEEL COMPANY LIMITED  
FOR THE FINANCIAL YEAR 2019-2020 ENDED 31 MARCH 2020**

*[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]*

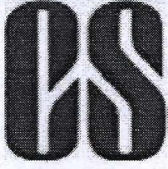
**Sunflag Iron and Steel Company Limited  
C I N – L 27100 MH 1984 PLC 034003  
33, Mount Road, Sadar, Nagpur 440001, MH, IN**

We, Messers Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI 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 exchange/s,
- (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 2019-2020 ended 31 March 2020 (“**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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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;
  - (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;

and circulars / guidelines issued thereunder;



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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<br>(Regulations / circulars / guidelines<br>including specific clause) | Deviations | Observations / Remarks<br>of the Practicing<br>Company Secretary |
|-----------------------|---|------------|--|
| <b>Not Applicable</b> |   |            |  |

- (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. |
|-----------------------|-----------------|----------------------|---|---|
| <b>Not Applicable</b> |                 |                      |   |   |

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



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| 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 |
|-----------------------|--|--|--|--|
|                       |  |  |  |  |
| <b>Not Applicable</b> |  |  |  |  |
|                       |  |  |  |  |

**Note:-** 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 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 Company, which were obtained through electronic mode.

**Signed and Issued on this Wednesday, the 24 day of June 2020 at Nagpur.**

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

MUKESH  
DULICHANDJI  
PARAKH

Digitally signed by MUKESH  
DULICHANDJI PARAKH  
Date: 2020.06.24 17:43:15  
+05'30'

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

**Unique Document Identification Number (UDIN): F004343B000376220 Dated 24 June 2020.**

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**  
**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 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 2019-2020 ended 31 March 2020 (“**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.
- (b) The compliance of the provisions of other applicable laws, rules, regulations, standards is the responsibility of management of the Company.



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**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 Wednesday, the 24 day of June 2020 at Nagpur.**

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

MUKESH  
DULICHANDJI  
PARAKH

Digitally signed by MUKESH  
DULICHANDJI PARAKH  
Date: 2020.06.24 17:42:39  
+05'30'

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

**Unique Document Identification Number (UDIN): F004343B000376220 Dated 24 June 2020.**

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