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SECY / SE / 2019 / 896-897

Friday, 30th August, 2019

The General Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, **Mumbai - 400 001**

The Manager, Listing Department,
National Stock Exchange of India Ltd.,
"Exchange Plaza", C-1, Block - G,
Bandra – Kurla Complex, Bandra (East)
Mumbai – 400 051

Sub : Submission of 33rd Annual Report of the Company for the financial year 2018-19.

Ref : Sunflag Iron and Steel Company Limited – BSE Scrip Code : 500404 / NSE Scrip Code : SUNFLAG

Dear Sir / Madam,

Pursuant to the Regulation 34 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we are submitting herewith the 33rd Annual Report of the Company along with the Notice convening the Annual General Meeting (AGM) of the Company to be held on Friday, the 27th September, 2019 at 03.00 p.m.

The Board of Directors have recommended a final dividend of 5% (i.e. Rs. 0.50 per Equity Share) on Equity Shares of the Company for approval of the members of the Company at the ensuing 33rd AGM of the Company.

The Annual Report is also available on the website of the Company at the link:
www.sunflagsteel.com/wp-content/uploads/2019/08/Thirty-third-33rd-Annual-Report-2018-2019.pdf

This is for your information and records.

Sincerely,
For **Sunflag Iron and Steel Company Limited**

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

Visit us at www.sunflagsteel.com



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

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

DELHI OFFICE :
D-47, DEFENCE CDLONY,
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
E-mail : mktg_wz@sunflagsteel.com



PUNE OFFICE :
65-69, FIFTH FLOOR,
'SAI KRIPA BHAVAN',
PUNE MUMBAI HIGHWAY,
OPP. KSB PUMPS, S. No. 5743,
KHARALWADI, PIMPRI,
PUNE - 411 018,
TEL.: 020 - 27424685
FAX : 020 - 27423013
E-mail : mktg_pz@sunflagsteel.com

FARIDABAD OFFICE :
PLOT No. 12, SECTOR '6'
MATHURA ROAD,
FARIDABAD - 121 006
TEL.: 0129 - 2311116, 2311112,
2311117
E-mail : mktg_rz@sunflagsteel.com

CHENNAI OFFICE :
705, 7th FLOOR, CHALLAMALL,
11/11A, SIR THIAGARAYA ROAD,
T NAGAR, CHENNAI - 600 017
044-24342262, 24342263
FAX : 044-24347649
E-mail : mktg_sz@sunflagsteel.com

SUNFLAG IRON AND STEEL COMPANY LIMITED**REGISTERED OFFICE : 33, MOUNT ROAD, SADAR, NAGPUR - 440001, MH, IN****Corporate Identification Number (CIN) – L 27100 MH 1984 PLC 034003****Tel Nos. + 91 712 2524661 / 2520356-7-8, Fax No. + 91 712 2520360, e-mail Id : investor@sunflagsteel.com, Website : www.sunflagsteel.com****NOTICE**

NOTICE is hereby given that the **Thirty-third (33rd) Annual General Meeting** of the Members of **Sunflag Iron and Steel Company Limited** will be held on **Friday, the 27th day of September, 2019 at 3.00 P. M.** at Indian Medical Association's - Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur – 440010 MH, IN, to transact the following business :

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the year 2018-2019 ended 31st March, 2019, including, the Balance Sheet as at 31st March, 2019, Profit and Loss and Cash Flow for the year 2018-2019 ended 31st March, 2019, together with the Board's Report and Report of the Statutory Auditors thereon.
- To declare Dividend @5% (i.e. ₹ 0.50 per Equity share) on Equity Shares of the Company.
- To appoint a Director in place of CA Rambhatla Muralidhar (DIN : 00982212), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution :

Appointment of Mr. Sajiv Dhawan (DIN - 00160085), 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.

"RESOLVED THAT Mr. Sajiv Dhawan (DIN - 00160085), who was appointed by the Board of Directors as an Additional Director of the Company effective 12th August, 2019 and who holds office up to the date of this Thirty-third (33rd) Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 128 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended, from time to time and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"), Mr. Sajiv Dhawan (DIN - 00160085), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a fixed first term of three (3) consecutive years i.e. from 27th September, 2019 up to 26th September, 2022."

- To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

Ratification of Remuneration of Cost Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and / or re-enactment thereof, for the time being in force), the remuneration ₹ 2,40,000/- (Rupees Two Lakh Forty Thousand only) plus applicable taxes (GST) and reimbursement of actual out of pocket expenses, if any, payable in connection with audit of cost records of the Company, for the financial year 2019-2020 ending 31st March, 2020, to M/s. G. R. Paliwal & Company, Cost accountants, Nagpur (Membership No. 7815), whose appointment as the Cost Auditors of the Company, for the financial year 2019-2020 ending 31st March, 2020, has been duly approved by the Board of Directors, based on the recommendations of the Audit Committee of the Company, be and is hereby ratified."

By Order of the Board

CS Ashutosh Mishra
Company Secretary
ICSI M. No. ACS - 23011

Nagpur
 12.08.2019

NOTES :

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.

A Proxy submitted on behalf of the Company, Trust or Society (Institutional Investors) must be supported by an appropriate Resolution or Authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights. In case, a proxy is proposed to be appointed by a member holding more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.

- An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business under Item Nos. 4 & 5 is annexed hereto and form part of the Notice.
- All documents referred to in the Notice including Explanatory Statement thereof, will be available for inspection by Members during working hours on any working day till the date of the Thirty-third (33rd) Annual General Meeting at the Registered Office of the Company and also at the place of the Meeting at the scheduled time of the Thirty-third (33rd) Annual General Meeting of the Company.

3. The Register of Members and Share Transfer Books of the Company will remain closed, from **Saturday, the 7th day of September, 2019 to Friday, the 27th day of September, 2019 (both days inclusive)** for the purpose of Thirty-third (33rd) Annual General Meeting and Dividend, if declared.
4. The Members are requested to send their queries, if any, in writing at least ten (10) days in advance of the date of the meeting to the Company at its Registered Office.
5. The Members or Proxies are requested to bring the attendance slip attached at page 116, duly filled in, for attending the meeting.

6. **DEMATERIALISATION OF SHARES**

This is to inform that about **11,08,95,184** Equity Shares (**61.5334%**) of the total Issued, Subscribed and Paid-up Share Capital of the Company, have already been dematerialized as of 31st March, 2019. The Members who have not dematerialised their Equity Shareholding may opt the same accordingly.

7. **REGISTRAR & SHARE TRANSFER AGENT**

M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, Makwana Road, Marol, Andheri (East), Mumbai – 400059, MH, IN, have been appointed by the Company as the Registrar and Share Transfer Agent (RTA) effective 31st March, 2003. Therefore, the Depository Participants, Shareholders / Investors of the Company, are advised to send all documents and correspondence, such as requests for Dematerialisation of Shares, Change of Address, Registration of e-mail Id, Change of Bank Mandate or NACH and other Shares related documents to M/s. Bigshare Services Private Limited at the above mentioned address only.

8. **CHANGE OF INFORMATION / BANK MANDATE**

The Members holding Equity Shares in physical form are requested to notify or update any change in their Registered Address, Bank Mandate e.g. Name of Bank, Branch Address, Account Number, MICR and IFS Code to the Registrar and Share Transfer Agent (RTA) and/or the Company or to their respective Depository Participants (DP), if the Shares are held in Demat mode.

9. **TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

DIVIDEND :

The dividend declared by the Company which remains unpaid or unclaimed for a period of Seven (7) years is required to be transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government pursuant to Section 124(5) of the Companies Act, 2013.

As such, the details of dividend remaining unpaid or unclaimed for Seven (7) years and subsequently its transfer to IEPF Account of Central Government is as under :

S. N.	Number and Date of AGM	Date of Transfer to IEPF	Amount (₹)
1	Twentieth (20 th) - 28 th September, 2006	27 th September, 2013	15,92,685.00
2	Twenty-first (21 st) - 25 th September, 2007	24 th September, 2014	11,71,767.00
3	Twenty-second (22 nd) - 23 rd September, 2008	22 nd September, 2015	18,71,945.00
4	Twenty-third (23 rd) - 25 th September, 2009	24 th September, 2016	22,14,452.00
5	Twenty-fourth (24 th) - 23 rd September, 2010	22 nd September, 2017	20,24,582.00
6	Twenty-fifth (25 th) - 23 rd September, 2011	22 nd September, 2018	20,36,465.00

The shareholders who have not claimed the dividend declared and paid for the financial year 2017-2018 are requested to claim it at the earliest possible.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the requisite details on 25th September, 2018 (date of last Annual General Meeting) on the website of the Company www.sunflagsteel.com and also of the Ministry of Corporate Affairs.

In terms of SEBI Circular Reference No. **SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018** on "**Strengthening of the Guidelines and Raising Industry Standards for RTA, Issuer Companies and Banker to an issue**", by which the SEBI has fixed certain responsibilities on the RTA & the Issuer Companies with respect to the following and informed that the three (3) communication/s be sent to all those shareholders of the Company:

1. Provisions with respect to payment of dividend / interest / redemption money.
2. Provisions with respect to Transfer / Transmission / Correction of errors etc.

Accordingly, first communication to this effect was sent by the Company through its RTA in the month of July, 2018, specifically focused on provisions pertaining to collection of Income Tax PAN and Bank Account details of all security holders holding securities in physical form. The second and third communication to this effect were sent in the month of August, 2018 and January, 2019 respectively.

All the Members of the Company, holding Equity Shares in physical form, are requested to comply with the subject SEBI Circular by responding to the notices issued to them. All the above circulars and notices are available on the Company's website www.sunflagsteel.com

SHARES:

In terms of the provisions of Section 124(5) of the Companies Act, 2013 ('the Act') read with the rules made there under, dividend amount remaining unpaid or unclaimed for a period of Seven (7) years, from the date it became due for payment, is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, the Ministry of Corporate Affairs has notified "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" (the Rules) which have come into force from 7th September, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been claimed for Seven (7) years or more, in the name of 'IEPF Demat Account'.

Accordingly, the Company has transferred a total 31,69,315 equity shares constituting about 1.7586% of the total issued, subscribed and paid-up share capital, including 28,050 equity shares of "Unclaimed Suspense Account", which was created pursuant to Regulation 39 of the SEBI (LODR) Regulations, 2015 (as amended).

The voting rights on these shares shall remain frozen till the rightful owner of such shares claim the shares from the IEPF Authority. The IEPF Authority has laid down the detailed procedure for claiming both dividend as well as shares. The detailed list of shares transferred to this IEPF Authority Account as well as detailed procedure to claim is available on the Company's website www.sunflagsteel.com. Further, the procedure for claim is also available on the website of IEPF authority at www.iepf.gov.in. During the financial year 2018-2019 under review, two (2) rightful shareholder have claimed 225 shares from this account. The detailed list of shares transferred to this IEPF account is available on the Company's website www.sunflagsteel.com.

10. GREEN INITIATIVE

As a part of Green Initiative in Corporate Governance, your Company proposes to send Annual Report, Notice of General Meeting/s, Statement annexed to Notice, Financial Statement/s, Board's Report, Auditors' Report, Postal Ballot Notice, Postal Ballot Form and other communications, documents and notices, etc. (referred to as 'communications or documents'), as may be required under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), to its Members, in electronic form.

In view of above, you are requested to notify or update, if there is any change in your registered e-mail id (address), with the DP or the Company, as the case may be, from time to time. **We strongly believe that with your support we can make this step of the Government meaningful in creating a healthier and greener environment.**

11. e-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to provide its Members, facility to exercise their right to vote at the Thirty-third (33rd) Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under:

I. In case of members receiving e-mail :

- i) The e-voting period begins on **Tuesday, 24th September, 2019 at 9:00 a.m.** and ends on **Thursday, the 26th September, 2019 at 5:00 p.m.** During this period Members' of the Company, holding Shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **Friday, the 20th September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Log on to the e-voting website www.evotingindia.com
- iii) Click on "Shareholders" Tab.
- iv) Now Enter your User ID
 - a) For CDSL : 16 digits beneficiary ID
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker / mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.

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- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the **Sunflag Iron and Steel Company Limited** to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual members/shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. In case of members receiving the physical copy :

- a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- b) The e-voting period begins on **Tuesday, the 24th September, 2019 at 9:00 a.m.** and ends on **Thursday, the 26th September, 2019 at 5:00 p.m.** During this period, the Members of the Company, holding Equity Shares either in physical or in dematerialised (demat) form, as on the cut-off date (record date) of **Friday, the 20th September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or contact Mr. Rakesh Dalvi, Manager, CDSL, 25th Floor, A-Wing, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400 013 or write an email to helpdesk.evoting@cdslindia.com or call on Toll-free No. 1800 22 5533.
- d) The Board of Directors has appointed M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur (ICSI Membership No. FCS-4343 & Certificate of Practice No. 13693) as a Scrutinizer to process the e-voting and voting through physical ballot at the venue of the Thirty-third (33rd) Annual General Meeting in a fair and transparent manner.
- e) CS Ashutosh Mishra (ICSI Membership No. ACS-23011) of the Company shall be responsible for addressing all the grievances in relation to this Thirty-third (33rd) Annual General Meeting of the Company.
- f) The Notice of the Thirty-third (33rd) Annual General Meeting will be sent to all the Members of the Company, whose names appear in the Register of Members as on the latest BENPOS date i.e. **Friday, the 16th August, 2019** through Speed Post, Registered Post or Couriers and also by e-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company www.sunflagsteel.com.
- g) The Members of the Company, holding Equity Shares either in physical or in dematerialised (demat) form as on **Friday, the 20th September, 2019** and not casting their vote electronically, may only cast their vote at the Thirty-third (33rd) Annual General Meeting of the Company through physical ballot. The voting rights of members shall be in proportion to their shareholding of paid-up share capital of the Company as on cut-off date i.e. **Friday, the 20th September, 2019**.
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- h) Kindly note that the Members can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical mode also. However, in case, a Member cast his/her/their vote through e-voting as well as physically, then voting done through e-voting will prevail.
- i) **The results of voting shall be declared within forty-eight (48) hours of the conclusion of the Thirty-third (33rd) Annual General Meeting. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website (www.sunflagsteel.com), CDSL Website and shall also be communicated to the Stock Exchanges (BSE & NSE).**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 :

The Board of Directors, on the recommendation of Nomination & Remuneration Committee of the Board, at its meeting held on 12th August, 2019, has approved and appointed, Mr. Sajiv Dhawan (DIN - 00160085), as an Additional Director [Category: Non-executive, Independent], of the Company, effective 12th August, 2019. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 128 of the Articles of Association of the Company, Mr. Sajiv Dhawan (DIN - 00160085), shall hold office up to the date of this Thirty-third (33rd) Annual General Meeting of the Company, and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member of the Company, proposing his candidature for the office of a Director of the Company.

Mr. Sajiv Dhawan (DIN - 00160085), aged about 49 years, a graduate in Classics - Latin from Leeds University, is an entrepreneur and managing affairs of J V Capital Services Private Limited as CEO. The additional information of Mr. Sajiv Dhawan (DIN - 00160085), has been given in the Annex to this Notice as per the provisions of Regulations 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ["Listing Regulations"] and Clause 1.2.5 of the Secretarial Standards-2 .

The Company has also received a self-declaration from Mr. Sajiv Dhawan (DIN - 00160085), to the effect that he was or is not disqualified from being appointed as a Director of the Company in terms of the provisions of Section 164 of the Act and has submitted his consent to act as a Director of the Company.

The Company has also received a self-declaration from Mr. Sajiv Dhawan (DIN - 00160085), to the effect that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Company has also received a self-declaration from Mr. Sajiv Dhawan (DIN - 00160085), to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Sajiv Dhawan (DIN - 00160085), fulfills the conditions specified in the Act and Listing Regulations, for appointment as a Director and also, as an Independent Director of the Company. Mr. Sajiv Dhawan (DIN - 00160085) is independent of the Management and Promoters of the Company.

As such, it is proposed to appoint Mr. Sajiv Dhawan (DIN - 00160085) as a Director [Category – Non-executive, Independent], of the Company, not liable to retire by rotation, and also, as an Independent Director of the Company, to hold the office for a fixed first term of three (3) consecutive years, from 27th September, 2019 till 26th September, 2022.

The terms and conditions of his appointment (appointment letter) shall be open for inspection by the Members of the Company, at the Registered Office of the Company during the normal business hours on any working day till the date of Thirty-third (33rd) Annual General Meeting, and will also be kept open at the venue of the Thirty-third (33rd) Annual General Meeting of the Company.

Mr. Sajiv Dhawan (DIN - 00160085), may be deemed to be interested or concerned in the Resolution set out at Agenda Item No. 4 of the Notice with regard to his appointment. Except Mr. Sajiv Dhawan (DIN – 00160085), none of the other Director/s, Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Keeping in view the vast experience and knowledge of Mr. Sajiv Dhawan (DIN - 00160085), the Board of Directors of the Company, recommends the Ordinary Resolution at Item No. 4 of the Notice for approval of the Members in the interest of the Company.

Item No. 5 :

On recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on 21st May, 2019 has approved and appointed M/s. G. R. Paliwal & Company, Cost Accountants, Nagpur (Membership No. 7815), as the Cost Auditors of the Company, for the financial year 2019–2020 ending 31st March, 2020, to audit the cost records of the Company at a remuneration of ₹ 2,40,000/- (Rupees Two Lakh Forty Thousand only) plus applicable taxes (GST) and reimbursement of actual out of pocket expenses, if any.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration as recommended by the Board of Directors, is subject to ratification by the Members of the Company at the ensuing Thirty-third (33rd) Annual General Meeting of the Company.

None of the Director/s, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution. The Board of Directors of the Company recommends the Ordinary Resolution at Item No. 5 of the Notice for ratification of the Members in the interest of the Company.

**Nagpur
12.08.2019**

By Order of the Board
**CS Ashutosh Mishra
Company Secretary
ICSI M. No. ACS - 23011**

Details of Director/s seeking appointment/re-appointment at the Thirty-third (33rd) Annual General Meeting of the Company
[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standards-2]

Name of Director	CA Rambhatla Muralidhar
Director Identification Number (DIN)	00982212
Brief Resume	CA Rambhatla Muralidhar, age 64 years, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He joined Sunflag in the year 1993 as a Manager (Finance) posted at Works and thereafter rose to the position of Executive Director (Finance) & CFO of the Company. He has rich and varied experience of about 38 years in all the fields of Finance. Prior to joining Sunflag, he was associated with various organisations viz. Cement Corporation of India Limited, Priyadarshani Cements Limited, Hindustan Fluorocarbons Limited and Bharat Aluminum Company Limited.
Nationality	Indian
Date of Birth / Age	1 st May, 1955 / 64 Years
Date of Appointment	14 th August, 2017
Expertise in specific functional area	Accounts & Finance, Banking
Qualification	Chartered Accountant (CA)
Shareholding in the Company	NIL
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Not related
No. of Board Meeting attended during the Financial Year 2018-2019	4/4 (Held/Attended)
Name of the other Companies/LLP in which Director/Partner	i) Surjagarh Metals and Minerals Limited ii) Khappa Coal Company Private Limited iii) Ramesh Sunwire Private Limited iv) Sunflag Power Limited
Chairman / Member of the Committee of Board of Directors of the Company or of other Listed Company	Member - Risk Management Committee and Project Monitoring Committee (w.e.f. 12 th August, 2019) - Sunflag Iron and Steel Company Limited

Name of Director	Mr. Sajiv Dhawan
Director Identification Number (DIN)	00160085
Brief Resume	Mr. Sajiv Dhawan, age 49 years, is a graduate in Classics-Latin from the Leeds University, UK. He has been involved in the Indian Equity Markets for the last 20 years and has successfully managed a well-known and highly regarded Broking House and Managing Investor's Portfolios. He has been a regular Securities Market Analyst and Expert appearing on CNBC (India and Singapore), Bloomberg TV, NDTV/ET Now channels as well as on BBC World. He is a Member of India's largest Angel Investment Network (IAN). He is the CEO of JV Capital Services Pvt. Ltd. - a Member of the National Stock Exchange of India Limited (NSE). He has been appointed as an Additional Director of the Company w.e.f. 12 th August, 2019.
Nationality	British
Date of Birth / Age	19 th September, 1970 / 49 Years
Date of Appointment	12 th August, 2019
Expertise in specific functional area	Securities Market Analyst and Investor's Portfolio Management
Qualification	Graduate in Classics - Latin
Shareholding in the Company	NIL
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Not related
No. of Board Meeting attended during the Financial Year 2018-2019	Not Applicable
Name of the other Companies/LLP in which Director/Partner	JV Capital Services Limited Redbell.com Online Store Private Limited
Chairman / Member of the Committee of Board of Directors of the Company or of other Listed Company	NIL

Nagpur
12.08.2019

By Order of the Board
CS Ashutosh Mishra
Company Secretary
ICSI M. No. ACS - 23011