



Through Online Filing

SECY / 2020 / 274 – 275
Friday, the 26th June, 2020

Deputy General Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
M U M B A I – 4 0 0 0 0 1.

BSE Scrip Code - 500404

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

NSE Scrip Code - SUNFLAG

Sub: Disclosure pursuant to Regulation 30 read with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) - Outcome of the 178th Board Meeting – Friday, the 26th June, 2020 at the Registered Office of the Company at Nagpur

Dear Sir,

1. The 178th Meeting of the Board of Directors of the Company was held on Friday, the 26th June, 2020 at the Registered Office of the Company at Nagpur.
2. The Board of Directors of the Company has considered, noted and approved the following:
 - (i) The Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2020, as reviewed and recommended by the Audit Committee.

Visit us at www.sunflagsteel.com



Contd .. 2..

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

MUMBAI OFFICE :
307, HAMILTON - B
HIRANANDANI BUSINESS PARK
GHODBUNDER ROAD,
THANE - 400 607
TEL. : 022-25862294/5/6
FAX : 022-25861931
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, SCTOR '6'
MATHURA ROAD,
FARIDABAD - 121 006
TEL.: 0129 - 2311116, 2311112,
2311117
E-mail : mktg_nz@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

.. 2..

- (ii) Audited Financial Results together with Audited Statement of Assets and Liabilities (Standalone and Consolidated) of the Company for the Fourth Quarter (Q-4) / Half-Year (H-2) / Financial Year ended 31st March, 2020 as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as reviewed and recommended by the Audit Committee.

In accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) Audited Financial Results and Statement of Assets and Liabilities (Standalone and Consolidated) of the Company for the Fourth Quarter (Q-4) / Half-Year (H-2) / Financial Year ended 31st March, 2020 together with the Report of the Statutory Auditors and Declaration on Unmodified Opinion of the Company, are enclosed herewith.

The above financial results are also made available on the Company's website www.sunflagsteel.com.

- (iii) The Board considered and took on record the Draft Auditors' Report in respect of Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year 2019-20 ended on 31st March, 2020.
3. The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, has also duly considered, approved and recommended the following agenda item/s to be put up to the members for their approval at the ensuing Annual General Meeting of the Company:
- a) the re-appointment of Mrs. Neelam Kothari (DIN: 06709241) as a Director (Category- Non-Executive, Independent) of the Company, not liable to retire by rotation, for a fixed second term of consecutive Five (5) years, as her existing term is till the conclusion of ensuing Thirty-fourth (34th) Annual General Meeting of the Company;
- b) the Re-appointment of Mr. Surendra Kumar Gupta (DIN: 00054836) as the Deputy Managing Director, designated Key Managerial Personnel of the Company liable to retire by rotation for the period of Three (3) years commencing from 30th July, 2020, whose existing tenure expires on 29th July, 2020.

Contd .. 3..



..3..

- c) the Re-appointment of CA R. Muralidhar (DIN: 00982212) as an Executive Director (Finance), designated Key Managerial Personnel of the Company, liable to retire by rotation for the period of 3 years commencing from 14th August, 2020, whose existing tenure expires on 13th August, 2020.
- d) the Re-appointment of Mr. Ramchandra Vasant Dalvi (DIN: 00012065), as an Executive Director (Works), Designated Key Managerial Personnel of the Company, liable to retire by rotation for the period of 3 years commencing from 14th August, 2020, whose existing tenure expires on 13th August, 2020.
4. The Board of Directors of the Company, on recommendation of the Audit Committee, has also duly considered and approved the re-appointment of M/s. G. R. Paliwal & Company, Cost Accountants, Nagpur as the Cost Auditors of the Company for the Financial Year 2020–21.
5. The Board of Directors of the Company has also duly revised, considered, approved and adopt the “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)” pursuant to the provisions of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (As Amended). A copy of the revised Code is enclosed herewith.
6. The Board of Directors of the Company has also duly considered and approved, the modification in Authorisation to Key Managerial Personnel (‘KMP’) of the Company for determining materiality of an event or information. The revised list of contact details of Key Managerial Personnel for making disclosure to stock exchanges are provided herein under for your reference and record:

S. No.	Name of the KMPs	Designation	Contact Details
1.	Mr. Pranav Bhardwaj	Managing Director	Sunflag Iron & Steel Company Limited, 33, Mount Road, Sadar, Nagpur – 440001. Tel No : +91 712 2524661 Email: pranavb@sunflagsteel.com
2.	Mr. Surendra Kumar Gupta	Deputy Managing Director	Sunflag Iron & Steel Company Limited, 33, Mount Road, Sadar, Nagpur – 440001. Tel No : +91 712 2524661 Email: skgupta@sunflagsteel.com



..4..


3.	CA R. Muralidhar	Executive Director (Finance)	Sunflag Iron & Steel Company Limited, 33, Mount Road, Sadar, Nagpur – 440001. Tel No : +91 712 2524661 Email: rmurlidhar@sunflagsteel.com
4.	CS Ashutosh Mishra	Company Secretary & Compliance Officer	Sunflag Iron & Steel Company Limited, 33, Mount Road, Sadar, Nagpur – 440001. Tel No : +91 712 2524661 E-mail : avm@sunflagsteel.com

Please note that the 178th Board Meeting commenced at 12:00 Hrs. and concluded at 17:30 Hrs. on Friday, the 26th June, 2020 at Nagpur.

You are requested to place the aforesaid information on record.

Sincerely,

For Sunflag Iron and Steel Company Limited



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



Encl: As Above

e-Mail: avm@sunflagsteel.com

Phone No: +91 712 2524661

Mobile No: +91 9373793288

33, Mount Road, Sadar, Nagpur – 440001

SECY / 2020 / 276-277
Friday, the 26th June, 2020



Deputy General Manager,
Department of Corporate Services,
BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street,
M U M B A I - 4 0 0 0 0 1
Scrip Code - 500404

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 Ltd.,
"Exchange Plaza", C - 1, Block G,
Bandra - Kurla Complex, Bandra (East)
M U M B A I - 4 0 0 0 5 1
Scrip Symbol - SUNFLAG

Sub : Declaration - Disclosure pursuant to Regulation 33(3)(d) 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/CMD/56/2016 Dated 27th May, 2016

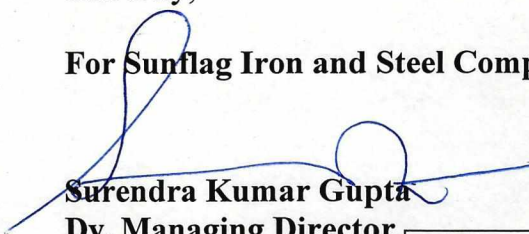
Dear Sir / Madam,


In compliance with the provisions of Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and pursuant to the SEBI Circular bearing No. CIR/CFD/CMD/56/2016 Dated 27th May, 2016, we do hereby **confirm and declare** that, M/s. S. S. Kothari Mehta & Company, Chartered Accountants, New Delhi (ICAI Firm Registration No.000756N, Peer Review Certificate No. 008927), Statutory Auditors of the Company, have issued the **Audit Report/s with Unmodified Opinion**, in respect of Financial Statement/s (Standalone and Consolidated) of the Company, for the Fourth Quarter (Q-4) / Half-Year (H-2) and Financial Year ended 31st March, 2020, duly reviewed and recommended by the Audit Committee of the Company and approved by the Board of Directors of the Company at their respective meeting/s held on Friday, the 26th June, 2020.

You are therefore requested to place the aforesaid information on records.

Sincerely,

For Sunflag Iron and Steel Company Limited


Surendra Kumar Gupta
Dy. Managing Director


S. Mahadevan
CFO



Visit us at www.sunflagsteel.com

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

DELHI OFFICE :
D-47, DEFENCE COLONY,
2ND FLOOR, NEW DELHI - 110 024
TEL.: 011-49576030/6040/6050
FAX : 011-49576020
E-mail : delhi@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, SCTOR '6'
MATHURA ROAD,
FARIDABAD - 121 006
TEL.: 0129 - 2311116, 2311112,
2311117
E-mail : mktg_nz@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

**SS KOTHARI MEHTA
& COMPANY**
CHARTERED ACCOUNTANTS

Independent Auditors' Report on the Quarterly and Year to Date Audited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**To
The Board of Directors of
Sunflag Iron and Steel Co Limited
Nagpur**

Report on the Audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone financial results of **Sunflag Iron and Steel Co Limited** (the "Company") for the quarter ended March 31, 2020 and for the year March 31, 2020 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations"),

In our opinion and to the best of our information and according to the explanations given to us, the statement:

- i. is presented in accordance with the requirements of the Listing Regulations, as applicable to the Company in this regard; and
- ii. give a true and fair view in conformity with the applicable accounting standard and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the quarter ended March 31, 2020 and for the year ended March 31, 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.



Emphasis of Matter

We draw attention to Note No. 7 to the standalone financial results, which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management. The impact of these uncertainties on the Company's operations is dependent on future developments. Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the annual standalone financial statements for the year ended March 31, 2020. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



S S KOTHARI MEHTA
& COMPANY
CHARTERED ACCOUNTANTS

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to these financial results, in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and of its Joint Venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other matters

The Statement includes the standalone results for the quarter ended March 31, 2020 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2020 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

Our opinion on the same is not modified in respect of above matters.

For S. S. KOTHARI MEHTA & COMPANY
Chartered Accountants
FRN - 000756N

Sunil Wahal
Partner
Membership No. 087294
Place: New Delhi
Date: June 26, 2020



UDIN: 20087294AAAAED7405

Independent Auditors' Report on the Quarterly and Year to Date Audited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
Sunflag Iron and Steel Co Limited
Nagpur

Report on the Audit of the consolidated Financial Results

Opinion

We have audited the accompanying statement of quarterly and year to date Consolidated financial results of Sunflag Iron and Steel Co Limited (the 'Holding Company' or 'Parent') and its subsidiaries (the Parent and its Subsidiaries together referred to as the 'Group') and its Joint Ventures for the quarter ended March 31, 2020 and year ended March 31, 2020 ('Statement'), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'). Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended March 31, 2019, as reported in these consolidated financial results have been approved by the Holding Company's Board of Directors but have not been subjected to audit/review.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate audited financial statement of the subsidiaries and the management certified financial statements/results of its Joint Venture, the Statement:

- i. includes the financial results of the following entities:
 - a. **Subsidiaries:**
 1. Sunflag Power Limited
 2. Khappa Coal Company Private Limited
 - b. **Joint Ventures:**
 1. CT Mining Private Limited
 2. Daido DMS India Private Limited
 3. Ramesh Sunwire Private Limited
 4. Madanpur (North) Coal Co. Private Limited
- ii. are presented in accordance with the requirements of the Listing Regulation read with the circular in this regard; and



**SS KOTHARI MEHTA
& COMPANY**
CHARTERED ACCOUNTANTS

- iii. gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter ended March 31, 2020 and for the year ended March 31, 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Companies Act 2013, as amended ("the Act"). Our responsibilities under those standards are further described in the "Auditor's responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group and its joint ventures in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below and information provided for the management certified financial statements / results of its joint ventures, is sufficient and appropriate to provide a basis for our opinion on the statement.

Emphasis of Matter

We draw attention to Note No. 7 to the consolidated financial results, which describes the uncertainties and the impact of Covid-19 pandemic on the Group's and its joint ventures operations and results as assessed by the management. The impact of these uncertainties on the Group's and its joint ventures operations is dependent on future developments. Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements for the year ended March 31, 2020. The Holding Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.



In preparing Statement, the respective Board of Directors of the Companies included in the Group and of its joint ventures are responsible for assessing the ability of the Group and of its joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or its joint ventures or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies of the Group and of its joint ventures are also responsible for overseeing the financial reporting process of the Group and of its joint ventures.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to these financial results, in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.



**S S KOTHARI MEHTA
& COMPANY**
CHARTERED ACCOUNTANTS

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain Sufficient appropriate audit evidence regarding the financial results / financial information of the entity within the Group and its joint ventures of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entity included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them. We solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under regulation 33(8) of the Listing Regulations, 2015, as amended, to the extent applicable.

Other matters

- a) The Statement includes the audited financial results of two (2) subsidiaries whose financial results/financial statement reflect total assets of Rs. 2607 lakhs as at March 31, 2020; as well as the total revenue Rs. 1 lakhs and Rs 6 Lakhs, total net profit after tax of Rs. 0.34 lakhs and Rs 4 Lakhs, total comprehensive income of Rs. Nil Lakhs and Rs Nil Lakhs for the quarter and the year ended on that date respectively, and net cash inflow of Rs. 6 lakhs for the year ended March 31, 2020, as considered in the Statements which have been audited by the respective independent auditors.



**S S KOTHARI MEHTA
& COMPANY**
CHARTERED ACCOUNTANTS

The Independent auditor's report on the standalone financial results of these entities been furnished to us by the management, and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and procedure performed by us as stated in paragraph above.

- b) The Statement includes the Group's Share of Profit/(loss) including other comprehensive income/(loss) of Rs 11.80 Lakhs and Rs (53.72) Lakhs for the quarter and year ended March 31, 2020 respectively in respect of four (4) joint venture companies whose financial statements have not been audited by us as considered in the consolidated statements. Our report to the extent it concerns these joint venture companies is based solely on the management certified financial Statement/financial information. These joint ventures companies are not material to the group.

Our opinion on the Statement is not modified in respect of the above matter with respect to our reliance on the work done & the reports of the other auditors and the financial statements/financial results/financial Information certified by the management for joint ventures.

- c) The Statement includes the results for the quarter ended March 31, 2020 being the balancing figures between the audited figures in respect of the financial year ended March 31, 2020 and the published unaudited year-to-date figures up to end of third quarter of the current financial year, which were subjected to the limited review by us, as required under the Listing Regulations.

For S. S. KOTHARI MEHTA & COMPANY
Chartered Accountants
FRN - 000756N

Sunil Wahal
Partner
Membership No. 087294
Place: New Delhi
Date: June 26, 2020



UDIN: 20087294AAAAEE9044



SUNFLAG IRON AND STEEL COMPANY LIMITED

Regd. Office : 33, Mount Road, Sadar, Nagpur.

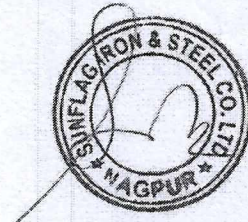
CIN : L27100MH1984PLC034003

Tel No. 0712-2524661/ Fax : 0712-2520360/ e-mail : investor@sunflagsteel.com / web site : www.sunflagsteel.com

AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER / YEAR ENDED MARCH 31, 2020

Amount ₹. In Lakh, Except otherwise stated

Sr. No.	PARTICULARS	STANDALONE				
		3 Months ended			Year Ended	
		March, 31	Dec, 31	March, 31	March, 31	March, 31
		2020	2019	2019	2020	2019
Result Type ->	AUDITED	UNAUDITED	UNAUDITED	AUDITED		
1.	Income from operations					
	a) Net Sales/ Income from Operations	41,749	41,950	50,996	1,75,812	2,18,600
	b) Other Income	257	428	276	1,253	1,112
	Total income from operations (net)	42,006	42,378	51,272	1,77,065	2,19,712
2.	Expenses					
	a) Cost of materials consumed	28,598	25,810	38,840	1,06,713	1,47,347
	b) Purchase of stock-in-trade	-	-	-	-	-
	c) Changes in Inventories of Finished Goods, Work-in-process and stock in trade.	(6,197)	(291)	(6,702)	1,182	(10,085)
	d) Employees benefits expense	2,569	2,321	2,871	9,734	10,206
	e) Finance Costs	1,086	1,132	1,069	4,263	3,874
	f) Depreciation and amortisation expense	1,405	1,208	1,022	4,620	3,787
	g) Other expenditure	11,712	9,103	12,658	41,120	47,352
	Total expenses	39,173	39,281	49,758	1,67,632	2,02,483
3.	Profit/(Loss) from ordinary activities after finance costs but before Exceptional Items	2,833	3,097	1,514	9,433	17,229
4.	Exceptional items					
5.	Profit/(Loss) from Ordinary activities before tax	2,833	3,097	1,514	9,433	17,229
6.	Tax Expense	1,558	(758)	(478)	(177)	(6,170)
7.	Net Profit/(Loss) from Ordinary activities after Tax	4,391	2,341	1,036	9,256	11,059
8.	Other Comprehensive Income					
	Items that will not be reclassified to profit or loss	48,653	-	382	48,653	382
	Income tax relating to items that will not be reclassified to profit or loss	(12,210)	-	-	(12,210)	-
9.	Total Comprehensive Income (Net of Tax) (7+8)	40,834	2,341	1,418	45,699	11,441
10.	Paid-up equity share capital (Face value of Rs.10/-each)	18,022	18,022	18,022	18,022	18,022
11.	Other Equity				1,20,636	76,023
12.	Earnings per Share(EPS)					
	a) Basic and diluted EPS before extra ordinary items	2.51	1.30	0.79	5.21	6.14
	b) Basic and diluted EPS after extra ordinary items	2.51	1.30	0.79	5.21	6.14



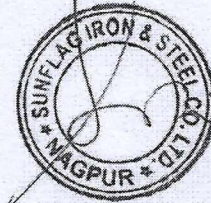


SUNFLAG IRON AND STEEL COMPANY LIMITED
 Regd. Office : 33, Mount Road, Sadar, Nagpur.
 CIN : L27100MH1984PLC034003

Tel No. 0712-2524661/ Fax : 0712-2520360/ e-mail : investor@sunflagsteel.com / web site : www.sunflagsteel.com

AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER/ YEAR ENDED MARCH 31, 2020
 Amount ₹. In Lakh, Except otherwise stated

PARTICULARS	3 Months ended			Year Ended	
	March, 31	Dec, 31	March, 31	March, 31	March, 31
	2020	2019	2019	2020	2019
	AUDITED	UNAUDITED	UNAUDITED	AUDITED	AUDITED
Income from operations	41,749	41,950	50,996	1,75,612	2,18,600
a) Net Sales/ Income from Operations	259	429	276	1,259	1,116
b) Other Income	42,008	42,379	51,274	1,77,071	2,19,716
Total income from operations (net)					
Expenses	28,598	25,810	38,840	1,06,713	1,47,347
a) Cost of materials consumed	-	-	-	-	-
b) Purchase of stock-in-trade	(6,197)	(291)	(6,702)	1,182	(10,085)
c) Changes in Inventories of Finished Goods, Work-in-process and stock in trade.	2,569	2,321	2,871	9,734	10,208
d) Employees benefits expense	1,066	1,132	1,069	4,263	3,874
e) Finance Costs	1,406	1,205	1,022	4,821	3,787
f) Depreciation and amortisation expense	11,712	9,103	12,658	41,120	47,353
g) Other expenditure	39,174	39,280	49,758	1,67,633	2,02,484
Total expenses	2,834	3,089	1,516	9,438	17,234
Profit/(Loss) from ordinary activities after finance costs but before Exceptional Items	-	-	-	-	-
Exceptional items	2,834	3,089	1,516	9,438	17,234
Profit/(Loss) from Ordinary activities before tax	1,558	(755)	(478)	(177)	(6,170)
Tax Expense	4,392	2,343	1,038	9,261	11,064
Net Profit/(Loss) from Ordinary activities after Tax	12	(21)	10	(54)	(34)
Share of Profit/ (Loss) in Joint Venture	4,404	2,322	1,048	9,207	11,030
Total Profit / (Loss)					
Total Profit/(Loss) from Continuing operations after Tax attributable to	4,403	2,321	1,046	9,205	11,027
a) Owners Equity	1	1	2	2	3
b) Non- Controlling Interest	4,404	2,322	1,048	9,207	11,030
Total Profit/(Loss) from Continuing operations after Tax					
Other Comprehensive Income attributable to	48,653	-	-	48,653	382
a) Owners Equity	-	-	-	-	-
b) Non- Controlling Interest	(12,210)	-	-	(12,210)	-
c) Income tax relating to items that will not be reclassified to profit or loss	40,847	2,322	1,048	45,650	11,412
Total Comprehensive Income (Net of Tax) (8+9)	40,846	2,321	1,046	45,648	11,409
a) Owners Equity	1	1	2	2	3
b) Non- Controlling Interest					
Paid-up equity share capital (Face value of ₹.10/-each)	18,022	18,022	18,022	18,022	18,022
Reserves excluding Revaluation reserves as per Balance sheet of previous accounting year				120499	75,992
Earnings per Share (EPS) (₹.) (Face value of ₹.10/-each)	2.52	1.29	0.58	5.19	6.12
a) Basic and diluted EPS before extra ordinary items	2.52	1.29	0.58	5.19	6.12
b) Basic and diluted EPS after extra ordinary items					





Sunflag Iron & Steel Co. Ltd

Audited Standalone/ Consolidated Statement of Assets and Liabilities as at 31st March 2020

Amount ₹. In Lacs

Particulars	Standalone		Consolidated	
	Year ended		As at 31st March	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
	Audited		Audited	
Assets				
Non-current assets				
Property, plant and equipment	1,14,469	53,482	1,14,853	53,667
Capital work - in - progress	20,980	17,897	23,259	20,162
Financial assets				
Investments	1,450	1,450	1,075	1,155
Bank Balances	94	73	94	73
Loans	3,197	2,773	1,432	1,027
Other non current asset	6,090	3,174	6,114	3,174
Total non-current assets	1,46,280	78,849	1,46,627	79,288
Current assets				
Inventories	56,277	55,217	56,277	55,217
Financial assets				
Trade receivables	21,169	28,602	21,169	28,602
Cash and cash equivalents	521	161	641	184
Bank balances other than above	4,676	5,633	4,676	5,723
Others	230	257	230	257
Current tax assets (net)	319	1,401	316	1,399
Other current assets	9,982	6,218	9,954	6,241
Total current assets	93,174	97,489	93,263	97,623
Total Assets	2,39,454	1,76,338	2,39,890	1,76,881
Equity and liabilities				
Shareholders' funds				
Share capital	18,022	18,022	18,022	18,022
Other equity	1,20,636	76,023	1,20,499	75,992
Total shareholders' funds	1,38,658	94,045	1,38,521	94,014
Non controlling interest			146	146
Non-current Liabilities				
Financial liabilities				
Borrowings	11,930	5,040	12,358	5,468
Other financial liabilities	8,351	2,001	8,351	2,001
Provisions	2,342	2,328	2,342	2,328
Deferred tax liabilities (Net)	18,244	8,202	18,244	8,202
Other non-current liabilities	173	333	173	333
Total non-current liabilities	41,040	17,904	41,468	18,332
Current Liabilities				
Financial liabilities				
Borrowings	14,348	26,380	14,348	26,380
Trade payables				
- Total outstanding dues of Micro Enterprises and Small Enterprises	1,366	1,263	1,366	1,263
- Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	30,103	25,458	30,103	25,458
Other financial liabilities	13,078	10,128	13,077	10,128
Other current liabilities	861	1,160	861	1,160
Total current liabilities	59,756	64,389	59,755	64,389
Total equity and liabilities	2,39,454	1,76,338	2,39,890	1,76,881





Sunflag Iron & Steel Co. Ltd

Cash flow statement for the year ended March 31, 2020

Amount ₹. In Lacs

Particulars	STANDALONE		CONSOLIDATED	
	Year Ended March 31		Year Ended March 31	
	2020	2019	2020	2019
A. Cash flow from operating activities	9,433	17,229	9,438	17,200
Net Profit / (Loss) before extraordinary items and tax items that will not be reclassified to profit or loss	-	-	-	-
Adjustments for:				
Depreciation and amortisation	4,620	3,767	4,621	3,787
(Profit) / loss on sale / write off of assets	0	(2)	-	(2)
Finance costs	4,263	3,874	4,263	3,874
Interest income	-	-	-	-
Actuarial gain/(loss)	140	382	140	382
Provision for doubtful trade and other receivables, loans and advances	81	276	81	276
Operating profit / (loss) before working capital changes	18,537	25,546	18,543	25,517
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(1,059)	(11,934)	(1,060)	(11,933)
Trade receivables	7,352	1,298	7,352	1,298
Short-term loans and advances	1,109	9	1,110	9
Long-term loans and advances	(445)	(49)	(353)	(35)
Other current assets	(3,765)	(1,339)	(3,713)	(1,339)
Other non-current assets	(2,919)	1,515	(2,940)	1,515
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	273	(10,500)	396	(10,465)
Other current liabilities	4,748	7,802	4,748	7,802
Short-term provisions	51	259	51	298
Other long-term liabilities	-	-	-	-
Long-term provisions	350	1,048	350	1,048
Long-term provisions	13	(638)	14	(638)
Cash flow from extraordinary items	-	-	-	-
Cash generated from operations	5,162	8,471	5,163	8,510
Net income tax (paid) / refunds	(2,345)	(5,840)	(2,345)	(5,842)
Net cash flow from / (used in) operating activities (A)	21,627	17,677	21,757	17,700
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(14,175)	(13,130)	(14,296)	(13,145)
Proceeds from sale of fixed assets	1	-	1	-
Other Bank deposits not considered in Cash & Cash equivalent (Net)	957	(752)	1,047	(751)
Long-term investments in:				
- Joint ventures	-	(278)	-	(244)
Net cash flow from / (used in) investing activities (B)	(13,217)	(14,160)	(13,248)	(14,140)
C. Cash flow from financing activities				
Proceeds from issue of equity shares	-	-	-	-
Inflow/(Repayment) of long-term borrowings	9,490	(3,192)	9,489	(3,231)
Net (decrease)/ increase in working capital borrowings	(12,031)	4,316	(12,032)	4,315
Proceeds from other short-term borrowings	-	-	-	-
Repayment of unsecured Deferred Sales Tax Loan	-	-	-	-
Finance cost	(3,838)	(3,874)	(3,838)	(3,873)
Dividends paid	(901)	(901)	(901)	(901)
Tax on dividend	(185)	(185)	(185)	(185)
Lease repayment	(585)	-	(585)	-
Net cash flow (used in)/ from financing activities (C)	(8,050)	(3,836)	(8,052)	(3,875)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	360	(319)	457	(315)
Cash and cash equivalents at the beginning of the year	161	480	184	499
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	-	-	-	-
Cash and cash equivalents at the end of the year	521	161	641	184



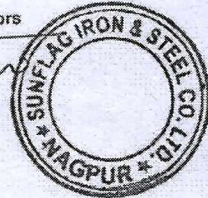
Notes:

1. After review by the Audit Committee, the above financial results were approved by the Board of Directors of the Company at their meeting held on 26th Jun, 2020.
2. The Company has only one operating segment i.e. 'Iron & Steel Business' and operations are mainly within India. Hence, it is the only reportable segment under IND AS 108 'Operating Segments'.
3. The company has adopted Ind-AS 115 "Revenue from contract with Customers" which replaces earlier revenue recognition standard. Accordingly, the revenue are shown net of discounts allowed. However, there is no material impact on either revenue or retained earnings / profit.
4. The Company has adopted Ind-AS 116 - "Leases" as applicable with effect from April 1, 2019. However, there is no material impact on a Standalone/ Consolidated revenue or retained earnings/ profit.
5. Pursuant to Taxation Laws (Amendment) Ordinance 2019, dated September 20, 2019, the Company intends to exercise the option permitted U/s 115BAA of the Income Tax Act, 1961 to compute Income tax at the revised rate (i.e. 25.168%) from the current financial year. The tax expenses for the year ended March 31, 2020 are after considering the impact of the revised rate.
6. The company have revalued its plant and machinery and building as at 31st March, 2020 through an independent & approved valuer and accordingly changed its accounting policy from cost model to fair value model. All other assets such as Land, Furniture & Fixtures etc are valued at cost. The revaluation gain of Rs.48512 Lakhs has been accounted for in the gross block and credited to other equity under the head revaluation surplus. The WDV of these assets before such revaluation was Rs.58468 Lakhs. (WDV of Plant & Machinery Rs.45674 and Building Rs.12794
7. In view of outbreak of COVID-19 followed by Nationwide lock down announced by Government of India, the manufacturing facilities and other commercial activities of the company were closed w.e.f. 24th March, 2020. The company have restarted its operations from 23rd May, 2020 in a phased manner after obtaining necessary permission and has established all safety measures maintaining high standard of hygiene for the employees.
Based on the initial assessment by the management and considering various internal and external information upto the date of approval of this financial results, the company does not have any material impact in the recoverability of carrying amount of its loans and advances, inventory, trade receivables etc. Further Reserve Bank of India granted relief to the borrowers by way of moratorium in repayment and servicing of interest due to bank. The company have availed such moratorium up to August 2020. However, these evaluations are subject to impact of uncertainties that COVID-19 outbreak may ultimately pose on economic recovery and consequential effect on Company's performance.
8. The Figures of last Quarter are the balancing figures between Audited figures in respect of the full financial year and the published year to date figures upto the third quarter of Current Financial year.
9. The figures of previous periods have been re-grouped /re-arranged wherever necessary.

PLACE : NAGPUR
Date : Jun 26, 2020

For and on behalf of the Board of Directors

SURENDRA KUMAR GUPTA
DY. MANAGING DIRECTOR
DIN . 00054836



SISCO CODE FOR PROHIBITION OF INSIDER TRADING

&

SISCO CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Adopted by the Board of Directors on 30th May 2015

Preamble and applicability

The Code of Sunflag Iron and Steel Company Limited ('Code') is framed by the Company to regulate, monitor and report trading by insiders.

This Code is intended to prevent misuse of Unpublished Price Sensitive Information ('UPSI') by insider and connected persons and ensure that directors and specified persons of the Company and their dependents shall not derive any benefit or assist others to derive any benefit from access to and possession of price sensitive information about the Company which is not in the public domain, that is to say, insider information.

The code approved by the Board of Directors on 30th May 2015 is effective from 30th May 2015.

The Code shall be applicable to and binding on all Specified Persons as defined in Clause 1.22.

1. Definitions

- 1.1 "Act" means the Securities and Exchange Board of India Act, 1992.
- 1.2 "Board" means the Board of Directors of the Company.
- 1.3 "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Sunflag Iron and Steel Company Limited as amended from time to time.
- 1.4 "Company" means Sunflag Iron and Steel Company Limited.
- 1.5 "Compliance Officer" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

[Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. Balance sheet, Profit and Loss Account, and Statement of Cash Flows]

1.6 **“Connected Person”** means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a company,, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (I) a banker of the Company; or
 - (j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

1.7 **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

1.8 **Designated Employee(s)** shall include :

- (i) every employee in the grade of Assistant General Managers and above;
- (ii) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- (iii) any other employee as may be determined and informed by the Compliance Officer from time to time.

1.9 **“Director”** means a member of the Board of Directors of the Company.

1.10 **“Employee”** means every employee of the Company including the Directors in the

employment of the Company.

- 1.11 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.
- 1.12 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- 1.13 **"Insider"** means any person who is,
(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information.
- 1.14 **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013
- 1.15 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof:
- 1.16 **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 1.17 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.18 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.19 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 1.20 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.21 **"Unpublished Price Sensitive Information"** means: any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel
- 1.22 **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.23 **"Specified Persons"** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as

Specified Persons.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

2. Role of Compliance Officer

2.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

3. Preservation of "Price Sensitive Information"

3.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

3.2 Need to Know:

- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

3.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

4. Legitimate Purpose

4.1 The Company shall ensure that UPSI is communicated, provided or is accessible to insiders or procured by any person only in furtherance of legitimate purposes.

4.2 Principles for determination of Legitimate Purposes

Legitimate Purpose shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

The purposes involving sharing of UPSI which shall be deemed to be legitimate, shall include, but not restricted to the following:

- ▶ Sharing of relevant UPSI in conformity with the statutes applicable to the Company;
- ▶ Sharing of relevant UPSI in conformity to the business of the Company/ is in the ordinary course of business of the Company;
- ▶ If it is undertaken by any person to fulfil the obligation of his/her role with respect to the Company;
- ▶ Sharing of relevant UPSI for facilitating conduct of due diligence for undertaking any transaction in the ordinary course of business;
- ▶ Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations

4.3 Any person in respect of UPSI pursuant to a “Legitimate Purpose” shall be considered an “Insider” for purposes of the regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the regulations.

5. Prevention of misuse of “Unpublished Price Sensitive Information”

Employees and connected persons designated on the basis of their functional role ("**designated persons**") in the Company shall be governed by an internal code of conduct governing dealing in securities.

5.1 Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

5.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

5.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

5.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

5.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

6. Trading Window and Window Closure

- 6.1 (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- (ii) Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.
The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- (iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.
- (iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

- (vi) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

6.2 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

6.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

6.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

7. Pre-clearance of trades

7.1 All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (Annexure 1) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (Annexure 2) shall be executed in favour of the Company by such Specified Employee incorporating, *inter alia*, the following clauses, as may be applicable:
 - (a) That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case the Specified Employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

- (d) That he/she has made a full and true disclosure in the matter.
- (iii) All Specified Persons and their shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 4).
- (iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
- (v) All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- (vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

8. Other Restrictions

- 8.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 8.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 8.3 The disclosures made under this Code shall be maintained for a period of five years.

9. Reporting Requirements for transactions in securities

Initial Disclosure

- 9.1 Every promoter/ member of the Promoter Group / Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form (Annexure 5).
- 9.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

Continual Disclosure

9.3 Every promoter, member of the Promoter Group, Designated Person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs.

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

10. Disclosure by the Company to the Stock Exchange(s)

10.1 Within 2 days of the receipt of intimation under Clause 8.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

10.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

11. Dissemination of Price Sensitive Information

11.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

11.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

12. Penalty for contravention of the code of conduct

12.1 Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

12.2 Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

12.3 Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

12.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

13. SISCO Code of Fair Disclosure of unpublished price sensitive information

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below :

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.
9. Mr. Ashutosh Mishra, Company Secretary & Compliance Officer is designated as Chief Investor Relations Officer of the Company, to deal with dissemination of information and disclosure of UPSI.

14. Amendment

The Board reserves its rights to amend or modify the code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding unless the same is notified in writing.

15. Conclusion

All Specified Persons are advised to familiarize themselves with the Regulations and comply with the same, as well as with the Code, both in letter and spirit. Specified Persons are also advised to ensure compliance by their immediate relatives.