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SECY / 2019 / 962-963  
Sunday, the 29<sup>th</sup> September, 2019

**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

To, Deputy General Manager, Department of Corporate Services, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, <b>MUMBAI - 400 001</b>	To, The Manager, Listing Department, <b>National Stock Exchange of India Limited</b> "Exchange Plaza", C - 1, Block G, Bandra - Kurla Complex, Bandra (East), <b>M U M B A I - 4 0 0 0 5 1</b>
<b>Ref: Script Code: BSE - 500404</b>	<b>Ref: Script Code: NSE - SUNFLAG</b>

**Sub: Disclosure of Voting Results of the 33<sup>rd</sup> Annual General Meeting held on Friday, the 27<sup>th</sup> September, 2019 at Nagpur.**


Pursuant to Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the voting results of 33<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 27th September, 2019 in the format as prescribed.

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

You are requested to take the above submissions on record.

Sincerely,

**For Sunflag Iron and Steel Company Limited**

  
**CS Ashutosh Mishra**  
**Company Secretary**  
**ACS - 23011**

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**33, Mount Road, Sadar, Nagpur - 440001.**



Visit us at [www.sunflagsteel.com](http://www.sunflagsteel.com)

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**PUNE OFFICE :**  
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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

Sr. No.	Particulars	Details
1	Description of the Meeting	Thirty-third (33rd) Annual General Meeting of the Members of the Company
2	Day, Date and Time of the Meeting	Friday, the 27th day of September, 2019 at 15:00 Hrs.
3	Venue	Indian Medical Association's - Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India
4	Cut-off (Record) Date	the 20th day of September, 2019
5	Total Number of Members as on Cut-off (Record) Date	Fifty-six Thousand Five Hundred Fifteen (56515)
6	Total Number of Members exercised their vote through e-Voting Process	Sixty-three (63)
7	Promoter & Promoter Group Members	Three (3)
8	Members (Public)	Sixty (60)
9	Total Number of Members present in the Meeting either in person or through Proxy	Forty-four (44) including Twenty-four (24) who have exercised their vote/s through e-voting process
10	Promoter & Promoter Group Members	Eight (8) [Out of Eight (8), One (1) has exercised his vote through e-voting process, while Seven (7) has exercised their vote/s through Proxy
11	Members (Public)	Thirty-six (36) including Twenty-four (24) who have exercised their vote/s through e-voting process, while Seven (7) have failed to exercise their vote/s
12	Total Number of Members attended through Video Conferencing Facility, if any	Not Applicable
13	Promoter & Promoter Group Members	Not Applicable
14	Members (Public)	Not Applicable



Details of the Agenda:

1		Adoption of 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.							
Resolution Required:				Ordinary Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution				NO					
Category		Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = \frac{[(2)/(1)] * 100}{}$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled $6 = \frac{[(4)/(2)] * 100}{}$	% of votes against on votes polled $7 = \frac{[(5)/(2)] * 100}{}$
Promoter & Promoter Group		e-Voting	88604545	23350963	26.3541	23350963	0	100	0
		Poll*		65253582	73.6459	65253582	0	100	0
		Postal Ballot		0	0	0	0	-	0
		Total		88604545	88604545	100	88604545	0	100
Public Institutions		e-Voting	253230	0	0	0	0	0	0
		Poll*		0	0	0	0	0	0
		Postal Ballot		0	0	0	0	0	0
		Total		253230	0	0	0	0	0
Public Non Institutions		e-Voting	91361673	24369957	26.6742	24369957	0	100	0
		Poll*		18045225	19.7514	18045225	0	100	0
		Postal Ballot		0	0	0	0	-	0
		Total		91361673	42415182	46.4256	42415182	0	100
Total			180219448	131019727	72.7001	131019727	0	100	0

\*Voting through Ballot Paper

Chairman of the meeting declared that the aforesaid resolution placed before the Thirty-third (33rd) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

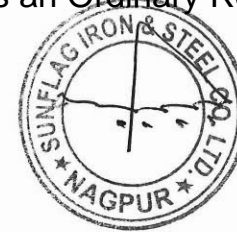


2	Declaration of a Final Dividend @5% (i.e. Rs. 0.50 per Equity Share) on Equity Shares of the Company.
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Resolution Required:				Ordinary Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution				NO					
Category		Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = \frac{[(2)/(1)] * 100}{}$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled $6 = \frac{[(4)/(2)] * 100}{}$	% of votes against on votes polled $7 = \frac{[(5)/(2)] * 100}{}$
Promoter & Promoter Group		e-Voting	88604545	23350963	26.3541	23350963	0	100	0
		Poll*		65253582	73.6459	65253582	0	100	0
		Postal Ballot		0	0	0	0	0	0
		Total		88604545	88604545	100	88604545	0	100
Public Institutions		e-Voting	253230	0	0	0	0	0	0
		Poll*		0	0	0	0	0	0
		Postal Ballot		0	0	0	0	0	0
		Total		253230	0	0	0	0	0
Public Non Institutions		e-Voting	91361673	24369957	26.6742	24369957	0	100	0
		Poll*		18045225	19.7514	18045225	0	100	0
		Postal Ballot		0	0	0	0	0	0
		Total		91361673	42415182	46.4256	42415182	0	100
Total			180219448	131019727	72.7001	131019727	0	100	0

\*Voting through Ballot Paper

Chairman of the meeting declared that the aforesaid resolution placed before the Thirty-third (33rd) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.



3	To appoint a Director in place of CA Rambhatla Muralidhar (DIN : 00982212), who retires by rotation and, being eligible, offers himself for re-appointment.
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Resolution Required:				Ordinary Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution				NO					
Category		Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = \frac{[(2)]}{(1)} * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled $6 = \frac{[(4)]}{(2)} * 100$	% of votes against on votes polled $7 = \frac{[(5)]}{(2)} * 100$
Promoter & Promoter Group		e-Voting	88604545	23350963	26.3541	23350963	0	100	0
		Poll*		65253582	73.6459	65253582	0	100	0
		Postal Ballot		0	0	0	0	0	0
		Total		88604545	88604545	100	88604545	0	100
Public Institutions		e-Voting	253230	0	0	0	0	0	0
		Poll*		0	0	0	0	0	0
		Postal Ballot		0	0	0	0	0	0
		Total		253230	0	0	0	0	0
Public Non Institutions		e-Voting	91361673	24369957	26.6742	24369255	702	99.9971	0.0029
		Poll*		18045225	19.7514	18045225	0	100	0
		Postal Ballot		0	0	0	0	0	0
		Total		91361673	42415182	46.4256	42414480	702	99.9983
Total			180219448	131019727	72.7001	131019025	702	99.9995	0.0005

\*Voting through Ballot Paper

Chairman of the meeting declared that the aforesaid resolution placed before the Thirty-third (33rd) Annual General Meeting of the Members of the Company was passed with REQUISITE MAJORITY as an Ordinary Resolution



4

To appoint Mr. Sajiv Dhawan (DIN: 00160085) as a Director (Category - Non-executive, Independent) and also 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 to 26th September, 2022.

Resolution Required:				Ordinary Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution				NO					
Category		Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = \frac{[(2)/(1)] * 100}{}$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled $6 = \frac{[(4)/(2)] * 100}{}$	% of votes against on votes polled $7 = \frac{[(5)/(2)] * 100}{}$
Promoter & Promoter Group		e-Voting	88604545	23350963	26.3541	23350963	0	100	0
		Poll*		65253582	73.6459	65253582	0	100	0
		Postal Ballot		0	0	0	0	0	0
		Total		88604545	88604545	100	88604545	0	100
Public Institutions		e-Voting	253230	0	0	0	0	0	0
		Poll*		0	0	0	0	0	0
		Postal Ballot		0	0	0	0	0	0
		Total		253230	0	0	0	0	0
Public Non Institutions		e-Voting	91361673	24369957	26.6742	24369957	0	100	0
		Poll*		18045225	19.7514	18045225	0	100	0
		Postal Ballot		0	0.00	0	0	0	0
		Total		91361673	42415182	46.4256	42415182	0	100
Total			180219448	131019727	72.7001	131019727	0	100	0

\*Voting through Ballot Paper

Chairman of the meeting declared that the aforesaid resolution placed before the Thirty-third (33rd) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

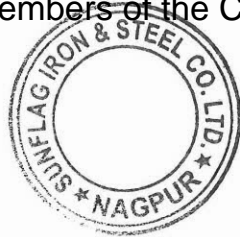


Resolution Required:				Ordinary Resolution					
Whether any Promoter/Promoter Group are interested in the Resolution				NO					
Category		Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = [(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled $6 = [(4)/(2)] * 100$	% of votes against on votes polled $7 = [(5)/(2)] * 100$
Promoter & Promoter Group		e-Voting	88604545	23350963	26.3541	23350963	0	100	0
		Poll*		65253582	73.6459	65253582	0	100	0
		Postal Ballot		0	0	0	0	-	0
		Total		88604545	88604545	100	88604545	0	100
Public Institutions		e-Voting	253230	0	0	0	0	0	0
		Poll*		0	0	0	0	0	0
		Postal Ballot		0	0	0	0	0	0
		Total		253230	0	0	0	0	0
Public Non Institutions		e-Voting	91361673	24369957	26.6742	24369957	0	100	0
		Poll*		18045225	19.7514	18045225	0	100	0
		Postal Ballot		0	0	0	0	0	0
		Total		91361673	42415182	46.4256	42415182	0	100
Total			180219448	131019727	72.7001	131019727	0	100	0

\*Voting through Ballot Paper

Chairman of the meeting declared that the aforesaid resolution placed before the Thirty-third (33rd) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

CS Ashutosh Mishra  
Company Secretary & Compliance Officer  
ICSI Membership No. A23011





## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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

Saturday, the 28 September 2019

To,  
**The Chairman of Thirty-third (33) Annual General Meeting of the Shareholders (Members) of Sunflag Iron and Steel Company Limited held on Friday, the 27 day of September 2019 at 03:00 PM [15:00 Hours] at Indian Medical Association's Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India**

Sub: Consolidated Scrutinizer's Report on Voting by electronic means (remote e-voting) for, and voting through physical ballot (poll) paper pursuant to the provisions of Section 108, 109 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20, 21 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (LODR) Regulations, 2015 (as amended), conducted at the Thirty-third (33) Annual General Meeting of Sunflag Iron and Steel Company Limited held on Friday, the 27 day of September 2019 at 03:00 PM [15:00 Hours] at Nagpur

Dear Sirs,

We, Messers Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS - 4343, Certificate of Practice No. 13693], have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide its Resolution passed at their 173 Meeting held on Monday, the 12 day of August 2019, as a Scrutinizer for the Thirty-third (33) Annual General Meeting of the Equity Shareholders (Members) of the Company to be held on Friday, the 27 day of September 2019 at 03:00 PM [15:00 Hours] at Indian Medical Association's Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India, for the purpose of scrutinizing the e-voting and physical ballot (poll) voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting as well as physical ballot (poll) voting carried out pursuant to the provisions of Section 108, 109 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20, 21 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") and Regulation 44 of the SEBI (LODR) Regulations, 2015 (as amended) ["Listing Regulations"], on all the Ordinary Resolution/s referred to in this report.





The Board of Directors of the Company have, vide its Resolution passed at their 173 Meeting held on Monday, the 12 day of August 2019 decided to provide the Equity Shareholders (Members) of the Company, whose names appear as on Friday, the 20 day of September 2019 ["Cut-off (Record) Date"], a facility to exercise their right to vote on all the Ordinary Resolution/s as set out in the Notice of Monday, the 12 day of August 2019 calling for the Thirty-third (33) Annual General Meeting to be held on Friday, the 27 day of September 2019 at Nagpur ["Thirty-third (33) AGM Notice"] by electronic means (remote e-voting) through e-voting platform of Central Depository Services (India) Limited (CDSIL) and also by physical ballot (poll) voting at the Thirty-third (33) AGM of the Company for the Equity Shareholders (Members) of the Company, who do not have access the remote e-voting facility.

The Company Management is responsible to ensure the compliance with the requirements of the Act read with the Rules relating to voting through electronic means (remote e-voting) and voting through physical ballot (poll) on all the Ordinary Resolution/s contained in the Thirty-third (33) AGM Notice.

Our responsibility as a Scrutinizer for the e-voting and physical ballot (poll) voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" "against" or "invalid / abstain / by interested parties" for all the Ordinary Resolution/s, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited (CDSIL), the authorised agency to provide the e-voting facilities engaged by the Company and the physical ballot (poll) form/s submitted by the Shareholder/s (Member/s) present (in person or by proxy) at the Thirty-third (33) AGM of the Company.

The Thirty-third (33) AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the 56,613 Equity Shareholders (Members) of the Company, as per BENPOS of Friday, the 16 day of August 2019 [56,515 Equity Shareholders (Members) of the Company, as on Cut-off (Record) Date i. e. Friday, the 20 day of September 2019], in respect of all the below mentioned Ordinary Resolution/s to be placed at the Thirty-third (33) AGM of the Shareholders (Members) of the Company to be held on Friday, the 27 day of September 2019 at Nagpur.

The Thirty-third (33) AGM Notice was sent through electronic means (e-mail) on Friday, the 30 day of August 2019 to 26,462 [after eliminating 4,217 invalid id's or bounced back e-mail/s] Equity Shareholders (Members) of the Company whose names were appearing in the Register of Members or List of Beneficial Owners and who had provided e-mail id for receipt of such documents in electronic mode.



The Thirty-third (33) AGM Notice was sent through Couriers wherein the despatch was concluded on Saturday, the 31 day of August 2019 to 25,946 Equity Shareholders (Members) of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company.

The Thirty-third (33) AGM Notice was sent through Couriers wherein the despatch was concluded on Saturday, the 31 day of August 2019 to 4,217 Equity Shareholders (Members) of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company and in respect of whom, the e-mail/s either resulted into invalid e-mail id or bounced back to the Company and also, including the 12 Shareholders (Members), whom the Thirty-third (33) AGM Notice was sent through electronic means (e-mail) by the Company and who have requested for physical copy of the 33 AGM Notice.

The Company has also published a Notice on Sunday, the 2 day of September 2019 in "The Indian Express" in English Language and in "Loksatta" in Marathi (Vernacular) Language, mentioning about the Thirty-third (33) AGM and also specifying therein the matters prescribed in the Rules including with regard to voting through electronic means (remote e-voting system).

The Thirty-third (33) AGM Notice:-

- a. mentioned that the business may be transacted through electronic means (remote e-voting system);
- b. indicated the process and manner for voting through electronic means (remote e-voting) and mentioned that the e-voting period remained open from 09:00 AM [09:00 Hours] on Tuesday, the 24 day of September 2019 to 05:00 PM [17:00 Hours] on Thursday, the 26 day of September 2019 during which period the Shareholders (Members) of the Company as of Cut-off (Record) Date i. e. Friday, the 20 day of September 2019 may cast their votes through electronic means (remote e-voting system);
- c. the CDSIL provided the login id and also the password or facility for generating password to enable casting of the vote by electronic means (remote e-voting system).

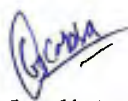

The Company has also provided the voting by physical ballot (poll) paper to the Shareholder/s (Member/s) of the Company who do not have access the remote e-voting facility.



The Equity Shareholder/s (Member/s) of the Company holding equity shares as on Friday the 20 day of September 2019 ["Cut-off (Record) Date"] were entitled to vote on all the proposed Ordinary Resolution/s as set out at Agenda Item Nos. 1 to 5 of the Thirty-third (33) AGM Notice of the Company.

The period for remote e-voting commenced at 09:00 AM [09:00 Hours] on Tuesday the 24 day of September 2019 and ended at 05:00 PM [17:00 Hours] on Thursday, the 26 day of September 2019. The CDSIL remote e-voting platform facility was blocked thereafter.

Subsequently, the votes cast under remote e-voting facility were unblocked at 09:34:31 PM [21:34:31 Hours] on Thursday, the 26 day of September 2019 and 09:28:53 PM [21:28:53 Hours] on Friday, the 27 day of September 2019, respectively, in the presence of two (2) witnesses namely Mr. Gopal Shrikant Kabra and Mr. Ramchandra Devrao Kalekar, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:-

1. Mr. Gopal Shrikant Kabra   
Shri Narayan Niketan, Bhaji Mandi, Itwari, Nagpur – 440002, MH, IN
2. Mr. Ramchandra Devrao Kalekar   
Plot No. 08, Gopal Nagar, Mate Square, Nagpur – 440022, MH, IN

Thereafter, the details containing *inter-alia* List of Equity Shareholders (Members) with their Shareholding as on Cut-off (Record) Date i. e. Friday, the 20 day of September 2019, who voted "In favour" "against" or "invalid / abstain / by interested parties" for each of the Ordinary Resolution/s that were put to vote, were generated from the e-voting website of the CDSL <https://www.evotingindia.com> and based on such reports generated, scrutinized and reviewed by us, the summary result of the e-voting is annexed herewith and forms an integral part of this report.

In addition to voting by electronic means (remote e-voting), at the Thirty-third (33) AGM of the Company, the blank ballot paper/s in prescribed Form No. MGT-12 were distributed to the Equity Shareholder/s (Member/s) present (in person or through proxy) at the Thirty-third (33) AGM of the Company and who have not opted for voting by electronic means (remote e-voting) facility provided by the Company through the Central Depository Services (India) Limited (CDSIL), the authorised agency to provide the e-voting facilities engaged by the Company.



On commencement of time fixed for the physical ballot (poll) voting by the Chairman, an empty ballot box kept for physical ballot (poll) voting was locked in the presence of all Shareholders (Members) present at the 33 AGM with due identification mark placed by us.

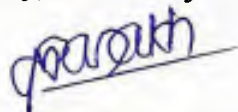
On conclusion of the physical ballot (poll) voting, the locked ballot box was subsequently opened in our presence and physical ballot (poll) papers were diligently scrutinized. The physical ballot (poll) papers were reconciled with the records maintained by the Company or Registrar and Share Transfer Agent of the Company.

Accordingly, the physical ballot (poll) paper/s so submitted by the Equity Shareholders (Members) (in person) were duly scrutinized and reviewed by us, *inter-alia* List of Equity Shareholders (Members) with their Shareholding as on Cut-off (Record) Date, who voted "In favour" "against" or "invalid / abstain / by interested parties" for each of the Ordinary Resolution/s that were put to vote and the summary result of the physical poll (ballot) voting is annexed herewith and forms an integral part of this report.

The Company has received Nine (9) Proxy Form/s from its Shareholder/s (Member/s) and after due verifications, the Company Secretary & Compliance Officer of the Company confirmed that all Nine (9) Proxy Form/s were valid and in order. As such, none of the Proxy Form/s were treated as an Invalid Proxy. Moreover, we did not find any physical ballot (poll) paper/s, out of Five (5) physical ballot (poll) paper/s, incomplete or defective so as to treat it as an invalid physical ballot (poll) paper/s. However, Seven (7) Shareholder/s (Member/s) holding 1,505 Equity Shares, who attended the Thirty-third (33) AGM, were failed to exercise their vote/s either through e-voting or physical ballot (poll) voting. Accordingly, those Seven (7) vote/s has not been considered for the physical ballot (poll) voting and the physical ballot (poll) results thereof.

Based on aforesaid, we submit our Consolidated Scrutiniser's Report on the result of the voting by electronic means (remote e-voting) and voting by physical ballot (poll) form/s at the Thirty-third (33) AGM of the Company for all the Ordinary Resolution/s placed before the Thirty-third (33) AGM of the Equity Shareholders (Members) of the Company and the same are attached as an Annex, which forms part and parcel of this report.

Signed and Issued on Saturday, the 28 day of September 2019 at Nagpur




**CS Mukesh Dulichandji Parakh**

**ICSI Membership No. FCS - 4343, Certificate of Practice No. 13693**  
**Messers Mukesh Parakh & Associates, Company Secretaries [Scrutinizer]**



**Based on Scrutinizer's Report,**  
**the Resolution Nos. 1 to 5 are passed either unanimously or with requisite majority**

**For Sunflag Iron and Steel Company Limited**



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



**Ravi Bhushan Bhardwaj**  
**Non-executive Chairman**  
**DIN - 00054700**



**ANNEX TO THE CONSOLIDATED SCRUTINISER'S REPORT**

1. Ordinary Resolution – To adopt the Financial Statements (Standalone & Consolidated) of the Company for the Year 2018-2019 ended 31<sup>st</sup> March 2019 including the Balance Sheet as at 31<sup>st</sup> March 2019, Profit & Loss, Cash Flow for the Year ended 31<sup>st</sup> March 2019, together with the Board's Report and the Report of the Statutory Auditors thereon

Category & Manner (Mode) of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
<b>e-Voting</b>						
Promoters & Promoters Group	3	23350963 (48.93%)	NIL	NIL	NIL	NIL
Public	60	24369957 (51.07%)	NIL	NIL	NIL	NIL
<b>Total e-Voting (a)</b>	<b>63</b>	<b>47720920 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	7	65253582 (78.34%)	NIL	NIL	NIL	NIL
Public	6	18045225 (21.66%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83298807 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>76</b>	<b>131019727 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

2. Ordinary Resolution – To declare Dividend @5% (i.e. ₹ 0.50 per Equity Share) on Equity Shares of the Company

Category & Manner (Mode) of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
<b>e-Voting</b>						
Promoters & Promoters Group	3	23350963 (48.93%)	NIL	NIL	NIL	NIL



*[Handwritten signature]*



Public	60	24369957 (51.07%)	NIL	NIL	NIL	NIL
<b>Total e-Voting (a)</b>	<b>63</b>	<b>47720920 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	7	65253582 (78.34%)	NIL	NIL	NIL	NIL
Public	6	18045225 (21.66%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83298807 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>76</b>	<b>131019727 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

3. Ordinary Resolution – To appoint a Director in place of CA Rambhatla Muralidhar [DIN – 00982212], who retires by rotation and being eligible, offers himself for re-appointment

Category & Manner (Mode) of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
<b>e-Voting</b>						
Promoters & Promoters Group	3	23350963 (48.93%)	NIL	NIL	NIL	NIL
Public	57	24369255 (51.06%)	3	702 (0.01%)	NIL	NIL
<b>Total e-Voting (a)</b>	<b>60</b>	<b>47720218 (99.99%)</b>	<b>3</b>	<b>702 (0.01%)</b>	<b>NIL</b>	<b>NIL</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	7	65253582 (78.34%)	NIL	NIL	NIL	NIL
Public	6	18045225 (21.66%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83298807 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>73</b>	<b>131019025 (99.99%)</b>	<b>3</b>	<b>702 (0.01%)</b>	<b>NIL</b>	<b>NIL</b>

4. Ordinary Resolution – 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, for a fixed first term of Three (3) consecutive year/s, as an Independent Director of the Company



Category & Manner (Mode) of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
<b>e-Voting</b>						
Promoters & Promoters Group	3	23350963 (48.93%)	NIL	NIL	NIL	NIL
Public	60	24369957 (51.07%)	NIL	NIL	NIL	NIL
<b>Total e-Voting (a)</b>	<b>63</b>	<b>47720920 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	7	65253582 (78.34%)	NIL	NIL	NIL	NIL
Public	6	18045225 (21.66%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83298807 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>76</b>	<b>131019727 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

5. Ordinary Resolution – To ratify the Remuneration of Cost Auditors of the Company

Category & Manner (Mode) of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
<b>e-Voting</b>						
Promoters & Promoters Group	3	23350963 (48.93%)	NIL	NIL	NIL	NIL
Public	60	24369957 (51.07%)	NIL	NIL	NIL	NIL
<b>Total e-Voting (a)</b>	<b>63</b>	<b>47720920 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	7	65253582 (78.34%)	NIL	NIL	NIL	NIL
Public	6	18045225 (21.66%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83298807 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>76</b>	<b>131019727 (100.00%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>






The register, all other papers and relevant records relating to voting through electronic means (remote e-voting system) and voting through physical ballot (poll) shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the Thirty-third (33) AGM and the same are handed over to the Authorised Director or Company Secretary for safe keeping by the Company.

You may declare the consolidated result of voting by electronic means (remote e-voting system) and voting through physical ballot (poll), accordingly.

Signed and Issued on Saturday, the 28 day of September 2019 at Nagpur



**CS Mukesh Dulichandji Parakh**  
**ICSI Membership No. FCS - 4343, Certificate of Practice No. 13693**  
**Messers Mukesh Parakh & Associates, Company Secretaries [Scrutinizer]**

**Based on Scrutinizer's Report,**  
**the Resolution Nos. 1 to 5 are passed either unanimously or with requisite majority**

**For Sunflag Iron and Steel Company Limited**



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



**Ravi Bhushan Bhardwaj**  
**Non-executive Chairman**  
**DIN - 00054700**

**CONSOLIDATED REPORT FOR e-VOTING AND PHYSICAL BALLOT (POLL) VOTING**

NAME OF THE COMPANY

- SUNFLAG IRON AND STEEL COMPANY LIMITED

CORPORATE IDENTIFICATION NUMBER (CIN)

- L 27100 MH 1984 PLC 034003

REGISTERED OFFICE

- 33, MOUNT ROAD, SADAR, NAGPUR – 440001, MH, IN

THIRTY-THIRD (33) ANNUAL GENERAL MEETING

- FRIDAY, THE 27 SEPTEMBER 2019 AT 03:00 PM [15:00 HOURS]

CUT-OFF DATE

- FRIDAY, THE 20 SEPTEMBER 2019

E-VOTING PERIOD

- FROM 09:00 AM [09:00 HOURS] ON TUESDAY, THE 24 SEPTEMBER 2019 TO 05:00 PM [17:00 HOURS] ON THURSDAY, THE 26 SEPTEMBER 2019



*Mukesh Parakh*

Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Total Votes Polled	No of Total Valid Votes	Votes in Numbers		Votes in %	
						Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I	J
1	Ordinary Resolution – To adopt the Financial Statements (Standalone & Consolidated) of the Company for the Year 2018-2019 ended 31 <sup>st</sup> March 2019 including the Balance Sheet as at 31 <sup>st</sup> March 2019, Profit & Loss, Cash Flow for the Year ended 31 <sup>st</sup> March 2019, together with the Board's Report and the Report of the Statutory Auditors thereon	e-Voting	Promoters & Promoters Group	23350963	23350963	23350963	0	100%	0%
			Public	24369957	24369957	24369957	0	100%	0%
			Sub-Total	47720920	47720920	47720920	0	100%	0%
			Promoters & Promoters Group	65253582	65253582	65253582	0	100%	0%
		Public	18045225	18045225	18045225	0	100%	0%	
		Sub-Total	83298807	83298807	83298807	0	100%	0%	
		Promoters & Promoters Group	88604545	88604545	88604545	0	100%	0%	
		Public	42415182	42415182	42415182	0	100%	0%	
		Grand Total	131019727	131019727	131019727	0	100%	0%	

2	Ordinary Resolution – To declare Dividend @5% (i.e. ₹ 0.50 per Equity Share) on Equity Shares of the Company	e-Voting	Promoters & Promoters Group	23350963	23350963	23350963	0	100%	0%
			Public	24369957	24369957	24369957	0	100%	0%
			Sub-Total	47720920	47720920	47720920	0	100%	0%
			Promoters & Promoters Group	65253582	65253582	65253582	0	100%	0%
		Public	18045225	18045225	18045225	0	100%	0%	
		Sub-Total	83298807	83298807	83298807	0	100%	0%	
		Promoters & Promoters Group	88604545	88604545	88604545	0	100%	0%	
		Public	42415182	42415182	42415182	0	100%	0%	
		Grand Total	131019727	131019727	131019727	0	100%	0%	



A	B	C	D	E	F	G	H	I	J
3	Ordinary Resolution – To appoint a Director in place of CA Rambhatla Muralidhar [DIN – 00982212], who retires by rotation and being eligible, offers himself for re-appointment	e-Voting	Promoters & Promoters Group	23350963	23350963	23350963	0	100%	0%
		Physical Poll (Ballot) Voting	Public	24369957	24369957	24369255	702	99.99%	0.01%
			Sub-Total	47720920	47720920	47720218	702	99.99%	0.01%
			Promoters & Promoters Group	65253582	65253582	65253582	0	100%	0%
		Grand Total	Public	18045225	18045225	18045225	0	100%	0%
Sub-Total	83298807		83298807	83298807	0	100%	0%		
Promoters & Promoters Group	88604545		88604545	88604545	0	100%	0%		
Grand Total	Public	42415182	42415182	42414480	702	99.99%	0.01%		
	Sub-Total	131019727	131019727	131019025	702	99.99%	0.01%		
	Grand Total								

4	Ordinary Resolution – 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, for a fixed first term of Three (3) consecutive year/s, as an Independent Director of the Company	e-Voting	Promoters & Promoters Group	23350963	23350963	23350963	0	100%	0%
		Physical Poll (Ballot) Voting	Public	24369957	24369957	24369957	0	100%	0%
			Sub-Total	47720920	47720920	47720920	0	100%	0%
			Promoters & Promoters Group	65253582	65253582	65253582	0	100%	0%
		Grand Total	Public	18045225	18045225	18045225	0	100%	0%
Sub-Total	83298807		83298807	83298807	0	100%	0%		
Promoters & Promoters Group	88604545		88604545	88604545	0	100%	0%		
Grand Total	Public	42415182	42415182	42415182	0	100%	0%		
	Sub-Total	131019727	131019727	131019727	0	100%	0%		
	Grand Total								



A	B	C	D	E	F	G	H	I	J
5	Ordinary Resolution - To ratify the Remuneration of Cost Auditors of the Company	e-Voting	Promoters & Promoters Group	23350963	23350963	23350963	0	100%	0%
			Public	24369957	24369957	24369957	0	100%	0%
			Sub-Total	47720920	47720920	47720920	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	65253582	65253582	65253582	0	100%	0%
			Public	18045225	18045225	18045225	0	100%	0%
			Sub-Total	83298807	83298807	83298807	0	100%	0%
		Grand Total	Promoters & Promoters Group	88604545	88604545	88604545	0	100%	0%
			Public	42415182	42415182	42415182	0	100%	0%
			Grand Total	131019727	131019727	131019727	0	100%	0%

**Signed and Issued on Saturday, the 28 day of September 2019 at Nagpur**

**Scrutinizer**

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



*Mukesh Parakh*

**Mukesh Dulichandji Parakh**  
**ICSI Membership No. FCS - 4343**  
**Certificate of Practice No. 13693**

**Company**

**For Sunflag Iron and Steel Company Limited**



*CS Ashutosh Mishra*

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

**Company**

**Ravi Bhushan Bhardwaj**  
**Non-executive Chairman**  
**DIN - 00054700**

*Ravi Bhushan Bhardwaj*