



Through Online Filing

SECY/2020/Stock Exchange/368 – 369
Tuesday, the 22nd September, 2020

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,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, **MUMBAI - 400 001**

Ref: Script Code: BSE - 500404

To,
The Manager, Listing Department,
National Stock Exchange of India Limited
"Exchange Plaza", C - 1, Block G,
Bandra - Kurla Complex, Bandra (East),
MUMBAI - 400 051

Ref: Script Code: NSE - SUNFLAG

Sub: Outcome and Proceedings of the 34th Annual General Meeting – Monday, the 21st September, 2020 at 03:00 PM (IST).

In view of the continuing COVID-19 Pandemic, social distancing norm is required to be followed, accordingly, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (hereinafter referred to as "MCA Circulars") permitted the holding of Annual General Meeting (AGM) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 34th AGM of the Company was conducted through VC / OAVM.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the 34th Annual General Meeting (AGM) of the Company was held on 21st September, 2020 at 03.00 p.m. through VC / OAVM. The following items of business as set out in the Notice of AGM dated 13th August, 2020 were transacted at the Meeting:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year 2019-20 ended 31st March, 2020, including the Balance Sheet as at 31st March, 2020, Profit and Loss and Cash Flow for the Financial Year 2019-20 ended 31st March, 2020, together with the Board's Report and Report of the Statutory Auditors thereon.

Visit us at www.sunflagsteel.com



BHANDARA OFFICE :
BHANDARA ROAD,
WARTH - 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. To appoint a Director in place of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN - 02318190), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s. N S B P & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 001075N; Peer Review Certificate No. 009284), as the Statutory Auditors of the Company in place of retiring Auditors M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N, Peer Review Certificate No. 008927) and fix their remuneration.
4. To appoint Mr. Anand Sadashiv Kapre (DIN: 00019530), as a Director (Category – Non-executive, Independent) of the Company, and also for a fixed first term of three (3) consecutive years, as an Independent Director of the Company.
5. To appoint CA Vinita Bahri (DIN: 03109454), as a Director (Category – Non-executive, Independent) of the Company, and also for a fixed first term of five (5) consecutive years, as an Independent Director of the Company.
6. To re-appoint CA Neelam Kothari (DIN: 06709241), as a Director (Category – Non-executive, Independent) of the Company for a fixed second term of Five (5) consecutive years.
7. To re-appoint Mr. Pranav Bhardwaj (DIN: 00054805) as the Managing Director (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, not liable to retire by rotation, for a further period of Five (5) years effective 17th January, 2021.
8. To re-appoint Mr. Surendra Kumar Gupta (DIN: 00054836) as the Deputy Managing Director (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, liable to retire by rotation, for a further period of three (3) years effective 30th July, 2020.
9. To re-appoint CA Rambhatla Muralidhar (DIN: 00982212) as an Executive Director (Finance) (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, liable to retire by rotation, for a further period of three (3) years effective 14th August, 2020.
10. To re-appoint Mr. Ramchandra Vasant Dalvi (DIN: 00012065) as an Executive Director (Works) (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, liable to retire by rotation, for a further period of three (3) years effective 14th August, 2020.
11. To ratify the Remuneration of Cost Auditors of the Company.

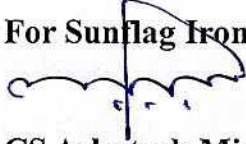


Further, the Summary of the proceedings of 34th Annual General Meeting of the Company is attached herewith for your reference and records.

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

e-Mail: avm@sunflagsteel.com

Phone No: +91 712 2524661

Mobile No: +91 9373793288

33, Mount Road, Sadar, Nagpur – 440001.



PROCEEDINGS OF THE THIRTY-FOURTH (34TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNFLAG IRON AND STEEL COMPANY LIMITED HELD ON MONDAY, THE 21ST DAY OF SEPTEMBER 2020 AT 3.00 P. M. THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”).

NAME OF THE COMPANY : SUNFLAG IRON AND STEEL COMPANY LIMITED

SERIAL NUMBER OF THE MEETING: THIRTY-FOURTH (34TH) ANNUAL GENERAL MEETING OF THE COMPANY

TYPE OF THE MEETING : ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

DAY AND DATE OF THE MEETING : MONDAY, THE 21ST DAY OF SEPTEMBER, 2020

TIME OF COMMENCEMENT OF MEETING : 03:00 P.M. (IST)

DIRECTORS PRESENT THROUGH VIDEO CONFERENCING:

1. Mr. RAVI BHUSHAN BHARDWAJ NON-EXECUTIVE, CHAIRMAN
2. Mr. ANAND SADASHIV KAPRE ADDITIONAL DIRECTOR, NON-EXECUTIVE, INDEPENDENT
3. Dr. E.R.C. SHEKAR NON-EXECUTIVE, INDEPENDENT DIRECTOR
4. Mr. KUMAR JITENDRA SINGH NON-EXECUTIVE, INDEPENDENT DIRECTOR
5. CA NEELAM KOTHARI NON-EXECUTIVE, INDEPENDENT DIRECTOR
6. Mr. PRANAV BHARDWAJ MANAGING DIRECTOR
7. CA R. MURALIDHAR EXECUTIVE DIRECTOR (FINANCE)



- | | | |
|-----|-------------------------------------|---|
| 8. | Mr. RAMCHANDRA V. DALVI | EXECUTIVE DIRECTOR (WORKS) |
| 9. | Mr. SAJIV DHAWAN | NON-EXECUTIVE, INDEPENDENT
DIRECTOR |
| 10. | Mr. SUHRIT RAVI BHUSHAN
BHARDWAJ | NON-EXECUTIVE, NON-
INDEPENDENT DIRECTOR |
| 11. | Mr. SURENDRA KUMAR GUPTA | DEPUTY MANAGING DIRECTOR |
| 12. | CA VINITA BAHRI | ADDITIONAL DIRECTOR, NON-
EXECUTIVE, INDEPENDENT |

ALSO PRESENT THROUGH VIDEO CONFERENCING:

- | | | |
|----|--------------------|---|
| 1. | CS ASHUTOSH MISHRA | COMPANY SECRETARY &
COMPLIANCE OFFICER |
| 2. | Mr. S. MAHADEVAN | CHIEF COMPLIANCE OFFICER |
| 3. | CA SUNIL WAHAL | PARTNER, M/S. S. S. KOTHARI
MEHTA & CO., CHARTERED
ACCOUNTANTS, NEW DELHI
(STATUTORY AUDITORS) |
| 4. | CS MUKESH D PARAKH | SECRETARIAL AUDITORS &
SCRUTINIZER (M/S. MUKESH
PARAKH & ASSOCIATES,
COMPANY SECRETARIES,
NAGPUR) |

MEMBERS PRESENT THROUGH
VIDEO CONFERENCING/ OTHER AUDIO-
VISUAL MEANS

- 68 (Sixty Eight)

PROCEEDINGS:

STATUTORY RECORDS AND REGISTERS:

The Statutory records, Statutory Register/s and such other documents as required to be maintained by the Company were made available as per the provisions of law.



CHAIRMAN OF THE MEETING:

As per Article 94 of the Articles of Association of the Company, Chairman of the Company shall be the Chairman of the Annual General Meeting.

Mr. Ravi Bhushan Bhardwaj, Non-executive Chairman of the Company took the chair and presided over the 34th Annual General Meeting of the Company held through Video Conferencing / Other Audio Visual Means, without the physical presence of the Members at a common venue, as per the provisions of the Companies Act, 2013, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs.

QUORUM:

Requisite valid quorum i. e. minimum thirty (30) members were present through Video Conferencing/Other Audio-Visual Means at the commencement of the meeting, the Chairman declared the meeting open and welcomed the members present. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA, Members were informed that the requirement of appointing proxies is not applicable. The requisite valid quorum was also present while continuation of the meeting and transacting all the business agenda items.

INTRODUCTION:

All the Directors of the Company were present at the Meeting through VC from the various locations in India and abroad. The Chairman welcomed the Directors and introduced them to the Members.

The Chairman further informed the Members that, Chief Financial Officer of the Company, representatives of Statutory Auditors, Secretarial Auditors and Scrutinizers for processing the remote e-voting and the e-voting at the AGM, were also present at the Meeting through VC.

The Chairman further informed that the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee was present at the meeting. The Company Secretary of the Company was also present.

CHAIRMAN'S SPEECH:

The Chairman in his speech, informed the members of the Company about the World and Indian economic scenario and outlook, Indian and global steel industry, overall performance of the Company, market scenario, opportunities and threats, sustainability, projects at Company's Steel Plant, Subsidiary and Associate (Joint Venture) Companies, corporate governance, management outlook etc.



The Chairman in his speech, apprised the members that despite of Global slowdown and with the overall management and team efforts, the total Income of the Company for the Financial Year 2019-20 stood at approx. Rs. 1,771 Crores as compared to approx. Rs. 2,197 Crores of the previous Financial Year. The Company has ended the Financial Year 2019-20 with a profit after tax of approx. Rs. 93 Crores as against the previous Financial Year's approx. Rs. 111 Crores.

That the Company is venturing in a small way into manufacturing of Super Alloy, which is alloy for high performance application which will allow the Company to venture in the specialized applications viz Defence.

Since as of date most of the raw material being imported and sooner or later, this facility will help us to sustain the changed market scenario, your Company is seeing the opportunities to meet the growth of technology in relevant sectors like defence, armament, aerospace, marine, nuclear, thermal, petrochemical, transport etc. and to assist in the attainment of high level of technical perfection in these sectors.

As demand plummets due to lockdown restrictions and other headwinds, major measures are required to resuscitate the domestic steel industry. Workforce remobilisation will be a key challenge for the core sectors of the economy.

The Chairman further informed that Electrical Vehicle (EV) market is expected to witness a gigantic transformation in coming years. Experts believe that stricter emission norms, reducing battery prices and increased awareness would ultimately lead towards increased adoption of electric vehicles in India. However, one concern is also brewing up in the industry related to auto parts suppliers business. One recent report published by a renowned consulting firm EY has predicted that this massive transformational shift from ICE (Internal Combustion Engine) vehicles to EV can severely impact the business of existing automobile parts suppliers and small players.

He also informed that the Electric Vehicles are simpler to build and require only 20 moving parts to complete its manufacturing while a vehicle based on ICE engine needs 2,000 moving components to complete its production. This scenario itself shows how much less components a manufacture will require crafting an automobile based on electricity. As a result, it impacts the businesses of component manufacturers and suppliers to a large extent. Moreover, this transformation can severely impact automotive value chain including distribution, aftermarket support, ownership models, manufacturing systems and technology at large.

The Chairman further informed that your Company is committed to maintain its quality and has received appreciations and awards from various sources. With the continuous efforts on making clean steel, now Company is focusing on expanding its market share in other segments viz. railways and defence etc. Sunflag Steel exploring better opportunities in the years to come due to continuous developments of new grades of high alloy steel as well wire rod.



Indian Steel industry has been driven by availability of raw material viz. iron ore, coal etc. and cost of labour. Consequently, the financial year under review remained volatile during the year and could not see any sustained demand. Despite adverse conditions, your Company with continuous development of new grades of steel, upgradation of plant and equipment and due to its commitment for excellence, could maintain its presence in the market particularly in automobile industry. Also, during the financial year under review, export of auto grade steel was not remunerative and the Indian Auto and Auto Component Industry got impacted due to shifting from BS-IV to BS-VI emission norms by April, 2020. As a result, there was a decline in the sales and profit before tax. EBIDTA as a percentage to total income for the year was 10.34% as against 11.33% for the previous year.

During the year under review, the Company has received major machineries for commissioning its Super Alloy Project. But due to COVID-19 pandemic followed by nation-wide lockdown, these project activities were temporarily halted, and are now resumed.

There is no change/s in the status of Subsidiary and Associate (Joint Venture) Companies during the Financial Year under review.

The Associate (JV) Company namely Ramesh Sunwire Private Limited has started manufacturing activities during the Financial Year under review.

Keeping in view that the Company is in need of more funds through internal accruals to cope up with the terms and conditions of the lending banks financing the ongoing capital projects under the expansion programme, which will enable future growth of the Company and due to the spread of COVID-19 pandemic coupled with recessionary trend in the economy, your Directors took a prudent decision to plough back the profits into the business and not to recommend any dividend for the Financial Year 2019-20.

At *SUNFLAG STEEL*, we ensure that we evolve and follow the Corporate Governance guidelines and best practices diligently, not just to boost long-term shareholder value but also to respect minority rights. We consider it our inherent responsibility to disclose accurate and timely information regarding the operations & performance, leadership and governance of the Company.

Chairman further informed that we are pleased to share with all of you that the Company Management with its visionary approach is trying hard to make the Company as one of the best Company amongst its peers with adaptability in the competitive business environment to improve financial growth in the long term.

Thereafter, the Chairman gratefully acknowledged the assistance and support extended to the Company by all the Banks and Government agencies, who have stood by the Company, with their continued support. He thanked all his colleagues on the Board for their valuable advice and co-operation.



Also, expressed his heartfelt thanks to every stakeholder for standing by the Company in times of need, assuming responsibilities of true partnerships. He expressed his admiration for employees, management and union, for their single-minded commitment to SUNFLAG.

NOTICE CONVENING THE THIRTY-FOURTH (34TH) ANNUAL GENERAL MEETING:

The Notice convening the Thirty-fourth (34th) Annual General Meeting of the members of the Company scheduled to be held on Monday, the 21st day of September, 2020 at 03:00 Hrs. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), was already issued and circulated to the members of the Company and hence the notice of the Annual General Meeting was taken as read with the consent of all.

REPORT OF THE STATUTORY AUDITORS':

The Independent Auditors' Report for the financial statement/s (Standalone & Consolidated) of the Company forming an integral part of the Thirty-fourth (34th) Annual Report of the Company, was already issued and circulated to the members of the Company and other/s, entitled to receive the same and with the consent of the members present in the meeting, the Independent Auditors' Report/s of the Statutory Auditors' for the financial statement/s (Standalone & Consolidated) of the Company for the Financial Year 2019-20 were taken as read. There were no qualifications, observations or adverse remarks in the Statutory Auditor's and Secretarial Auditor's Reports.

e-VOTING:

The Chairman informed the members, that as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendment thereof and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations], Members have been provided with the facility to cast their vote on the resolutions proposed to be passed in this Annual General Meeting (AGM) by electronic means (remote e-voting) as well as e-voting in the AGM.

Further the Chairman informed the members that the facility for e-voting is available at the AGM for the members who are present and did not cast their votes through remote e-voting. He requested the members who have already cast their vote through remote e-voting not to cast their vote again in the AGM as their vote will be treated as invalid.

Thereafter the following business item/s as set out in the Notice of 34th Annual General Meeting dated 13th August, 2020 were taken up by the Chairman for consideration of the members of the Company present.



ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year 2019-20 ended 31st March, 2020, including the Balance Sheet as at 31st March, 2020, Profit and Loss and Cash Flow for the Financial Year 2019-20 ended 31st March, 2020, together with the Board's Report and Report of the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN - 02318190), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s. N S B P & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 001075N; Peer Review Certificate No. 009284), as the Statutory Auditors of the Company in place of retiring Auditors M/s. S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N, Peer Review Certificate No. 008927) to hold such office for a period of 5 (Five) consecutive years till the conclusion of the Thirty-ninth (39th) Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

1. To appoint Mr. Anand Sadashiv Kapre (DIN: 00019530), as a Director (Category – Non-executive, Independent) of the Company, and also for a fixed first term of three (3) consecutive years i.e. from 21st September, 2020 up to 20th September, 2023, as an Independent Director of the Company.
2. To appoint CA Vinita Bahri (DIN: 03109454), as a Director (Category – Non-executive, Independent) of the Company, and also for a fixed first term of five (5) consecutive years i.e. from 21st September, 2020 up to 20th September, 2025, as an Independent Director of the Company.
3. To re-appoint CA Neelam Kothari (DIN: 06709241), as a Director (Category – Non-executive, Independent) of the Company for a fixed second term of Five (5) consecutive years i.e. from 21st September, 2020 up to 20th September, 2025.
4. To re-appoint Mr. Pranav Bhardwaj (DIN: 00054805) as the Managing Director (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company not liable to retire by rotation for a further period of Five (5) years effective 17th January, 2021.



5. To re-appoint Mr. Surendra Kumar Gupta (DIN: 00054836) as the Deputy Managing Director (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company liable to retire by rotation for a further period of three (3) years effective 30th July, 2020.
6. To re-appoint CA Rambhatla Muralidhar (DIN: 00982212) as an Executive Director (Finance) (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company liable to retire by rotation for a further period of three (3) years effective 14th August, 2020.
7. To re-appoint Mr. Ramchandra Vasant Dalvi (DIN: 00012065) as an Executive Director (Works) (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company liable to retire by rotation for a further period of three (3) years effective 14th August, 2020.
8. To ratify the remuneration of Cost Auditors of the Company.

The Chairman once again informed the members that the proposed resolutions are open for e-voting. He further informed that only those Members of the Company who have not voted through 'remote e-voting' facility and are attending this Annual General Meeting can cast their votes through e-voting system in the AGM and up to 15 minutes after the conclusion of the AGM.

The Chairman also informed the members that the outcome of the voting will be the cumulative count of the valid votes cast through remote e-voting and e-voting in the AGM. The Chairman added that, the Scrutinizer shall submit their report, as per the provisions of the Companies Act, 2013 ('Act') read with Rules made there under. The Scrutinizer's Report shall be based on the results of the remote e-voting and e-voting in the AGM. The results of the aforesaid Eleven (11) Ordinary / Special Resolution/s shall be declared as per the provisions of the Act read with Rules made there under by the Chairman of the Meeting or the person authorized by him for the purpose.

The consolidated results of remote e-voting and e-voting in the AGM, so declared as per the provisions of the Act read with Rules made there under, be posted on the website of the Company as well as web site of Stock Exchanges, NSDL and RTA of the Company within 48 hours of the conclusion of the AGM.

In terms of the provisions of the Act, read with the Rules made there under, the resolutions passed by e-voting including remote e-voting shall be treated as passed or approved in the Thirty-fourth (34th) Annual General Meeting of the members of the Company.



QUERY AND CONCERNS RAISED BY THE SHAREHOLDERS AND THEIR RESOLUTION:

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, were requested to write to the Company on or before Monday, September 14, 2020 through email on investor@sunflagsteel.com. The same will be duly replied.

The Chairman of the Meeting thereafter declared the meeting as concluded with a vote of thanks.

Time of Conclusion of Meeting: 03:40 p.m. (IST)

For Sunflag Iron and Steel Company Limited



CS Ashutosh Mishra
Company Secretary and Compliance Officer
ICSI Membership No. : ACS – 23011
e-Mail: avm@sunflagsteel.com
Phone No: +91 712 2524661
Mobile No: +91 9373793288
33, Mount Road, Sadar, Nagpur – 440001.