### By Email / Online Filling

SECY / 2018/ 790 Thursday, 27<sup>th</sup> September, 2018

The Manager, Listing Department, National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G, Bandra – Kurla Complex, Bandra (East), MUMBAI – 400051



### **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

Sub: Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Declaration of Results of Voting through e-voting (remote e-voting) and physical ballot for the Thirty-second (32<sup>nd</sup>) Annual General Meeting of the Shareholders (Members) of the Company held on 25<sup>th</sup> September, 2018 at Nagpur along with the Scrutinizer's Report

### Ref: Script Code - SUNFLAG (NSE)

Dear Sir / Madam,

This is further to our letter Ref. No. SECY/2018/787 of Tuesday, the 25<sup>th</sup> September 2018 regarding outcome of the Thirty-second (32<sup>nd</sup>) Annual General Meeting of the Shareholders (Members) of the Company held on Tuesday, the 25<sup>th</sup> September 2018 at Nagpur.

In this context, we wish to inform you that the Thirty-second (32<sup>nd</sup>) Annual General Meeting of the Shareholders (Members) of the Company was held on Tuesdya, the 25<sup>th</sup> September, 2018 at Indian Medical Association's Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India, to consider and approve the agenda business contained in the Notice of Monday, the 13<sup>th</sup> August 2018 convening the said meeting.

Visit us at www.sunflagsteel.com

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In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 including Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided facility to its Shareholders (Members) to exercise vote electronically on all the Ordinary & Special Resolution/s contained in the Notice of Thirty-second (32<sup>nd</sup>) Annual General Meeting. The e-voting (remote e-voting) was commenced from 10.00 Hrs. of Saturday, the 22<sup>nd</sup> September, 2015 and concluded at 17.00 Hrs of Monday, the 24<sup>th</sup> September, 2018.

At the venue of Thirty-second (32<sup>nd</sup>) Annual General Meeting, the facility of Voting by physical ballot (poll) on all the Ordinary & Special Resolution/s mentioned in the Notice was provided to all the Shareholders (Members) present at the meeting. Accordingly, the physical ballot (poll) was conducted and the Shareholders (Members) who have not exercised their voting through e-voting (remote e-voting) process were given due opportunity for voting through physical ballot (poll) process pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014 including Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations),.

Pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations], the Scrutinizer's Report for e-voting, physical ballot voting (by poll process) and consolidated report is enclosed herewith for your kind reference and records purposes.

The statement of declaration of Voting Results by the Chairman of the Thirty-second (32<sup>nd</sup>) Annual General Meeting of the Company based on the Scrutinizer's Report's together with information in prescribed format (Annexure – I) is also enclosed herewith.

The voting results so declared by the Chairman of the said meeting and the Scrutinizer's Report/s have been placed and were made available on the Website of the Company, Bigshare Services Private Limited (RTA) and Central Depository Services (India) Limited (CDSIL).

You are kindly requested to place the aforesaid information on records. Meantime, kindly acknowledge the receipt.

Sincerely,

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi Company Secretary ACS – 16186 DATE CONTRACTOR OF MAGPUR

Encl: As Above.

e-Mail: pranab panigrahi@sunflagsteel.com

Phone No.: +91 712 2524661 Mobile No.: +91 96739 44717



### SUNFLAG IRON & STEEL CO. LTD.

REGD. OFFICE

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E-Mail: admin@sunflagsteel.com Website: www.sunflagsteel.com CIN:L27100MH1984PLC034003

DECLARATION OF THE CONSOLIDATED VOTING RESULTS COMPRISING OF THE E-VOTING AS WELL AS PHYSICAL (BALLOT) VOTING THROUGH POLL CONDUCTED AT THE THIRTY-SECOND (32ND) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS (MEMBERS) OF SUNFLAG IRON AND STEEL COMPANY LIMITED ('THE COMPANY") HELD ON TUESDAY, THE 25 DAY OF SEPTEMBER 2018 AT 15:00 HRS. AT INDIAN MEDICAL ASSOCIATION'S DR. DINKAR HARDAS CME HALL, DR. HARDAS IMA ANNEX, NORTH AMBAZARI ROAD, NAGPUR - 440010, MAHARASHTRA, INDIA

On the basis of the Scrutiniser's Report submitted by M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS - 4343, Certificate of Practice No. 13693], ('the Scrutinizer'), appointed by the Board of Directors, at their 169 Meeting held on Monday, the 13th day of August 2018, for conducting e-voting as well as physical ballot (poll) voting process at the Thirtysecond (32<sup>nd</sup>) Annual General Meeting of the Shareholders (Members) of the Company in a fair and transparent manner in terms of 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 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), I do hereby declare the results

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\* NAGPUR

the voting on all the Ordinary and Special Resolution/s by the Equity Shareholders (Members) of the Company in respect of the Thirty-second  $(32^{nd})$  Annual General Meeting held on Tuesday, the  $25^{th}$  day of September 2018 as follows:-

Description of the Meeting	Thirty-second (32 <sup>nd</sup> ) Annual General Meeting of the Shareholders (Members) of the Company
Day, Date and Time of the Meeting	Tuesday, the 25 <sup>th</sup> day of September 2018 at 15:00 Hrs.
Venue	Indian Medical Association's Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India
Cut-off (Record) Date	Tuesday, the 18 <sup>th</sup> day of September 2018
Total Number of Shareholders (Members) as on Cut-off (Record) Date	Fifty-seven Thousand Four Hundred Sixty (57460)
Total Number of Shareholders (Members) exercised their vote through e-Voting Process	Sixty-five (65)
Promoter & Promoter Group Shareholders (Members)	Three (3)



Public Shareholders (Members)	Sixty-two (62)
Total Number of Shareholders (Members) present in the Meeting either in person or through Proxy	Forty-eight (48) including Twenty-eight (28) who have exercised their vote/s through e-voting process
Promoter & Promoter Group Shareholders (Members)	Eight (8) [Out of Eight (8), One (1) has exercised his vote through evoting process, while Seven (7) has exercised their vote/s through Proxy
Public Shareholders (Members)	Forty (40) including Twenty-seven who have exercised their vote/s through e-voting process, while Four (4) have failed to exercise their vote/s
Total Number of Shareholders (Members) attended through Video Conferencing Facility, if any	Not Applicable
Promoter & Promoter Group Shareholders (Members)	Not Applicable
Public Shareholders (Members)	Not Applicable



			-	-					-				-			
in %	Against	ſ	%0		%0	%0		%0		%0	%0		%0		%0	%0
Votes in %	Favour	-	100%		100%	100%		100%		100%	100%		100%		100%	100%
umbers	Against	Н	0		0	0		0		0	0		0		0	0
Votes in Numbers	Favour	9	23162894		22527158	45690052		60506383		18038901	78545284		83669277		40566059	124235336
No of	Total Valid Votes	F	23162894		22527158	45690052		60506383		18038901	78545284		83669277		40566059	124235336
No of Total	Votes Polled	Е	23162894		22527158	45690052		65253582*		18038901	83292483		88416476*		40566059	128982535
}	l ype of Shareholding	D	Promoters & Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
	Mode of Voting	o		e-Voting			1	Pnysical	107	(Ballot)	Voting		7	Grand	lotai	
	Particulars of Resolution	8			Ordinary Resolution - Adoption of	Financial Statements (Standalone &	Consolidated), viz., Balance Sheet,	Statement of Profit & Loss, Cash Flow	Statement, of the Company, together	with the Board's Report and Report	of the Statutory Auditors, for the	financial Year 2017-2018 ended 31	March 2018			
Sr. No. of	the Resolution	A							-							

<sup>\*</sup> Includes 4747199 Equity Shares - Abstain from Voting

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second (32nd) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

%0	0.01%	0.01%	%0		%0	%0		%0		0.01%	0.01%
100%	%66.66	%66.66	100%		100%	100%		100%		%66.66	%66.66
0	2	2	0		0	0		0		.2	2
23162894	22527156	45690050	60506383		18038901	78545284		83669277		40566057	124235334
23162894	22527158	45690052	60506383		18038901	78545284		83669277		40566059	124235336
23162894	22527158	45690052	65253582*		18038901	83292483		88416476*		40566059	128982535
Promoters & Promoters & Group	Public	Sub-Total	Promoters & Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
e-Voting			Physical	Poll	(ballot)	Actual		7	Grand	lotal	
			Ordinary Resolution - Declaration of	a Final Dividend @5% (i.e. ₹ 0.50 per	Equity Share) on Equity Shares of the	Company					
				2							

\* Includes 4747199 Equity Shares - Abstain from Voting

l, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second (32<sup>nd</sup>) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.

-	,	%0		0.01%	0.01%	27.00	%0		%0	%0		%0	0.01%	0.04%
-		100%		%66.66	%66 66		100%		100%	100%		100%	%66 66	%66 66
I		0		102	102		0		0	0		0	102	102
9		23162894		22527056	45689950		60506383		18038901	78545284		83669277	40565957	124235234
ш		23162894		22527158	45690052		60506383		18038901	78545284		83669277	40566059	124235336
Е		23162894		22527158	45690052		65253582*		18038901	83292483		88416476*	40566059	128982535
٥	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters Group	Public	Grand Total
o		;	e-Voting			Dhimin	Poll	(Ballot)	Voting	8		Grand	lotal	
8				Ordinary Resolution – Appointment of a Director in place of Mr. Surendra Kumar Gupta (DIN - 00054836), who retires by rotation and being eligible, offers himself for re-appointment										
A							c	,						

<sup>\*</sup> Includes 4747199 Equity Shares – Abstain from Voting

l, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second (32<sup>nd</sup>) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.

%0		0.01%	0.01%		700	20	%0	%0		760	200	0.01%	0.01%
100%		%66.66	%66.66		100%	200	100%	100%		100%		%66 66	700 00
0		100	100		0	,	0	0		0	. (	NO STEAM	1001
23162894	02020200	850/757	45689952		60506383		18038901	78545284		83669277		40565959	12423523601
23162894	22527450	901/7077	45690052		60506383		18038901	78545284		83669277		40566059	124235336
23162894	22527458	001 /7077	45690052		65253582*		18038901	83292483		88416476*		40566059	128982535
Promoters & Promoters	Group	Labilic	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
	e-Voting	-		Dhyeical	Poll	(Ballot)	Voting	S. I		7	Total	lotal	
			Ordinary Resolution - Appointment	of S. S. Kothari Mehta & Co.,	Chartered Accountants, New Delhi,	(ICAI Firm Registration No. 000756N,	Peer Review Certificate No. 008927)	as the Statutory Auditors of the	Company				
			Ordinary Resolution of S. S. Kothari I Chartered Accountan (ICAI Firm Registration Peer Review Certifica as the Statutory A Company										

\* Includes 4747199 Equity Shares – Abstain from Voting

l, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second (32nd) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.

				-											
٦		%0		0.01%	0.01%		%0		%0	%0		%0		0.01%	0.01%
-		100%		%66.66	%66.66		100%		100%	100%		100%		%66.66	%66 66
н		0		102	102		0		0	0		0		102	102
9		23162894		22527056	45689950		60506383		18038901	78545284		83669277		40565957	124235234
1		23162894		22527158	45690052		60506383		18038901	78545284		83669277		40566059	124235336
В		23162894		22527158	45690052		65253582*		18038901	83292483		88416476*		40566059	128982535
0	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
o			e-Voting			-	Pnysical	Follow)	Voting	6 IIIIO		7	Grand	lorai	
8					Ordinary Resolution – Appointment	ON MIL. ROOSHAD RUSSI PAREI (DIN -	00473945), as a Director [Category –	Non-executive, Independent of the	form of Five (5) consecutive veer/e	as an Independent Director of the	Company	Simparis			

\* Includes 4747199 Equity Shares - Abstain from Voting

l, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second (32nd) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.

%0	0.01%	0.01%	%0	%0	%0	%0
100%	%66'66	99.99%	100%	100%	100%	100%
0	102	102	0	0	0	S GWY TO
8333356	22527056	30860412	60506383	18038901	78545284	68839739
8333356	22527158	30860514	60506383	18038901	78545284	68839739
23162894\$	22527158	45690052	65253582*	18038901	83292483	88416476#
Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group
e-Voting			-	Voting	• Ouling	Grand Total
Special Resolution – Consent and approval for continuation of Mr. Ravi	Done 2000 Contraction (DIN -	Non accounting Chairman & Dramated	of the Company, not liable to retire by rotation, on attaining the age of social fine (75) years on 32 October	2018 hevond 1 April 2019 on the	existing forms and conditions of	appointment, till cessation as a Director of the Company
			9			

200000	
128982535 109405798 109405696	irand Total 128

Includes 14829538 Equity Shares – Voted By Interested Parties
 Includes 4747199 Equity Shares – Abstain from Voting
 Includes 14829538 Equity Shares – Voted By Interested Parties & 4747199 Equity Shares – Abstain from Voting

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second (32nd) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as a Special Resolution.

7	%0	0.01%	0.01%	%0	%0	%0	%0	0.01%	0.01%
-	100%	%66.66	%66.66	100%	100%	100%	100%	%66.66	%66.66
H	0	102	102	0	0	0	0	102	102
9	23162894	22527056	45689950	60506383	18038901	78545284	83669277	40565957	124235234
4	23162894	22527158	45690052	60506383	18038901	78545284	83669277	40566059	124235336
Е	23162894	22527158	45690052	65253582*	18038901	83292483	88416476*	40566059	128982535
D	Promoters & Promoters GGroup	Public	Sub-Total	Promoters & Promoters Garoup	Public	Sub-Total	Promoters & Promoters Garon	Public	Grand Total
o	e-Voting		8	Physical Poll	Voting	Simo	Grand	<u> </u>	
8	Special Resolution - Consent and	approval for continuation of Dr. E. K.	Disage (Cafage: Non 1367U), as a	Independent), of the Company, not liable retire by rotation, who has already of the company, not liable the company, the company of the compa	five (75) years beyond 1 April 2019	on the existing forms and conditions	of appointment, till the expiry of existing tenure as an Independent Director of the Commany	funding our le lesse	
A				7					

\* Includes 4747199 Equity Shares - Abstain from Voting

l, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second (32<sup>nd</sup>) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as a Special Resolution.

	Ordinary Resolution - Approval for payment of remuneration by way of		Promoters & Promoters	23162894\$	8333356	8333356	•	100%	%0
	commission, not exceeding a sum	e-Voting	Group				,		2
	equivalent to one per cent (1%) of net		Public	22527158	22527158	22527056	102	%66'66	0.01%
80	profits of the Company per annum, to		Sub-Total	45690052	30860514	30860412	102	%66.66	0.01%
	be paid and distributed amongst all Physical	Physical	Promoters &						
	the Non-executive Director/s of the	Poll	Promoters	65253582*	60506383	23132395	37373988	38.23%	61.77%
	Company, as may be determined by	(Ballot)	Group					,	y
	the Board of Directors of the	Voting	Public	18038901	18038901	18038901	The Carlo	100%	%0

Company, from time to time, for a		Sub-Total	83292483	78545284	41171296	37373988	52 42% 47 58%	47 589
period of five (5) financial years, effective financial year 2018-2019 till the financial year 2022-2023	Grand	Promoters & Promoters Group	88416476#	68839739	31465751	37373988	45.71%	54.29%
	-0.tal	Public	40566059	40566059	40565957	102	%66.66	0.01
		Grand Total	128982535	109405798	72031708	37374090	65 84%	34 16%

Includes 14829538 Equity Shares – Voted By Interested Parties
 Includes 4747199 Equity Shares – Abstain from Voting
 Includes 14829538 Equity Shares – Voted By Interested Parties & 4747199 Equity Shares – Abstain from Voting

l, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second (32<sup>nd</sup>) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.

7		%0		0.01%	0.01%		700	2	%0	%0		%0	2	0.01%	0.01%
-		100%		%66.66	%66.66		100%	200	100%	100%		100%	200	%66.66	%66 66
I		0		200	200		0	,	0	0		0	,	200	200
9		23162894		22526958	45689852		60506383		18038901	78545284		83669277	( Sparte	40565859	124235136
д		23162894		22527158	45690052		60506383		18038901	78545284		83669277		40566059	124235336
Е		23162894		22527158	45690052		65253582*		18038901	83292483		88416476*		40566059	128982535
0	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
O			e-Voting			Dhimin	Physical	Holled)	Voting	n N		7	Grand	- Ca	
8	Ordinary Resolution – Ratification for Payment of Remuneration to the Cost Auditors to audit the cost records of the Company for the financial year 2018-2019 ending 31 March 2019														
A	Ordin Paym 9 Audit the C														

\* Includes 4747199 Equity Shares - Abstain from Voting

l, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second (32nd) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.



The Scrutiniser's Report/s [Consolidated, e-voting and physical poll (ballot) voting] submitted by M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS – 4343, Certificate of Practice No. 13693], are attached herewith and forms an integral part of this document pertaining to declaration of voting results.

Accordingly, it is hereby declared that all the Ordinary and Special Resolution/s placed before the Thirty-second (32<sup>nd</sup>) Annual General Meeting of the Equity Shareholders (Members) of the Company held on Tuesday, the 25<sup>th</sup> day of September 2018 at Nagpur were passed either unanimously or through requisite majority.

Sincerely,

For Sunflag Iron and Steel Company Limited

Ravi Bhushan Bhardwaj

Non-executive Chairman

Director Identification Number (DIN) - 00054700

Encl: As Above.



### MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

# 203, Level 2, Manomay Plaza, 272, Central Bazar Road Ramdaspeth, Nagpur = 440010, Maharashtra +917122434703/9371234703 E-mail ID: csmukesh@live.com

Wednesday, the 26 September 2018

To,

The Chairman of Thirty-second (32) Annual General Meeting of the Shareholders (Members) of Sunflag Iron and Steel Company Limited held on Tuesday, the 25 day of September 2018 at 15:00 Hrs. 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-second (32) Annual General Meeting of Sunflag Iron and Steel Company Limited held on Tuesday, the 25 day of September 2018 at 15:00 Hrs. at Nagpur

Dear Sirs,

We, M/s. 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 169 Meeting held on Monday, the 13 day of August 2018, as a Scrutinizer for the Thirty-second (32) Annual General Meeting of the Equity Shareholders (Members) of the Company to be held on Tuesday, the 25 day of September 2018 at 15:00 Hrs. 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 Amendment Rules, 2015 ("the Rules") and Regulation 44 of the SEBI (LODR) Regulations, 2015 (as amended) ["Listing Regulations"], on all the Ordinary and Special Resolution/s referred to in this report.

The Board of Directors of the Company have, vide its Resolution passed at their 169 Meeting held on Monday, the 13 day of August 2018 decided to provide the Equity Shareholders (Members) of the Company, whose names appear as on Tuesday, the 18 day of September 2018 ["Cut-off (Record) Date"], a facility to exercise their right to vote on all the Ordinary and Special Resolution/s as set out in the Notice of Monday, the 13 day of August 2018 calling for the Thirty-second (32) Annual General Meeting to be held on Tuesday, the 25 day of September 2018 at Nagpur ["Thirty-second (32) 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-second (32) 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 and Special Resolution/s contained in the Thirty-second (32) 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 and Special Resolution/s, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited (CSSIL), 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-second (32) AGM of the Company.

The Thirty-second (32) AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the 57,617 Equity Shareholders (Members) of the Company, as per BENPOS of Friday, the 17 day of August 2018 [57,460 Equity Shareholders (Members) of the Company, as on Cut-off (Record) Date i. e. Tuesday, the 18 day of September 2018], in respect of all the below mentioned Ordinary and Special Resolution/s to be placed at the Thirty-second (32) AGM of the Shareholders (Members) of the Company to be held on Tuesday, the 25 day of September 2018 at Nagpur.

The Thirty-second (32) AGM Notice was sent through electronic means (e-mail) on Friday, the 31 day of August 2018 to 25,170 [after eliminating 2,645 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-second (32) AGM Notice was sent through Couriers during Tuesday, the 28 day of August 2018 to Friday, the 31 day of August 2018, to 29,753 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-second (32) AGM Notice was sent through India Post on Tuesday, the 31 day of August 2018, to 49 Equity Shareholders (Members) [including NRI's] of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company.

The Thirty-second (32) AGM Notice was also sent through electronic means (e-mail) on Wednesday, the 5 day of September 2018, to 2,645 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 bounced back to the Company.

The Company has also published a Notice on Sunday, the 2 day of September 2018 in "The Indian Express" in English Language and in "Loksatta" in Marathi (Vernacular) Language, and also, on Monday, the 3 day of September 2018 in "The Economic Times" in English Language, mentioning about the Thirty-second (32) 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-second (32) 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 10:00 Hrs. on Saturday, the 22 day of September 2018 to 17:00 Hrs. on Monday, the 24 day of September 2018 during which period the Shareholders (Members) of the Company as of Cut-off (Record) Date 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.



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The Equity Shareholder/s (Member/s) of the Company holding equity shares as on Tuesday the 18 day of September 2018 ["Cut-off (Record) Date"] were entitled to vote on all the proposed Ordinary and Special Resolution/s as set out at Agenda Item Nos. 1 to 9 of the Thirty-second (32) AGM Notice of the Company.

The period for remote e-voting commenced at 10:00 Hrs. on Saturday the 22 day of September 2018 and ended at 17:00 Hrs. on Monday, the 24 day of September 2018. The CDSIL remote e-voting platform facility was blocked thereafter.

Subsequently, the votes cast under remote e-voting facility were unblocked at 22:38:40 Hrs. on Monday, the 24 day of September 2018 and 18:45:48 Hrs. on Tuesday, the 25 day of September 2018, respectively, in the presence of two (2) witnesses namely Ms. Minaxi Shriprakash Mishra and Mr. Gopal Shrikant Kabra, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:-

- Ms. Minaxi Shriprakash Mishra Plot No. 83, Pawar Nagar, Nagpur – 440034, MH, IN
- 2. Mr. Gopal Shrikant Kabra Shri Narayan Niketan, Bhaji Mandi, Itwari, Nagpur – 440002, MH, IN

Thereafter, the details containing *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 and Special 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-second (32) AGM of the Company, the blank ballot paper/s in prescribed Form No. MGT-12 were distributed to the Equity Shareholders (Members) present (in person or though proxy) at the Thirty-second (32) 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.



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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 32 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 and Special 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 Eight (8) Proxy Form/s from its Shareholder/s (Member/s) and after due verifications, the Company Secretary & Compliance Officer of the Company confirmed that all Eight (8) 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 incomplete or defective so as to treat it as an invalid physical ballot (poll) paper/s. However, Four (4) Shareholder/s (Member/s) holding 1554 Equity Shares, who attended the Thirty-second (32) AGM, were failed to exercise their vote/s either through e-voting or physical ballot (poll) voting. Accordingly, those four (4) 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-second (32) AGM of the Company for all the Ordinary and Special Resolution/s placed before the Thirty-second (32) 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 Wednesday, the 26 day of September 2018 at Nagpur

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CS Mukesh Dulichandji Parakh

SI Membership No. FCS - 4343, Certificate of Practice No. 13693 M/s. Mukesh Parakh & Associates, Company Secretaries [Scrutinizer]

### Based on Scrutinizer's Report, the Resolution Nos. 1 to 9 are passed either unanimously or with requisite majority

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

Company Secretary

ICSI Membership No. ACS – 16186

Ravi Bhushan Bhardwaj Non-executive Chairman

DIN - 00054700

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### ANNEX TO THE CONSOLIDATED SCRUTINISER'S REPORT

1. Ordinary Resolution – Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, of the Company, together with the Board's Report and Report of the Statutory Auditors, for the financial Year 2017-2018 ended 31 March 2018

Category &		favour of the olution		against the olution	Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	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
e-Voting						
Promoters & Promoters Group	3	23162894 (50.70%)	NIL	NIL	NIL	NIL
Public	62	22527158 (49.30%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	65	45690052 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	6	60506383 (77.03%)	NIL	NIL	1	4747199
Public	10	18038901 (22.97%)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	16	78545284 (100.00%)	NIL	NIL	1	4747199
Grand-Total	81	124235336 (100.00%)	NIL	NIL	1	4747199

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

Category &		favour of the olution		against the olution	Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	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
e-Voting		0				
Promoters & Promoters Group	3	23162894 (50.69%)	NIL	NIL	NIL	NIL
Public	61	22527156 (49.30%)	1	(0.01%)	NIL	NIL
Total e-Voting (a)	64	45690050 (99,99%)	1	(0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	6	60506383 (77.03%)	NIL	NIL	1	4747199
Public	10	18038901 (22.97%)	NIL	NIL	ORAKH	NIL

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Total Physical Poll (b)	16	78545284 (100.00%)	NIL	NIL	1	4747199
Grand-Total	80	124235334 (99,99%)	1	(0.01%)	1	4747199

**3.** Ordinary Resolution – Appointment of a Director in place of Mr. Surendra Kumar Gupta (DIN - 00054836), who retires by rotation and being eligible, offers himself for re-appointment

Category &		favour of the olution		against the olution	Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	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
e-Voting						
Promoters & Promoters Group	3	23162894 (50.69%)	NIL	NIL	NIL	NIL
Public	60	22527056 (49.30%)	2	102 (0.01%)	NIL	NIL
Total e-Voting (a)	63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	6	60506383 (77.03%)	NIL	NIL	1	4747199
Public	10	18038901 (22.97%)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	16	78545284 (100.00%)	NIL	NIL	1	4747199
Grand-Total	79	124235234 (99,99%)	2	102 (0.01%)	1	4747199

4. Ordinary Resolution – Appointment of S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (ICAI Firm Registration No. 000756N, Peer Review Certificate No. 008927) as the Statutory Auditors of the Company

Category &		favour of the olution		against the olution	Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	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
e-Voting						
Promoters & Promoters Group	3	23162894 (50.69%)	NIL	NIL	NIL	NIL
Public	61	22527058 (49.30%)	1	100 (0.01%)	NIL	NIL
Total e-Voting (a)	64	45689952 (99,99%)	1	100 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	6	60506383 (77.03%)	NIL	NIL	DRAKH &	4747199

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Public	10	18038901 (22.97%)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	16	78545284 (100,00%)	NIL	NIL	1	4747199
Grand-Total	80	124235236 (99.99%)	1	100 (0.01%)	1	4747199

5. Ordinary Resolution - Appointment of Mr. Rooshad Russi Patel (DIN -00473945), as a Director [Category - Non-executive, Independent] of the Company and also, for a fixed first term of Five (5) consecutive year/s, as an Independent Director of the Company

Category &		favour of the olution		against the olution	Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	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
e-Voting						
Promoters & Promoters Group	3	23162894 (50.69%)	NIL	NIL	NIL	NIL
Public	60	22527056 (49.30%)	2	102 (0.01%)	NIL	NIL
Total e-Voting (a)	63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	6	60506383 (77.03%)	NIL	NIL	1	4747199
Public	10	18038901 (22.97%)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	16	78545284 (100.00%)	NIL	NIL	1	4747199
Grand-Total	79	124235234 (99.99%)	2	102 (0.01%)	1	4747199

6. Special Resolution - Consent and approval for continuation of Mr. Ravi Bhushan Bhardwaj, (DIN - 00054700), as a Director [Category - Nonexecutive Chairman & Promoter], of the Company, not liable to retire by rotation, on attaining the age of seventy-five (75) years on 23 October 2018, beyond 1 April 2019, on the existing terms and conditions of appointment, till cessation as a Director of the Company

Category & Manner (Mode) of Voting		favour of the olution		against the olution	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
e-Voting						
Promoters & Promoters Group	1	8333356 (27.00%)	NIL	NIL	2	14829538
Public	60	22527056 (72.99%)	2	102 (0.01%)	NIL	NIL

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Total e-Voting (a)	61	30860412 (99.99%)	2	102 (0.01%)	2	14829538
Physical Poll						
Promoters & Promoters Group	6	60506383 (77.03%)	NIL	NIL	1	4747199
Public	10	18038901 (22.97%)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	16	78545284 (100.00%)	NIL	NIL	1	4747199
Grand-Total	77	109405696 (99,99%)	2	102 (0.01%)	3	19576737

7. Special Resolution – Consent and approval for continuation of Dr. E. R. C. Shekar, (DIN - 00013670), as a Director (Category - Non-executive, Independent), of the Company, not liable to retire by rotation, who has already attained the age of seventy-five (75) years, beyond 1 April 2019, on the existing terms and conditions of appointment, till the expiry of existing tenure as an Independent Director of the Company

Category &		favour of the olution		against the olution	Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	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
e-Voting					A- 1	
Promoters & Promoters Group	3	23162894 (50.69%)	NIL	NIL	NIL	NIL
Public	60	22527056 (49.30%)	2	102 (0.01%)	NIL	NIL
Total e-Voting (a)	63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	6	60506383 (77.03%)	NIL	NIL	1	4747199
Public	10	18038901 (22.97%)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	16	78545284 (100.00%)	NIL	NIL	1	4747199
Grand-Total	79	124235234 (99,99%)	2	102 (0.01%)	1	4747199

8. Ordinary Resolution – Approval for payment of remuneration by way of commission, not exceeding a sum equivalent to one per cent (1%) of net profits of the Company per annum, to be paid and distributed amongst all the Non-executive Director/s of the Company, as may be determined by the Board of Directors of the Company, from time to time, for a period of five (5) financial years, effective financial year 2018-2019 till the financial year 2022-2023



Category & Manner (Mode) of Voting		favour of the olution		against the olution	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
e-Voting						
Promoters & Promoters Group	1	8333356 (27.00%)	NIL	NIL	2	14829538
Public	60	22527056 (72.99%)	2	102 (0.01%)	NIL	NIL
Total e-Voting (a)	61	30860412 (99.99%)	2	102 (0.01%)	2	14829538
Physical Poll						
Promoters & Promoters Group	3	23132395 (29.45%)	3	37373988 (47.58%)	1	4747199
Public	10	18038901 (22.97%)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	13	41171296 (52.42%)	3	37373988 (47.58%)	1	4747199
Grand-Total	74	72031708 (65.84%)	5	37374090 (34.16%)	3	19576737

9. Ordinary Resolution – Ratification for Payment of Remuneration to the Cost Auditors to audit the cost records of the Company for the financial year 2018-2019 ending 31 March 2019

Catagory &		favour of the olution		against the olution	Invalid / By Interes	
Category & Manner (Mode) of Voting	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
e-Voting						
Promoters & Promoters Group	3	23162894 (50.69%)	NIL	NIL	NIL	NIL
Public	61	22526958 (49.30%)	1	200 (0.01%)	NIL	NIL
Total e-Voting (a)	64	45689852 (99.99%)	1	200 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	6	60506383 (77.03%)	NIL	NIL	1	4747199
Public	10	18038901 (22.97%)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	16	78545284 (100.00%)	NIL	NIL	1	4747199
Grand-Total	80	124235136 (99.99%)	1	200 (0.01%)	1	4747199





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-second (32) 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 evoting system) and voting through physical ballot (poll), accordingly.

Signed and Issued on Wednesday, the 26 day of September 2018 at Nagpur

CS Mukesh Dulichandji Parakh

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

Based on Scrutinizer's Report.
the Resolution Nos. 1 to 9 are passed either unanimously or with requisite majority

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

oP-13693

Company Secretary ICSI Membership No. ACS – 16186

Ravi Bhushan Bhardwaj Non-executive Chairman

DIN - 00054700



### MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

# 203, Level 2, Manomay Plaza, 272, Central Bazar Road Ramdaspeth, Nagpur - 440010, Maharashtra +917122434703/9371234703 E-mail ID: csmukesh@live.com

Wednesday, the 26 September 2018

To,

The Chairman of Thirty-second (32) Annual General Meeting of the Shareholders (Members) of Sunflag Iron and Steel Company Limited held on Tuesday, the 25 day of September 2018 at 15:00 Hrs. at Indian Medical Association's Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India

Sub: Voting through electronic means (remote e-voting) process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations, 2015' OR 'Listing Regulations']

Dear Sirs,

We, M/s. 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 169 Meeting held on Monday, the 13 day of August 2018, as a Scrutinizer for the Thirty-second (32) Annual General Meeting of the Equity Shareholders (Members) of the Company, to be held on Tuesday, the 25 day of September 2018 at 15:00 Hrs., 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 process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 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 and Special Resolution/s referred to in this report.

The Board of Directors of the Company have, vide its Resolution passed at their 169 Meeting held on Monday, the 13 day of August 2018 decided to provide the Shareholders (Members) of the Company, whose names appearing as on Tuesday, the 18 day of September 2018 ["Cut-off (Record) Date"], a facility to exercise their right to vote on all the Ordinary and Special Resolution/s as set out in the Notice of Monday, the 13 day of August 2018 calling for the Thirty-second (32) Annual General Meeting to be held on Tuesday, the 25 day of September 2018 at Nagpur ["Thirty-second (32) AGM Notice"] by electronic means (remote e-voting) through e-voting platform of Central Depository Services (India) Limited (CDSIL).

The Company Management is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to voting through electronic means (remote e-voting) on all the Ordinary and Special Resolution/s contained in the Thirty-second (32) AGM Notice.

Our responsibility as a Scrutinizer for the e-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 and Special 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.

The Thirty-second (32) AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the 57,617 Equity Shareholders (Members) of the Company, as per BENPOS of Friday, the 17 day of August 2018 [57,460 Equity Shareholders (Members) of the Company, as on Cut-off (Record) Date i. e. Tuesday, the 18 day of September 2018], in respect of all the below mentioned Ordinary and Special Resolution/s to be placed at the Thirty-second (32) AGM of the Shareholders (Members) of the Company to be held on Tuesday, the 25 day of September 2018 at Nagpur.

The Thirty-second (32) AGM Notice was sent through electronic means (e-mail) on Friday, the 31 day of August 2018 to 25,170 [after eliminating 2,645 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-second (32) AGM Notice was sent through Couriers during Tuesday, the 28 day of August 2018 to Friday, the 31 day of August 2018, to 29,753 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-second (32) AGM Notice was sent through India Post on Tuesday, the 31 day of August 2018, to 49 Equity Shareholders (Members) [including NRI's] of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company.

The Thirty-second (32) AGM Notice was also sent through electronic means (e-mail) on Wednesday, the 5 day of September 2018, to 2,645 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 bounced back to the Company.

The Company has also published a Notice on Sunday, the 2 day of September 2018 in "The Indian Express" in English Language and in "Loksatta" in Marathi (Vernacular) Language, and also, on Monday, the 3 day of September 2018 in "The Economic Times" in English Language, mentioning about the Thirty-second (32) 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-second (32) 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 10:00 Hrs. on Saturday, the 22 day of September 2018 to 17:00 Hrs. on Monday, the 24 day of September 2018 during which period the Shareholders (Members) as of Cut-off (Record) Date 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), who do not have access the remote e-voting facility.

The Equity Shareholders (Members) of the Company holding equity shares as on Tuesday the 18 day of September 2018 ["Cut-off (Record) Date"] were entitled to vote on all the proposed Ordinary and Special Resolution/s as set out at Agenda Item Nos. 1 to 9 of the Thirty-second (32) AGM Notice of the Company.





oP-13693

The period for remote e-voting commenced from 10:00 Hrs. on Saturday, the 22 day of September 2018 to 17:00 Hrs. on Monday, the 24 day of September 2018. The CDSIL remote e-voting platform facility was blocked thereafter.

Subsequently, the votes cast under remote e-voting facility were unblocked at 22:38:40 Hrs. on Monday, the 24 day of September 2018 and 18:45:48 Hrs. on Tuesday, the 25 day of September 2018, respectively, in the presence of two (2) witnesses namely Ms. Minaxi Shriprakash Mishra and Mr. Gopal Shrikant Kabra, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:-

- Ms. Minaxi Shriprakash Mishra
   Plot No. 83, Pawar Nagar, Nagpur 440034, MH, IN
- 2. Mr. Gopal Shrikant Kabra Shri Narayan Niketan, Bhaji Mandi, Itwari, Nagpur – 440002, MH, IN

Thereafter, the details containing *inter-alia* List of Equity Shareholders (Members) with their Shareholding/s as on Cut-off (Record) Date, who voted "In favour" "against" or "invalid / abstain / by interested parties" for each of the Ordinary and Special Resolution/s that were put to vote, were generated from the e-voting website of the CDSIL *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.

The register, all other papers and relevant records relating to voting through electronic means (remote e-voting system) shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the Thirty-second (32) AGM and the same will be handed over to the Authorised Director or Company Secretary for safe keeping by the Company.

You may declare the result of voting by electronic means (remote e-voting system) accordingly.

Signed and Issued on Wednesday, the 26 day of September 2018 at Nagpur

CS Mukesh Dulichandji Parakh

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

### Based on Scrutinizer's Report, the Resolution Nos. 1 to 9 are passed either unanimously or with requisite majority

For Sunflag Iron and Steel Company Limited

NAGPUR

CS Pranab Panigrahi Company Secretary

ICSI Membership No. ACS – 16186

Ravi Bhushan Bhardwaj Non-executive Chairman DIN - 00054700

FCS-4343 PARAKH & 4360 CAP-13693 COP-13693

### **SUMMARY RESULT OF e-VOTING**

Ordinary Resolution – Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, of the Company, together with the Board's Report and Report of the Statutory Auditors, for the financial Year 2017-2018 ended 31 March 2018

	favour of the solution		against the olution		Abstain / sted 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
65	45690052 (100.00%)	NIL	NIL	NIL	NIL

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

Voted in	favour of the	Voted	against the	Invalid /	Abstain /
res	olution	res	olution	By Interes	sted 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
64	45690050 (99.99%)	1	2 (0.01%)	NIL	NIL

3. Ordinary Resolution – Appointment of a Director in place of Mr. Surendra Kumar Gupta (DIN - 00054836), who retires by rotation and being eligible, offers himself for re-appointment

Voted in	favour of the	Voted	against the	Invalid /	Abstain /
res	solution	res	olution	By Interes	sted 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
63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL





4. Ordinary Resolution – Appointment of S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (ICAI Firm Registration No. 000756N, Peer Review Certificate No. 008927) as the Statutory Auditors of the Company

Voted in	favour of the	Voted	against the	Invalid /	Abstain /
res	solution	res	olution	By Interes	sted 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
64	45689952 (99.99%)	1	100 (0.01%)	NIL	NIL

5. Ordinary Resolution – Appointment of Mr. Rooshad Russi Patel (DIN - 00473945), as a Director [Category – Non-executive, Independent] of the Company and also, for a fixed first term of Five (5) consecutive year/s, as an Independent Director of the Company

63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL
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
	favour of the solution		against the olution		Abstain / sted Parties

6. Special Resolution – Consent and approval for continuation of Mr. Ravi Bhushan Bhardwaj, (DIN - 00054700), as a Director [Category - Non-executive Chairman & Promoter], of the Company, not liable to retire by rotation, on attaining the age of seventy-five (75) years on 23 October 2018, beyond 1 April 2019, on the existing terms and conditions of appointment, till cessation as a Director of the Company

Voted in	favour of the	Voted	against the	Invalid /	Abstain /
res	olution	res	olution	By Interes	sted 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
61	30860412 (99.99%)	2	102 (0.01%)	2	14829538



7. Special Resolution – Consent and approval for continuation of Dr. E. R. C. Shekar, (DIN - 00013670), as a Director (Category - Non-executive, Independent), of the Company, not liable to retire by rotation, who has already attained the age of seventy-five (75) years, beyond 1 April 2019, on the existing terms and conditions of appointment, till the expiry of existing tenure as an Independent Director of the Company

	favour of the solution		against the solution		Abstain / sted 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
63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL

8. Ordinary Resolution – Approval for payment of remuneration by way of commission, not exceeding a sum equivalent to one per cent (1%) of net profits of the Company per annum, to be paid and distributed amongst all the Non-executive Director/s of the Company, as may be determined by the Board of Directors of the Company, from time to time, for a period of five (5) financial years, effective financial year 2018-2019 till the financial year 2022-2023

Voted in	favour of the	Voted	against the	Invalid /	Abstain /
res	olution	res	olution	By Interes	sted 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
61	30860412 (99.99%)	2	102 (0.01%)	2	14829538

9. Ordinary Resolution – Ratification for Payment of Remuneration to the Cost Auditors to audit the cost records of the Company for the financial year 2018-2019 ending 31 March 2019



	favour of the olution		against the olution		Abstain / sted 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
64	45689852 (99.99%)	1	200 (0.01%)	NIL	NIL

Signed and Issued on Wednesday, the 26 day of September 2018 at Nagpur

CS Mukesh Dulichandji Parakh

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

Based on Scrutinizer's Report, the Resolution Nos. 1 to 9 are passed either unanimously or with requisite majority

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi Company Secretary

CoP-13693

ICSI Membership No. ACS - 16186

Ravi Bhushan Bhardwaj Non-executive Chairman

DIN - 00054700

### Mukesh Parakh & Associates Company Secretaries

# SUMMARY OF e-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

TUESDAY, THE 25 SEPTEMBER 2018 AT 15:00 HRS. THIRTY-SECOND (32) ANNUAL GENERAL MEETING

CUT-OFF (RECORD) DATE

TUESDAY, THE 18 SEPTEMBER 2018

e-VOTING PERIOD

- FROM 10:00 HRS. ON SATURDAY, THE 22 SEPTEMBER 2018 TO 17:00 HRS ON MONDAY, THE 24 SEPTEMBER 2018

Sr. No. of		Type of	No of Total	No of	Votes in Numbers	lumbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled	Valid Votes	Favour	Against	Favour	Against
A	8	o	٥	ш	ш	9	I	-
	Ordinary Resolution – Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet,	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	%0
-	Statement of Profit & Loss, Cash Flow Statement, of the Company, together	Public	22527158 22527158	22527158	22527158	0	100%	%0
	with the Board's Report and Report of the Statutory Auditors, for the financial Year 2017-2018 ended 31 March 2018	Total	45690052	45690052	45690052	0	100%	%0





## Mukesh Parakh & Associates Company Secretaries

	၁	٥	В	4	O	I	_
Ordinary Resolution – Declaration of a Final Dividend @5% (i.e. ₹ 0.50 per	Promoters & Promoters	23162894	23162894 23162894	23162894	0	100%	%0
equity Share) on Equity Shares of the		22527158	22527158 22527158	22527156	2	2 99.99%	0.01%
	Total	45690052	45690052 45690052	45690050	2	2 99.99%	0.01%

	Promoters &							
Ordinary Resolution - Appointment of a Director in place of Mr. Surendra	Promoters Group	23162894	23162894	23162894	0	100%	%0	
Kumar Gupta (DIN - 00054836), who retires by rotation and being eligible,	Public	22527158	22527158	22527056	102	%66.66	0.01%	
offers himself for re-appointment	Total	45690052	15690052 45690052	45689950	102	102 99.99%	0.01%	

%0	0.01%	0.01%		
100%	%66'66	%66.66		
0	100	100		
23162894	22527058	45689952		
23162894	22527158	45690052		
23162894 22527158 45690052		45690052		
Promoters & Promoters Group Public				
Ordinary Resolution – Appointment of S. S. Kothari Mehta & Co., Chartered Accountants. New Delhi. (ICAL Firm				
	4			





# Mukesh Parakh & Associates Company Secretaries

	8	၁	٥	В	L	9	Ŧ	-
	Ordinary Resolution - Appointment of Mr. Rooshad Russi Patel (DIN - 00473945), as a Director [Category -	Promoters & Promoters Group		23162894 23162894	23162894	0	100%	%0
	Non-executive, Independent] of the Company and also, for a fixed first	Public		22527158 22527158	22527056	102	102 99.99%	0.01%
(I) = /\	term of Five (5) consecutive years, as an Independent Director of the Company	Total	45690052	15690052 45690052	45689950	102	102 99.99%	0.01%

0	102	102
8333356	22527056	30860412
8333356	22527158	30860514
23162894*	22527158 22527158	45690052
Promoters & Promoters Group	Public	Total
Special Resolution Consent and approval for continuation of Mr. Ravi Bhushan Bhardwaj, (DIN - 00054700),	as a Director [Category - Non- executive Chairman & Promoter], of	the Company, not liable to retire by rotation, on attaining the age of seventy-five (75) years on 23 October 2018, beyond 1 April 2019, on the existing terms and conditions of appointment, till cessation as a Director of the Company
		ø

0.01%

%66.66

%

100%

0.01%

99.99%

# \* Includes 14829538 Equity Shares - Voted By Interested Parties

100%	99.99% 0.01%	99.99% 0.01%
0	102 99	102 99
23162894	22527056	45689950
23162894	22527158	45690052
23162894 23162894	22527158 22527158	45690052 45690052
Promoters & Promoters Geoup	Public	Total
Special Resolution – Consent and approval for continuation of Dr. E. R. C. Shekar, (DIN - 00013670), as a	Director (Category - Non-executive, Independent), of the Company, not	already attained the age of seventy-five (75) years, beyond 1 April 2019, on the existing terms and conditions of appointment, till the expiry of existing tenure as an Independent Director of
		_

MADENIA COLLEGE

ACOUNTY (SE FCS-4343) (SE COP-13693) (SE COP-13693)

#### Secretaries Mukesh Parakh & Associates Company

- н	0 100% 0%	102 99.99% 0.01%	102 99.99% 0.01%
L	8333356	22527056	30860412
В	8333356	22527158	30860514
٥	23162894*	22527158 22527158	45690052 30860514
ပ	Promoters & Promoters Group	Total	
8	Ordinary Resolution - Approval for payment of remuneration by way of commission, not exceeding a sum	equivalent to one per cent (1%) of net profits of the Company per annum, to	be paid and distributed amongst all the Non-executive Director/s of the Company, as may be determined by the Board of Directors of the Company, from time to time, for a period of five (5) financial years, effective financial year 2018-2019 till the financial year
A			ω

\* Includes 14829538 Equity Shares - Voted By Interested Parties

	Ordinary Resolution - Ratification for Payment of Remuneration to the Cost	Promoters & Promoters Garan	23162894	23162894	23162894	0	100%	%0
o	Auditors to audit the cost records of the Company for the financial year	Public	22527158	22527158	22526958	200	%66.66	0.01%
	2018-2019 ending 31 March 2019	Total	45690052	45690052	45689852	200	%66.66	0.01%

Signed and Issued on Wednesday, the 26 day of September 2018 at Nagpur

Company

Scrutinizer

For Messers Mukesh Parakh & Associates Company Secretaries

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

FCS-4343

For Sunflag Iron and Steel Company Limited

ICSI Membership No. ACS - 16186 CS Prandb Panigrahi Company Secretary

Company

Non-executive Chairman Ravi Bhushan Bhardwai DIN - 00054700

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

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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-SECOND (32) ANNUAL GENERAL MEETING

TUESDAY, THE 25 SEPTEMBER 2018 AT 15:00 HRS.

CUT-OFF DATE

TUESDAY, THE 18 SEPTEMBER 2018

E-VOTING PERIOD

FROM 10:00 HRS. ON SATURDAY, THE 22 SEPTEMBER **2018 TO 17:00 HRS ON MONDAY, THE 24 SEPTEMBER 2018** 

FCS-4343 CoP-13693





vers Votes in %	Against Favour Against	- -	0 100% 0%	0 100% 0%	0 100% 0%	0 100% 0%	0 100% 0%	100%	
Votes in Numbers	Favour	9	23162894	22527158	45690052	60506383	18038901	78545284	
No of	Total Valid Votes	L	23162894	22527158	45690052	60506383	18038901	78545284	
No of Total	Votes	ш	23162894	22527158	45690052	65253582*	18038901	83292483	
True	l ype or Shareholding	٥	Promoters & Promoters	Public	Sub-Total	Promoters & Promoters Group	Public	Sub-Total	
Modoof	Voting	o	e-Voting			Physical Poll	(Ballot)	Gulloo	
	Particulars of Resolution	8		Ordinary Resolution - Adoption of	Financial Statements (Standalone &	Consolidated), viz., Balance Sheet, Statement of Profit & Loss, Cash Flow Statement of the Company, together	with the Board's Report and Report	of the Statutory Auditors, for the	financial Year 2017-2018 ended 31
Sr. No. of	the Resolution	A							

<sup>\*</sup> Includes 4747199 Equity Shares - Abstain from Voting

%0	0.01%	0.01%	%0	%0	%0	1	%	0.01%	0.01%
100%	%66.66	%66.66	100%	100%	100%	1000	100%	%66.66	%66.66
0	2	2	0	0	0	,	0	2	2
23162894	22527156	45690050	60506383	18038901	78545284	100000	83669277	40566057	124235334
23162894	22527158	45690052	60506383	18038901	78545284	1100000	97769959	40566059	124235336
23162894	22527158	45690052	65253582*	18038901	83292483	400 440	664164/6"	40566059	128982535
Promoters & Promoters GGroup	Public	Sub-Total	Promoters & Promoters Caronoters	Public	Sub-Total	Promoters &	Group	Public	Grand Total
e-Voting			_	(pallot)	B		Grand	otal	
				Equity Share) on Equity Shares of the	(Cartination)				
			2						

<sup>\*</sup> Includes 4747199 Equity Shares - Abstain from Voting



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D C D	Promoters & Promoters & Promoters & Promoters		Sub-Total	Ordinary Resolution – Appointment of Physical Promoters & Promoter	(Ballot)	offers himself for re-appointment Sub-Total	Grand Group	Public	Story Total
В	23162894	22527158	45690052	65253582*	18038901	83292483	88416476*	40566059	400000505
ı	23162894	22527158	45690052	60506383	18038901	78545284	83669277	40566059	ACADOEDOC
9	23162894	22527056	45689950	60506383	18038901	78545284	83669277	40565957	A CONCOLOR
I	0	102	102	0	0	0	0	102	200
-	100%	99.99%	%66.66	100%	100%	100%	100%	%66.66	/00000
7	%0	0.01%	0.01%	%0	%0	%0	%	0.01%	0 040

%0	0.01%	0.01%		%0		%0	%0		%0		0.01%	0.01%
100%	99.99%	99.99%		100%		100%	100%		100%		99.99%	99.99%
0	100	100		0		0	0		0		100	100
23162894	22527058	45689952		60506383		18038901	78545284		83669277		40565959	124235236
23162894	22527158	45690052		60506383		18038901	78545284		83669277		40566059	124235336
23162894	22527158	45690052		65253582*		18038901	83292483		88416476*		40566059	128982535
Promoters & Promoters Garoup	Public	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
e-Voting			Ohminitan	Frigsical	Pollod)	Voting	Suma		7	Grand	i i	
		Ordinary Resolution - Appointment	of S. S. Kothari Mehta & Co.,	Chartered Accountants, New Delhi,	(ICAI Firm Registration No. 000756N,	Peer Review Certificate No. 008927)	as the Statutory Auditors of the	Company				
					_							

<sup>\*</sup> Includes 4747199 Equity Shares - Abstain from Voting





#### Secretaries Mukesh Parakh & Associates Company

8	o	0	ш	L	9	I	-	7
		Promoters & Promoters	23162894	23162894	23162894	0	100%	%0
	e-Voting	Group	22527158	22527158	22527056	102	%66.66	0.01%
Ordinary Resolution - Appointment		Sub-Total	45690052	45690052	45689950	102	%66.66	0.01%
of Mr. Rooshad Russi Patel (UIN - 00473945), as a Director [Category – Non-executive, Independent] of the		Promoters & Promoters Group	65253582*	60506383	60506383	0	100%	%0
Company and also, for a fixed first		Public	18038901	18038901	18038901	0	100%	%0
term of Five (5) consecutive year/s,	Voting	Sub-Total	83292483	78545284	78545284	0	100%	%0
Company		Promoters & Promoters Group	88416476*	83669277	83669277	0	100%	%0
	lotai	Public	40566059	40566059	40565957	102	%66.66	0.01%
		Grand Total	128982535	124235336	124235234	102	%66.66	0.01%

%0	0.01%	0.01%	%0	%0	%0	%0	0.01%	0.01%
100%	99.99%	%66.66	100%	100%	100%	100%	%66.66	%66.66
0	102	102	0	0	0	0	102	102
8333356	22527056	30860412	60506383	18038901	78545284	68839739	40565957	109405696
8333356	22527158	30860514	60506383	18038901	78545284	68839739	40566059	109405798
23162894\$	22527158	45690052	65253582*	18038901	83292483	88416476#	40566059	128982535
Promoters & Promoters Garoup	Public	Sub-Total	Promoters & Promoters Garoup	Public	Sub-Total	Promoters & Promoters Garantees	Public	Grand Total
e-Voting			Physical Poll	(Ballot)	Sunos	Grand	lotal	
Special Resolution - Consent and	approval for continuation of Mr. Ravi	Bhushan Bhardwaj, (DIN	O0054/00), as a Director [Category - Non-executive Chairman & Promoter], of the Company, not liable to retire by	rotation, on attaining the age of	seventy-tive (73) years on 23 October	existing terms and conditions of appointment, till cessation as a principle of the conditions of the c		
			9					

Includes 14829538 Equity Shares – Voted By Interested Parties
 Includes 4747199 Equity Shares – Abstain from Voting
 Includes 14829538 Equity Shares – Voted By Interested Parties & 4747199 Equity Shares – Abstain from Voting



#### Mukesh Parakh & Associates Secretaries Company

7	100%	99.99% 0.01%	99.99% 0.01%	100%	400% 00%	400% 0%	100%	99.99% 0.01%	
I	0	102	102	0	0	0	0	102	
9	23162894	22527056	45689950	60506383	18038901	78545284	83669277	40565957	
ч	23162894	22527158	45690052	60506383	18038901	78545284	83669277	40566059	
В	23162894	22527158	45690052	65253582*	18038901	83292483	88416476*	40566059	
٥	Promoters & Promoters Garoup	Public	Sub-Total	Promoters & Promoters Garoup	Public	Sub-Total	Promoters & Promoters Garoup	Public	
o	e-Voting	,		Physical Poll	(Ballot)	Voting	Grand	lotai	
8	Special Resolution - Consent and	approval for continuation of Dr. E. R.	C. Shekar, (DIN - 00013670), as a	Director (Category - Non-executive, independent), of the Company, not liable to retire by rotation, who has	aiready attained the age of seventy-	tive (75) years, beyond 1 April 2019,	of the existing ferrits and conditions of appointment, till the expiry of existing tenure as an Independent	Director of the Company	
_				_					

<sup>\*</sup> Includes 4747199 Equity Shares - Abstain from Voting

%0	0.01%	0.01%	61.77%	%0	47.58%	54.29%	0.01%	34.16%
100%	%66.66	%66.66	38.23%	100%	52.42%	45.71%	99.99%	65.84%
0	102	102	37373988	0	37373988	37373988	102	37374090
8333356	22527056	30860412	23132395	18038901	41171296	31465751	40565957	72031708
8333356	22527158	30860514	60506383	18038901	78545284	68839739	40566059	109405798
23162894\$	22527158	45690052	65253582*	18038901	83292483	88416476#	40566059	128982535
Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters	Public	Sub-Total	Promoters & Promoters Group	Public	Grand Total
e-Voting			Physical Poll	(Ballot)	Voting	Grand	otai	
Ordinary Resolution - Approval for	commission not exceeding a sum	equivalent to one per cent (1%) of net	profits of the Company per annum, to be paid and distributed amongst all	the Non-executive Director/s of the Company, as may be determined by	the Board of Directors of the	Company, from time to time, for a period of five (5) financial years, effective financial year 2018-2019 till	the financial year 2022-2023	
				20				

Includes 14829538 Equity Shares – Voted By Interested Parties
 Includes 4747199 Equity Shares – Abstain from Voting
 Includes 14829538 Equity Shares – Voted By Interested Parties & 4747199 Equity Shares – Abstain from Voting





700	e >	0.01%	0.01%		%0	Ī	%0	%0		%0		0.01%	0.01%
1000%	8	%66.66	%66.66		100%		100%	100%		100%		%66.66	%66.66
•	>	200	200		0		0	0		0		200	200
23462894	1070167	22526958	45689852		60506383		18038901	78545284		83669277		40565859	124235136
23162894	10000	22527158	45690052		60506383		18038901	78545284		83669277		40566059	124235336
23462894	1	22527158	45690052		65253582*		18038901	83292483		88416476*		40566059	128982535
Promoters &	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
	e-Voting			Dhyeiaal	riiysical Dell	1010	Voting	S S S S S S S S S S S S S S S S S S S		7	Grand	logal	
				Ordinary Resolution - Ratification for	Payment of Remuneration to the Cost	Auditors to audit the cost records of	the Company for the financial year	2018-2019 ending 31 March 2019					
						o							
	23162894 23162894 23162894		Promoters & Group       23162894       23162894       23162894       23162894       0       100%         Group       22527158       22527158       22526958       200       99.99%       0.0	Promoters & Bromoters       23162894       23162894       23162894       23162894       0       100%         Group       22527158       22527158       22527158       22526958       200       99.99%       0.0         Sub-Total       45690052       45690052       45689852       200       99.99%       0.0	e-Voting Promoters & 23162894 23162894 23162894 0 100%	Promoters & Promoters & Promoters & Promoters & Promoters         23162894 (action of the promoters)         23162894 (action of the	Promoters & 23162894 23162894 0 100%	e-Voting Group for Physical Promoters & 23162894 23162894 23162894 0 100% Group Fublic 22527158 22527158 22528958 200 99.99% 0.0 Sub-Total 45690052 45690052 45689852 200 99.99% 0.0 Sub-Total 45690052 45690052 45689852 200 99.99% 0.0 Sost Poll Group Foll Group Foll Group Fublic 18038901 18038901 18038901 0 100%	Promoters & Promoters By Promoters Promoters Croup Group         23162894         23162894         23162894         23162894         0 100%         100%           e-Voting Promoters By Promoters Bold Croup Poll Group Poll Group Voting Sub-Total Sub-Tota	e-Voting Promoters & Promoters & Promoters Group         23162894         23162894         23162894         23162894         0         100%           for Physical Post         Promoters & Group         45690052         45690052         45690052         45690852         200         99.99%         0.0           for Physical Post         Promoters & Group         65253582*         60506383         60506383         0         100%           fear         Voting Sub-Total         83292483         78545284         78545284         0         100%           Promoters & Pro	e-Voting Fromoters & Promoters & Promoters         23162894         23162894         23162894         23162894         100%           e-Voting Group Dublic Sub-Total Form of Fo	e-Voting Group  Public 22527158 22527158 2252958 200 99.99% 0.0  Sub-Total 45690052 45690052 45689852 200 99.99% 0.0  Formoters & 65253582* 60506383 60506383 0.100%  Sof (Ballot) Public 18038901 18038901 18038901 0.100%  Caroup Sub-Total 83292483 78545284 78545284 0.100%  Fromoters & R8416476* 83669277 83669277 0.100%	e-Voting cand for a continuous continuous beautiful for a continuous continuous candina and a continuous cont

<sup>\*</sup> Includes 4747199 Equity Shares - Abstain from Voting

# Signed and Issued on Wednesday, the 26 day of September 2018 at Nagpur

Scrutinizer

For Messers Mukesh Parakh & Associates Company Secretaries

FCS-4343

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

Company

Company

For Sunflag Iron and Steel Company Limited

Company Secretary ICSI Membership No. ACS – 16186

Ravi Bhushan Bhardwaj Non-executive Chairman DIN - 00054700



#### MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

# 203, Level 2, Manomay Plaza, 272, Central Bazar Road Ramdaspeth, Nagpur - 440010, Maharashtra +917122434703/9371234703 E-mail ID: csmukesh@live.com

Wednesday, the 26 September 2018

To,

The Chairman of Thirty-second (32) Annual General Meeting of the Shareholders (Members) of Sunflag Iron and Steel Company Limited held on Tuesday, the 25 day of September 2018 at 15:00 Hrs. at Indian Medical Association's Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India

Sub: Voting through Physical Ballot Form (Form No. MGT-12) pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations, 2015' OR 'Listing Regulations']

Dear Sirs,

We, M/s. 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 169 Meeting held on Monday, the 13 day of August 2018, as a Scrutinizer for the Thirty-second (32) Annual General Meeting of the Equity Shareholders (Members) of the Company, to be held on Tuesday, the 25 day of September 2018 at 15:00 Hrs., 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 physical ballot (poll) voting process in a fair and transparent manner and ascertaining the requisite majority on physical ballot (poll) voting carried out pursuant to the provisions of Section 109 of the Companies Act, 2013 ("the Act") read with Rule 21 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 and Special Resolution/s referred to in this report.

The Board of Directors of the Company have, vide its Resolution passed at their 169 Meeting held on Monday, the 13 day of August 2018 decided to provide the Equity Shareholder/s (Member/s) of the Company, who do not have access the remote e-voting facility and whose names appearing as on Tuesday, the 18 day of September 2018 ["Cut-off (Record) Date"], a facility to exercise their right to vote on all the Ordinary and Special Resolution/s as set out in the Notice of Monday, the 13 day of August 2018 calling for the Thirty-second (32) Annual General Meeting to be held on Tuesday, the 25 day of September 2018 at Nagpur ("32 AGM Notice") by physical ballot (poll) voting at the Thirty-second (32) AGM of the Company.

The Company Management is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to physical ballot (poll) voting on all the Ordinary and Special Resolution/s contained in the Thirty-second (32) AGM Notice of the Company. Our responsibility as a Scrutinizer for the physical ballot 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 and Special Resolution/s contained in the Thirty-second (32) AGM Notice of the Company.

The Thirty-second (32) AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the 57,617 Equity Shareholders (Members) of the Company, as per BENPOS of Friday, the 17 day of August 2018 [57,460 Equity Shareholders (Members) of the Company, as on Cut-off (Record) Date i. e. Tuesday, the 18 day of September 2018], in respect of all the below mentioned Ordinary and Special Resolution/s to be placed at the Thirty-second (32) AGM of the Shareholders (Members) of the Company to be held on Tuesday, the 25 day of September 2018 at Nagpur.

The Thirty-second (32) AGM Notice was sent through electronic means (e-mail) on Friday, the 31 day of August 2018 to 25,170 [after eliminating 2,645 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-second (32) AGM Notice was sent through Couriers during Tuesday, the 28 day of August 2018 to Friday, the 31 day of August 2018, to 29,753 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-second (32) AGM Notice was sent through India Post on Tuesday, the 31 day of August 2018, to 49 Equity Shareholders (Members) [including NRI's] of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company.



The Thirty-second (32) AGM Notice was also sent through electronic means (e-mail) on Wednesday, the 5 day of September 2018, to 2,645 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 bounced back to the Company.

The Company has also published a Notice on Sunday, the 2 day of September 2018 in "The Indian Express" in English Language and in "Loksatta" in Marathi (Vernacular) Language, and also, on Monday, the 3 day of September 2018 in "The Economic Times" in English Language, mentioning about the Thirty-second (32) 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-second (32) AGM Notice mentioned that the business may be transacted through electronic means (remote e-voting system) and also by physical ballot (poll) voting by the Shareholder/s (Member/s) who do not have access the remote e-voting facility.

The Equity Shareholders (Members) of the Company holding equity shares as on Tuesday the 18 day of September 2018 ["Cut-off (Record) Date"] were entitled to vote on all the proposed Ordinary and Special Resolution/s as set out at Agenda Item Nos. 1 to 9 of the Thirty-second (32) AGM Notice of the Company.

Accordingly, a Scrutinizer's Report for physical ballot (poll) voting process conducted at the Thirty-second (32) AGM of the Company is provided in the prescribed Form No. MGT-13.

#### FORM No. MGT-13 Report of Scrutinizer

[Pursuant to Section 109(5) of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 (as amended)]

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS – 4343, Certificate of Practice No. 13693], appointed as a Scrutinizer for the purpose of the poll taken on all the Ordinary and Special Resolution/s at the Thirty-second (32) Annual General Meeting of the equity Shareholder/s (Member/s) of the Company held on Tuesday, the 25 day of September 2018 at 15:00 Hrs. at Indian Medical Association's Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India, submit our report as under:-

P. Pajrah

- a. 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 32 AGM with due identification mark placed by us.
- b. 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.
- c. The Company has received Eight (8) Proxy Form/s from its Shareholder/s (Member/s) and after due verifications, the Company Secretary & Compliance Officer of the Company confirmed that all Eight (8) 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 incomplete or defective so as to treat it as an invalid physical ballot (poll) paper/s. However, Four (4) Shareholder/s (Member/s) holding 1554 Equity Shares, who attended the Thirty-second (32) AGM, were failed to exercise their vote/s either through e-voting or physical ballot (poll) voting. Accordingly, those four (4) vote/s has not been considered for the physical ballot (poll) voting and the physical ballot (poll) results thereof.
- d. Accordingly, the result of the physical ballot (poll) voting is as under:-
- 1. Ordinary Resolution Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, of the Company, together with the Board's Report and Report of the Statutory Auditors, for the financial Year 2017-2018 ended 31 March 2018

	avour of the lution	Voted <b>against</b> the resolution		Invalid / By Interest	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	78545284 (100.00%)	NIL	NIL	1	4747199



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

	avour of the lution		gainst the lution		Abstain / ted Parties
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	78545284 (100.00%)	NIL	NIL	1	4747199

**3.** Ordinary Resolution – Appointment of a Director in place of Mr. Surendra Kumar Gupta (DIN - 00054836), who retires by rotation and being eligible, offers himself for re-appointment

Voted in f	avour of the	Voted a	gainst the	Invalid / Abstain /	
reso	lution	reso	lution	By Interes	ted Parties
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	78545284 (100.00%)	NIL	NIL	1	4747199

4. Ordinary Resolution – Appointment of S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (ICAI Firm Registration No. 000756N, Peer Review Certificate No. 008927) as the Statutory Auditors of the Company



	avour of the lution		gainst the lution		Abstain / ted Parties
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	78545284 (100.00%)	NIL	NIL	1	4747199

5. Ordinary Resolution – Appointment of Mr. Rooshad Russi Patel (DIN - 00473945), as a Director [Category – Non-executive, Independent] of the Company and also, for a fixed first term of Five (5) consecutive year/s, as an Independent Director of the Company

	avour of the lution		gainst the lution		Abstain / ted Parties
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	78545284 (100.00%)	NIL	NIL	1	4747199

6. Special Resolution – Consent and approval for continuation of Mr. Ravi Bhushan Bhardwaj, (DIN - 00054700), as a Director [Category - Non-executive Chairman & Promoter], of the Company, not liable to retire by rotation, on attaining the age of seventy-five (75) years on 23 October 2018, beyond 1 April 2019, on the existing terms and conditions of appointment, till cessation as a Director of the Company





	avour of the lution	Voted <b>against</b> the resolution			Abstain / ted Parties
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	78545284 (100.00%)	NIL	NIL	1	4747199

7. Special Resolution – Consent and approval for continuation of Dr. E. R. C. Shekar, (DIN - 00013670), as a Director (Category - Non-executive, Independent), of the Company, not liable to retire by rotation, who has already attained the age of seventy-five (75) years, beyond 1 April 2019, on the existing terms and conditions of appointment, till the expiry of existing tenure as an Independent Director of the Company

Voted in <b>favour</b> of the		Voted against the		Invalid / Abstain /	
reso	lution	reso	lution	By Interes	ted Parties
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	78545284 (100.00%)	NIL	NIL	1	4747199

8. Ordinary Resolution – Approval for payment of remuneration by way of commission, not exceeding a sum equivalent to one per cent (1%) of net profits of the Company per annum, to be paid and distributed amongst all the Non-executive Director/s of the Company, as may be determined by the Board of Directors of the Company, from time to time, for a period of five (5) financial years, effective financial year 2018-2019 till the financial year 2022-2023



	avour of the lution		Voted <b>against</b> the resolution		Abstain / ted Parties
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
13	41171296 (52.42%)	3	37373988 (47.58%)	1	4747199

9. Ordinary Resolution – Ratification for Payment of Remuneration to the Cost Auditors to audit the cost records of the Company for the financial year 2018-2019 ending 31 March 2019

Voted in <b>favour</b> of the resolution		Voted <b>against</b> the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	78545284 (100.00%)	NIL	NIL	1	4747199

- e. The Register containing a List of Equity Shareholders (Members) who voted "FOR" and "AGAINST" or whose vote/s were treated as an "invalid / abstain / by interested parties" for each Resolution/s is enclosed.
- f. The physical ballot (poll) paper/s and all other relevant records were sealed and handed over to the Director or Company Secretary authorised by the Board of Directors for safe keeping by the Company.

f. Pajral

You may declare the result of voting by physical ballot (poll) process accordingly.

Signed and Issued on Wednesday, the 26 day of September 2018 at Nagpur

CS Mukesh Dulichandji Parakh

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

Based on Scrutinizer's Report, the Resolution Nos. 1 to 9 are passed either unanimously or with requisite majority

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

Company Secretary

ICSI Membership No. ACS – 16186

Ravi Bhushan Bhardwaj Non-executive Chairman

DIN - 00054700

# SUMMARY OF 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-SECOND (32) ANNUAL GENERAL MEETING - TUESDAY, THE 25 SEPTEMBER 2018 AT 15:00 HRS.

CUT-OFF (RECORD) DATE

TUESDAY, THE 18 SEPTEMBER 2018

Sr. No. of		Type of	No of Total	No of	Votes in Numbers	lumbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled	Valid Votes	Favour	Against	Favour	Against
A	8	ပ	٥	ш	ш	o	Ŧ	-
	Ordinary Resolution – Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet,	Promoters & Promoters Garage	65253582*	60506383	60506383	0	100%	%0
-	Statement of Profit & Loss, Cash Flow Statement, of the Company, together	Public	18038901	18038901	18038901	0	100%	%0
	with the Board's Report and Report of the Statutory Auditors, for the financial Year 2017-2018 ended 31 March 2018	Total	83292483	78545284	78545284	0	100%	%0





-	100% 0%	0 100% 0%	100%
9	0	0	0
4	60506383	18038901	78545284
ш	60506383	18038901	78545284
٥	65253582* 60506383	18038901 18038901	83292483 78545284
o	Promoters & Promoters Group	Public	Total
8	Ordinary Resolution Declaration of a Final Dividend @5% (i.e. ₹ 0.50 per	Equity Share) on Equity Shares of the	Company
A	c	٧	

# \* Includes 4747199 Equity Shares – Abstain from Voting

_	-	-
%0	%0	%0
100%	100%	100%
0	0	0
60506383	18038901	78545284
60506383	18038901 18038901	33292483 78545284
65253582*   60506383	18038901	83292483
Promoters & Promoters Group	Public	Total
Ordinary Resolution – Appointment of a Director in place of Mr. Surendra	Kumar Gupta (DIN - 00054836), who retires by rotation and being eligible,	oпегs nimselt tor re-appointment

# \* Includes 4747199 Equity Shares – Abstain from Voting

%0	%0	%0
100%	100%	100%
0	0	0
60506383	18038901	78545284
60506383	18038901 18038901	78545284
65253582*	18038901	83292483
Promoters & Promoters Group	Public	Total
Ordinary Resolution – Appointment of S. S. Kothari Mehta & Co., Chartered Accountants. New Delhi. (ICAI Firm	Registration No. 000756N, Peer Beview Certificate No. 008027, 25 the	Statutory Auditors of the Company
4		



	8	ပ	۵	ш	ш	o	I	_
Ordina of Mr. 0473	Ordinary Resolution - Appointment of Mr. Rooshad Russi Patel (DIN - 00473945), as a Director [Category -	Promoters & Promoters Group	65253582* 60506383	60506383	60506383	0	100%	%0
Non-e	Non-executive, Independent] of the Company and also, for a fixed first	Public	18038901	18038901 18038901	18038901	0	100%	%0
term of Fiven and Indep	term of FIVe (5) consecutive year/s, as an Independent Director of the Company	Total	83292483	83292483 78545284	78545284	0	100%	%0

\* Includes 4747199 Equity Shares – Abstain from Voting

Special Resolution – Consent and Promoters & e5253582* 60506383 60506383 0 100% es a Director [Category - Non-executive Chairman & Promoter], of the Company, not liable to retire by rotation, on attaining the age of	100% 0%	
Promoters & 65253582* 60506383 6 Group  Public 18038901 18038901 1	0	
Promoters & Promoters Group Public	78545284	
Promoters & Promoters Group Public	78545284	
	83292483 78545284	
solution – Consent and continuation of Mr. Ravi ardwaj, (DIN - 00054700), ctor [Category - Nonnairman & Promoter], of y, not liable to retire by attaining the age of	Total	
Special Resapproval for Bhushan Bhas a Director executive Clarke Companion on rotation, on	seventy-five (75) years on 23 October 2018, beyond 1 April 2019, on the existing terms and conditions of appointment, till cessation as a	
φ		



%0	%0	<b>%0</b>	
100%	100%	100%	
0	0		
60506383	18038901	78545284	
60506383	18038901 18038901	83292483 78545284	
65253582* 60506383	18038901	83292483	
Promoters & Promoters Group	Public	Total	
Special Resolution – Consent and approval for continuation of Dr. E. R. C. Shekar, (DIN - 00013670), as a	Director (Category - Non-executive, Independent), of the Company, not	already attained the age of seventy- five (75) years, beyond 1 April 2019, on the existing terms and conditions of appointment, till the expiry of existing tenure as an Independent Director of	

# \* Includes 4747199 Equity Shares - Abstain from Voting

65253582*     60506383     23132395       18038901     18038901     18038901	
83292483 78545284 41171296	



100% 0%	%0 %0	%0 %0
0 100	0 100%	0 100%
60506383	18038901	78545284
60506383	18038901	78545284
65253582*   60506383	18038901 18038901	83292483 78545284
Promoters & Promoters Garon	Public	Total
Ordinary Resolution - Ratification for Payment of Remuneration to the Cost	Auditors to audit the cost records of the Company for the financial year	2018-2019 ending 31 March 2019

# Signed and Issued on Wednesday, the 26 day of September 2018 at Nagpur

Scrutinizer

For Messers Mukesh Parakh & Associates

Company Secretaries

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

FCS-4343 CoP-13693

Company

For Sunflag Iron and Steel Company Limited

Company

CS Pranab Panigrahi
Company Secretary

ICSI Membership No. ACS - 16186

Ravi Bhushan Bhardwaj Non-executive Chairman DIN - 00054700