

**By Online Filling**

SECY / 2018/ 789  
Thursday, 27<sup>th</sup> September, 2018

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



**SUNFLAG IRON & STEEL CO. LTD.**

REGD. OFFICE :  
33, MOUNT ROAD, SADAR, NAGPUR - 440 001 (INDIA)  
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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 - 500404 (BSE)**

Dear Sir / Madam,

This is further to our letter Ref. No. SECY/2018/786 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 Tuesday, 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.

*P. Rajar*

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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).

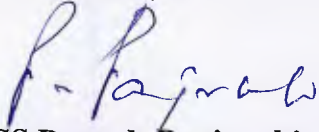
*P. Raju*



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**



*Encl: As Above.*

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**DECLARATION OF THE CONSOLIDATED VOTING RESULTS COMPRISING OF THE E-VOTING AS WELL AS PHYSICAL (BALLOT) VOTING THROUGH POLL CONDUCTED AT THE THIRTY-SECOND (32<sup>ND</sup>) 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 13<sup>th</sup> day of August 2018, for conducting e-voting as well as physical ballot (poll) voting process at the Thirty-second (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 of

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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<sup>nd</sup>) Annual General Meeting held on Tuesday, the 25<sup>th</sup> day of September 2018 as follows:-

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



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





| Sr. No. of the Resolution | Particulars of Resolution   | Mode of Voting                | Type of Shareholding        | No of Total Votes Polled | No of Total Valid Votes | Votes in Numbers |         | Votes in % |         |  |
|---------------------------|---|-------------------------------|-----------------------------|--------------------------|-------------------------|------------------|---------|------------|---------|--|
|                           |   |                               |                             |                          |                         | Favour           | Against | Favour     | Against |  |
| A                         | B   | C                             | D                           | E                        | F                       | G                | H       | I          | J       |  |
| 1                         | Ordinary Resolution – 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 | e-Voting                      | Promoters & Promoters Group | 23162894                 | 23162894                | 23162894         | 0       | 100%       | 0%      |  |
|                           |   |                               | Public                      | 22527158                 | 22527158                | 22527158         | 0       | 100%       | 0%      |  |
|                           |   |                               | Sub-Total                   | 45690052                 | 45690052                | 45690052         | 0       | 100%       | 0%      |  |
|                           |   | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582*                | 60506383                | 60506383         | 0       | 100%       | 0%      |  |
|                           |   |                               | Public                      | 18038901                 | 18038901                | 18038901         | 0       | 100%       | 0%      |  |
|                           |   |                               | Sub-Total                   | 83292483                 | 78545284                | 78545284         | 0       | 100%       | 0%      |  |
|                           |   | Grand Total                   | Promoters & Promoters Group | 88416476*                | 83669277                | 83669277         | 0       | 100%       | 0%      |  |
|                           |   |                               | Public                      | 40566059                 | 40566059                | 40566059         | 0       | 100%       | 0%      |  |
|                           |   |                               | Grand Total                 | 128982535                | 124235336               | 124235336        | 0       | 100%       | 0%      |  |

\* 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 (32<sup>nd</sup>) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

|  |                               |                             |           |           |           |   |        |       |
|--|-------------------------------|-----------------------------|-----------|-----------|-----------|---|--------|-------|
| Ordinary Resolution – Declaration of a Final Dividend @5% (i.e. ₹ 0.50 per Equity Share) on Equity Shares of the Company | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0 | 100%   | 0%    |
|  |                               | Public                      | 22527158  | 22527158  | 22527156  | 2 | 99.99% | 0.01% |
|  |                               | Sub-Total                   | 45690052  | 45690052  | 45690050  | 2 | 99.99% | 0.01% |
|  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0 | 100%   | 0%    |
|  |                               | Public                      | 18038901  | 18038901  | 18038901  | 0 | 100%   | 0%    |
|  |                               | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0 | 100%   | 0%    |
|  | Grand Total                   | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0 | 100%   | 0%    |
|  |                               | Public                      | 40566059  | 40566059  | 40566057  | 2 | 99.99% | 0.01% |
|  |                               | Grand Total                 | 128982535 | 124235336 | 124235334 | 2 | 99.99% | 0.01% |

\* 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 (32<sup>nd</sup>) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.

| A | B  | C                             | D                           | E         | F         | G         | H   | I      | J     |
|---|--|-------------------------------|-----------------------------|-----------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 22527158  | 22527158  | 22527056  | 102 | 99.99% | 0.01% |
|   |  |                               | Sub-Total                   | 45690052  | 45690052  | 45689950  | 102 | 99.99% | 0.01% |
|   |  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 18038901  | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |  |                               | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   |  | Grand Total                   | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 40566059  | 40566059  | 40565957  | 102 | 99.99% | 0.01% |
|   |  |                               | Grand Total                 | 128982535 | 124235336 | 124235234 | 102 | 99.99% | 0.01% |

\* 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 (32<sup>nd</sup>) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.

|   |   |                               |                             |           |           |           |     |        |       |
|---|---|-------------------------------|-----------------------------|-----------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0   | 100%   | 0%    |
|   |   |                               | Public                      | 22527158  | 22527158  | 22527058  | 100 | 99.99% | 0.01% |
|   |   |                               | Sub-Total                   | 45690052  | 45690052  | 45689952  | 100 | 99.99% | 0.01% |
|   |   | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   |   |                               | Public                      | 18038901  | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |   |                               | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   |   | Grand Total                   | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0   | 100%   | 0%    |
|   |   |                               | Public                      | 40566059  | 40566059  | 40565959  | 100 | 99.99% | 0.01% |
|   |   |                               | Grand Total                 | 128982535 | 124235336 | 124235236 | 100 | 99.99% | 0.01% |





\* 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 (32<sup>nd</sup>) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.

| A | B  | C                             | D                           | E         | F         | G         | H   | I      | J     |
|---|--|-------------------------------|-----------------------------|-----------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 22527158  | 22527158  | 22527056  | 102 | 99.99% | 0.01% |
|   |  |                               | Sub-Total                   | 45690052  | 45690052  | 45689950  | 102 | 99.99% | 0.01% |
|   |  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 18038901  | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |  | Grand Total                   | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   |  |                               | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 40566059  | 40566059  | 40566059  | 102 | 99.99% | 0.01% |
|   |  |                               | Grand Total                 | 128982535 | 124235336 | 124235234 | 102 | 99.99% | 0.01% |

\* 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 (32<sup>nd</sup>) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary Resolution.

|   |  |                               |                             |            |          |          |      |        |       |
|---|--|-------------------------------|-----------------------------|------------|----------|----------|------|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894\$ | 8333356  | 8333356  | 0    | 100%   | 0%    |
|   |  |                               | Public                      | 22527158   | 22527158 | 22527056 | 102  | 99.99% | 0.01% |
|   |  |                               | Sub-Total                   | 45690052   | 30860514 | 30860412 | 102  | 99.99% | 0.01% |
|   |  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582*  | 60506383 | 60506383 | 0    | 100%   | 0%    |
|   |  |                               | Public                      | 18038901   | 18038901 | 18038901 | 0    | 100%   | 0%    |
|   |  | Grand Total                   | Sub-Total                   | 83292483   | 78545284 | 78545284 | 0    | 100%   | 0%    |
|   |  |                               | Promoters & Promoters Group | 88416476*  | 68839739 | 68839739 | 100% | 100%   | 0%    |
|   |  |                               | Public                      |            |          |          |      |        |       |







|  | Company, from time to time, for a period of five (5) financial years, effective financial year 2018-2019 till the financial year 2022-2023 | Grand Total | Sub-Total                   |           | 83292483  | 78545284 | 41171296 | 37373988 | 52.42% | 47.58% |
|--|--|-------------|-----------------------------|-----------|-----------|----------|----------|----------|--------|--------|
|  |  |             | Promoters & Promoters Group |           |           |          |          |          |        |        |
|  |  |             | Public                      |           |           |          |          |          |        |        |
|  |  |             | Grand Total                 |           |           |          |          |          |        |        |
|  |  |             |                             | 88416476* | 68839739  | 31465751 | 37373988 | 45.71%   | 54.29% |        |
|  |  |             |                             | 40566059  | 40566059  | 40565957 | 102      | 99.99%   | 0.01%  |        |
|  |  |             |                             | 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

I, 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.

| A | B  | C                             | D                           | E         | F         | G         | H   | I      | J     |
|---|--|-------------------------------|-----------------------------|-----------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 22527158  | 22527158  | 22526958  | 200 | 99.99% | 0.01% |
|   |  |                               | Sub-Total                   | 45690052  | 45690052  | 45689852  | 200 | 99.99% | 0.01% |
|   |  |                               | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   |  | Physical Poll (Ballot) Voting | Public                      | 18038901  | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |  |                               | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   |  | Grand Total                   | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 40566059  | 40566059  | 40565859  | 200 | 99.99% | 0.01% |
|   |  |                               | Grand Total                 | 128982535 | 124235336 | 124235136 | 200 | 99.99% | 0.01% |

\* 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 (32<sup>nd</sup>) 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.*

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## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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

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 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.



*P. Parakh*

*Parakh*



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 (CDSIL), the authorised agency to provide the e-voting facilities engaged by the Company and the physical ballot (poll) form/s submitted by the Shareholder/s (Member/s) present (in person or by proxy) at the Thirty-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.



*P. Rajwar*

*Parakh*





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.



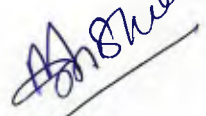

*P. Raju*



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:-

1. 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 through 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.



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



**CS Mukesh Dulichandji Parakh**


**CSI 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**



**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 & Manner (Mode) of Voting | Voted in favour of the resolution |  | Voted against the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|------------------------------------|-----------------------------------|--|------------------------------|--|---|--------------------|
|                                    | No. of Members                    | No. of votes cast with % of total no. of valid votes | No. of Members               | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>e-Voting</b>                    |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 3                                 | 23162894 (50.70%)                                    | NIL                          | NIL  | NIL                                       | NIL                |
| Public                             | 62                                | 22527158 (49.30%)                                    | NIL                          | NIL  | NIL                                       | NIL                |
| <b>Total e-Voting (a)</b>          | <b>65</b>                         | <b>45690052 (100.00%)</b>                            | <b>NIL</b>                   | <b>NIL</b>   | <b>NIL</b>                                | <b>NIL</b>         |
| <b>Physical Poll</b>               |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 6                                 | 60506383 (77.03%)                                    | NIL                          | NIL  | 1   | 4747199            |
| Public                             | 10                                | 18038901 (22.97%)                                    | NIL                          | NIL  | NIL                                       | NIL                |
| <b>Total Physical Poll (b)</b>     | <b>16</b>                         | <b>78545284 (100.00%)</b>                            | <b>NIL</b>                   | <b>NIL</b>   | <b>1</b>                                  | <b>4747199</b>     |
| <b>Grand-Total</b>                 | <b>81</b>                         | <b>124235336 (100.00%)</b>                           | <b>NIL</b>                   | <b>NIL</b>   | <b>1</b>                                  | <b>4747199</b>     |

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

| Category & Manner (Mode) of Voting | Voted in favour of the resolution |  | Voted against the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|------------------------------------|-----------------------------------|--|------------------------------|--|---|--------------------|
|                                    | No. of Members                    | No. of votes cast with % of total no. of valid votes | No. of Members               | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>e-Voting</b>                    |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 3                                 | 23162894 (50.69%)                                    | NIL                          | NIL  | NIL                                       | NIL                |
| Public                             | 61                                | 22527156 (49.30%)                                    | 1                            | 2 (0.01%)  | NIL                                       | NIL                |
| <b>Total e-Voting (a)</b>          | <b>64</b>                         | <b>45690050 (99.99%)</b>                             | <b>1</b>                     | <b>2 (0.01%)</b>                                     | <b>NIL</b>                                | <b>NIL</b>         |
| <b>Physical Poll</b>               |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 6                                 | 60506383 (77.03%)                                    | NIL                          | NIL  | 1   | 4747199            |
| Public                             | 10                                | 18038901 (22.97%)                                    | NIL                          | NIL  | NIL                                       | NIL                |



*P. Parakh*

*Parakh*



|                         |    |                       |     |              |   |         |
|-------------------------|----|-----------------------|-----|--------------|---|---------|
| Total Physical Poll (b) | 16 | 78545284<br>(100.00%) | NIL | NIL          | 1 | 4747199 |
| Grand-Total             | 80 | 124235334<br>(99.99%) | 1   | 2<br>(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 & Manner (Mode) of Voting | Voted in favour of the resolution |  | Voted against the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|------------------------------------|-----------------------------------|--|------------------------------|--|---|--------------------|
|                                    | No. of Members                    | No. of votes cast with % of total no. of valid votes | No. of Members               | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>e-Voting</b>                    |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 3                                 | 23162894<br>(50.69%)                                 | NIL                          | NIL  | NIL                                       | NIL                |
| Public                             | 60                                | 22527056<br>(49.30%)                                 | 2                            | 102<br>(0.01%)                                       | NIL                                       | NIL                |
| <b>Total e-Voting (a)</b>          | <b>63</b>                         | <b>45689950<br/>(99.99%)</b>                         | <b>2</b>                     | <b>102<br/>(0.01%)</b>                               | <b>NIL</b>                                | <b>NIL</b>         |
| <b>Physical Poll</b>               |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 6                                 | 60506383<br>(77.03%)                                 | NIL                          | NIL  | 1   | 4747199            |
| Public                             | 10                                | 18038901<br>(22.97%)                                 | NIL                          | NIL  | NIL                                       | NIL                |
| <b>Total Physical Poll (b)</b>     | <b>16</b>                         | <b>78545284<br/>(100.00%)</b>                        | <b>NIL</b>                   | <b>NIL</b>   | <b>1</b>                                  | <b>4747199</b>     |
| <b>Grand-Total</b>                 | <b>79</b>                         | <b>124235234<br/>(99.99%)</b>                        | <b>2</b>                     | <b>102<br/>(0.01%)</b>                               | <b>1</b>                                  | <b>4747199</b>     |

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 & Manner (Mode) of Voting | Voted in favour of the resolution |  | Voted against the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|------------------------------------|-----------------------------------|--|------------------------------|--|---|--------------------|
|                                    | No. of Members                    | No. of votes cast with % of total no. of valid votes | No. of Members               | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>e-Voting</b>                    |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 3                                 | 23162894<br>(50.69%)                                 | NIL                          | NIL  | NIL                                       | NIL                |
| Public                             | 61                                | 22527058<br>(49.30%)                                 | 1                            | 100<br>(0.01%)                                       | NIL                                       | NIL                |
| <b>Total e-Voting (a)</b>          | <b>64</b>                         | <b>45689952<br/>(99.99%)</b>                         | <b>1</b>                     | <b>100<br/>(0.01%)</b>                               | <b>NIL</b>                                | <b>NIL</b>         |
| <b>Physical Poll</b>               |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 6                                 | 60506383<br>(77.03%)                                 | NIL                          | NIL  | 1   | 4747199            |



*S. S. Kothari*

*Mukesh Parakh*





|                                |           |                               |            |                        |          |                |
|--------------------------------|-----------|-------------------------------|------------|------------------------|----------|----------------|
| Public                         | 10        | 18038901<br>(22.97%)          | NIL        | NIL                    | NIL      | NIL            |
| <b>Total Physical Poll (b)</b> | <b>16</b> | <b>78545284<br/>(100.00%)</b> | <b>NIL</b> | <b>NIL</b>             | <b>1</b> | <b>4747199</b> |
| <b>Grand-Total</b>             | <b>80</b> | <b>124235236<br/>(99.99%)</b> | <b>1</b>   | <b>100<br/>(0.01%)</b> | <b>1</b> | <b>4747199</b> |

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 & Manner (Mode) of Voting | Voted in favour of the resolution |  | Voted against the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|------------------------------------|-----------------------------------|--|------------------------------|--|---|--------------------|
|                                    | No. of Members                    | No. of votes cast with % of total no. of valid votes | No. of Members               | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>e-Voting</b>                    |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 3                                 | 23162894<br>(50.69%)                                 | NIL                          | NIL  | NIL                                       | NIL                |
| Public                             | 60                                | 22527056<br>(49.30%)                                 | 2                            | 102<br>(0.01%)                                       | NIL                                       | NIL                |
| <b>Total e-Voting (a)</b>          | <b>63</b>                         | <b>45689950<br/>(99.99%)</b>                         | <b>2</b>                     | <b>102<br/>(0.01%)</b>                               | <b>NIL</b>                                | <b>NIL</b>         |
| <b>Physical Poll</b>               |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 6                                 | 60506383<br>(77.03%)                                 | NIL                          | NIL  | 1   | 4747199            |
| Public                             | 10                                | 18038901<br>(22.97%)                                 | NIL                          | NIL  | NIL                                       | NIL                |
| <b>Total Physical Poll (b)</b>     | <b>16</b>                         | <b>78545284<br/>(100.00%)</b>                        | <b>NIL</b>                   | <b>NIL</b>   | <b>1</b>                                  | <b>4747199</b>     |
| <b>Grand-Total</b>                 | <b>79</b>                         | <b>124235234<br/>(99.99%)</b>                        | <b>2</b>                     | <b>102<br/>(0.01%)</b>                               | <b>1</b>                                  | <b>4747199</b>     |

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

| Category & Manner (Mode) of Voting | Voted in favour of the resolution |  | Voted against the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|------------------------------------|-----------------------------------|--|------------------------------|--|---|--------------------|
|                                    | No. of Members                    | No. of votes cast with % of total no. of valid votes | No. of Members               | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>e-Voting</b>                    |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 1                                 | 8333356<br>(27.00%)                                  | NIL                          | NIL  | 2   | 14829538           |
| Public                             | 60                                | 22527056<br>(72.99%)                                 | 2                            | 102<br>(0.01%)                                       | NIL                                       | NIL                |



*R. Parakh*

*Parakh*



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

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 & Manner (Mode) of Voting | Voted in favour of the resolution |  | Voted against the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|------------------------------------|-----------------------------------|--|------------------------------|--|---|--------------------|
|                                    | No. of Members                    | No. of votes cast with % of total no. of valid votes | No. of Members               | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>e-Voting</b>                    |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 3                                 | 23162894<br>(50.69%)                                 | NIL                          | NIL  | NIL                                       | NIL                |
| Public                             | 60                                | 22527056<br>(49.30%)                                 | 2                            | 102<br>(0.01%)                                       | NIL                                       | NIL                |
| <b>Total e-Voting (a)</b>          | <b>63</b>                         | <b>45689950</b><br>(99.99%)                          | <b>2</b>                     | <b>102</b><br>(0.01%)                                | <b>NIL</b>                                | <b>NIL</b>         |
| <b>Physical Poll</b>               |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 6                                 | 60506383<br>(77.03%)                                 | NIL                          | NIL  | 1   | 4747199            |
| Public                             | 10                                | 18038901<br>(22.97%)                                 | NIL                          | NIL  | NIL                                       | NIL                |
| <b>Total Physical Poll (b)</b>     | <b>16</b>                         | <b>78545284</b><br>(100.00%)                         | <b>NIL</b>                   | <b>NIL</b>   | <b>1</b>                                  | <b>4747199</b>     |
| <b>Grand-Total</b>                 | <b>79</b>                         | <b>124235234</b><br>(99.99%)                         | <b>2</b>                     | <b>102</b><br>(0.01%)                                | <b>1</b>                                  | <b>4747199</b>     |

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



*P. Parakh*

*parakh*





| Category & Manner (Mode) of Voting | Voted in favour of the resolution |  | Voted against the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|------------------------------------|-----------------------------------|--|------------------------------|--|---|--------------------|
|                                    | No. of Members                    | No. of votes cast with % of total no. of valid votes | No. of Members               | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>e-Voting</b>                    |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 1                                 | 8333356 (27.00%)                                     | NIL                          | NIL  | 2   | 14829538           |
| Public                             | 60                                | 22527056 (72.99%)                                    | 2                            | 102 (0.01%)  | NIL                                       | NIL                |
| <b>Total e-Voting (a)</b>          | <b>61</b>                         | <b>30860412 (99.99%)</b>                             | <b>2</b>                     | <b>102 (0.01%)</b>                                   | <b>2</b>                                  | <b>14829538</b>    |
| <b>Physical Poll</b>               |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 3                                 | 23132395 (29.45%)                                    | 3                            | 37373988 (47.58%)                                    | 1   | 4747199            |
| Public                             | 10                                | 18038901 (22.97%)                                    | NIL                          | NIL  | NIL                                       | NIL                |
| <b>Total Physical Poll (b)</b>     | <b>13</b>                         | <b>41171296 (52.42%)</b>                             | <b>3</b>                     | <b>37373988 (47.58%)</b>                             | <b>1</b>                                  | <b>4747199</b>     |
| <b>Grand-Total</b>                 | <b>74</b>                         | <b>72031708 (65.84%)</b>                             | <b>5</b>                     | <b>37374090 (34.16%)</b>                             | <b>3</b>                                  | <b>19576737</b>    |

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

| Category & Manner (Mode) of Voting | Voted in favour of the resolution |  | Voted against the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|------------------------------------|-----------------------------------|--|------------------------------|--|---|--------------------|
|                                    | No. of Members                    | No. of votes cast with % of total no. of valid votes | No. of Members               | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>e-Voting</b>                    |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 3                                 | 23162894 (50.69%)                                    | NIL                          | NIL  | NIL                                       | NIL                |
| Public                             | 61                                | 22526958 (49.30%)                                    | 1                            | 200 (0.01%)  | NIL                                       | NIL                |
| <b>Total e-Voting (a)</b>          | <b>64</b>                         | <b>45689852 (99.99%)</b>                             | <b>1</b>                     | <b>200 (0.01%)</b>                                   | <b>NIL</b>                                | <b>NIL</b>         |
| <b>Physical Poll</b>               |                                   |  |                              |  |   |                    |
| Promoters & Promoters Group        | 6                                 | 60506383 (77.03%)                                    | NIL                          | NIL  | 1   | 4747199            |
| Public                             | 10                                | 18038901 (22.97%)                                    | NIL                          | NIL  | NIL                                       | NIL                |
| <b>Total Physical Poll (b)</b>     | <b>16</b>                         | <b>78545284 (100.00%)</b>                            | <b>NIL</b>                   | <b>NIL</b>   | <b>1</b>                                  | <b>4747199</b>     |
| <b>Grand-Total</b>                 | <b>80</b>                         | <b>124235136 (99.99%)</b>                            | <b>1</b>                     | <b>200 (0.01%)</b>                                   | <b>1</b>                                  | <b>4747199</b>     |



*P. Parakh*



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 e-voting 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**  
**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  
Ramdaspath, Nagpur - 440010, Maharashtra  
+91 712 2434703 / 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.



*P. Jayarao*



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.





*P. Parakh*

*Parakh*



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:-

1. 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**

  
**CS Pranab Panigrahi**  
**Company Secretary**  
**ICSI Membership No. ACS – 16186**



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







**SUMMARY RESULT OF e-VOTING**

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

| Voted in <b>favour</b> of the resolution |  | Voted <b>against</b> the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|--|--|-------------------------------------|--|---|--------------------|
| No. of Members                           | No. of votes cast with % of total no. of valid votes | No. of Members                      | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>65</b>                                | <b>45690052 (100.00%)</b>                            | <b>NIL</b>                          | <b>NIL</b>   | <b>NIL</b>                                | <b>NIL</b>         |

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

| Voted in <b>favour</b> of the resolution |  | Voted <b>against</b> the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|--|--|-------------------------------------|--|---|--------------------|
| No. of Members                           | No. of votes cast with % of total no. of valid votes | No. of Members                      | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>64</b>                                | <b>45690050 (99.99%)</b>                             | <b>1</b>                            | <b>2 (0.01%)</b>                                     | <b>NIL</b>                                | <b>NIL</b>         |

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 <b>favour</b> of the resolution |  | Voted <b>against</b> the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|--|--|-------------------------------------|--|---|--------------------|
| No. of Members                           | No. of votes cast with % of total no. of valid votes | No. of Members                      | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>63</b>                                | <b>45689950 (99.99%)</b>                             | <b>2</b>                            | <b>102 (0.01%)</b>                                   | <b>NIL</b>                                | <b>NIL</b>         |



*P. Parakh*

*Parakh*



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 <b>favour</b> of the resolution |  | Voted <b>against</b> the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|--|--|-------------------------------------|--|---|--------------------|
| No. of Members                           | No. of votes cast with % of total no. of valid votes | No. of Members                      | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>64</b>                                | <b>45689952 (99.99%)</b>                             | <b>1</b>                            | <b>100 (0.01%)</b>                                   | <b>NIL</b>                                | <b>NIL</b>         |

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

| Voted in <b>favour</b> of the resolution |  | Voted <b>against</b> the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|--|--|-------------------------------------|--|---|--------------------|
| No. of Members                           | No. of votes cast with % of total no. of valid votes | No. of Members                      | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>63</b>                                | <b>45689950 (99.99%)</b>                             | <b>2</b>                            | <b>102 (0.01%)</b>                                   | <b>NIL</b>                                | <b>NIL</b>         |

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 <b>favour</b> of the resolution |  | Voted <b>against</b> the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|--|--|-------------------------------------|--|---|--------------------|
| No. of Members                           | No. of votes cast with % of total no. of valid votes | No. of Members                      | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>61</b>                                | <b>30860412 (99.99%)</b>                             | <b>2</b>                            | <b>102 (0.01%)</b>                                   | <b>2</b>                                  | <b>14829538</b>    |



*R. Rajaraj*

*parakh*



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 resolution |  | Voted <b>against</b> the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|--|--|-------------------------------------|--|---|--------------------|
| No. of Members                           | No. of votes cast with % of total no. of valid votes | No. of Members                      | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>63</b>                                | <b>45689950 (99.99%)</b>                             | <b>2</b>                            | <b>102 (0.01%)</b>                                   | <b>NIL</b>                                | <b>NIL</b>         |

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 <b>favour</b> of the resolution |  | Voted <b>against</b> the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|--|--|-------------------------------------|--|---|--------------------|
| No. of Members                           | No. of votes cast with % of total no. of valid votes | No. of Members                      | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>61</b>                                | <b>30860412 (99.99%)</b>                             | <b>2</b>                            | <b>102 (0.01%)</b>                                   | <b>2</b>                                  | <b>14829538</b>    |

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



*Parakh*





| Voted in <b>favour</b> of the resolution |  | Voted <b>against</b> the resolution |  | Invalid / Abstain / By Interested Parties |                    |
|--|--|-------------------------------------|--|---|--------------------|
| No. of Members                           | No. of votes cast with % of total no. of valid votes | No. of Members                      | No. of votes cast with % of total no. of valid votes | No. of Members                            | Total No. of votes |
| <b>64</b>                                | <b>45689852 (99.99%)</b>                             | <b>1</b>                            | <b>200 (0.01%)</b>                                   | <b>NIL</b>                                | <b>NIL</b>         |

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



*[Handwritten Signature]*

**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**

*[Handwritten Signature]*  
**CS Pranab Panigrahi**  
**Company Secretary**  
**ICSI Membership No. ACS – 16186**



*[Handwritten Signature]*  
**Ravi Bhushan Bhardwaj**  
**Non-executive Chairman**  
**DIN - 00054700**

**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

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

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 the Resolution | Particulars of Resolution   | Type of Shareholding        | No of Total Votes Polled | No of Valid Votes | Votes in Numbers |         |   | Votes in % |         |
|---------------------------|---|-----------------------------|--------------------------|-------------------|------------------|---------|---|------------|---------|
|                           |   |                             |                          |                   | Favour           | Against | F | Favour     | Against |
| 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 | Promoters & Promoters Group | 23162894                 | 23162894          | 23162894         | 0       |   | 100%       | 0%      |
|                           |   | Public                      | 22527158                 | 22527158          | 22527158         | 0       |   | 100%       | 0%      |
|                           |   | Total                       | 45690052                 | 45690052          | 45690052         | 0       |   | 100%       | 0%      |



*P. Parakh*

| A | B  | C                           | D        | E        | F        | G | H      | I     |
|---|--|-----------------------------|----------|----------|----------|---|--------|-------|
| 2 | Ordinary Resolution – Declaration of a Final Dividend @5% (i.e. ₹ 0.50 per Equity Share) on Equity Shares of the Company | Promoters & Promoters Group | 23162894 | 23162894 | 23162894 | 0 | 100%   | 0%    |
|   |  | Public                      | 22527158 | 22527158 | 22527156 | 2 | 99.99% | 0.01% |
|   |  | Total                       | 45690052 | 45690052 | 45690050 | 2 | 99.99% | 0.01% |

|   |  |                             |          |          |          |     |        |       |
|---|--|-----------------------------|----------|----------|----------|-----|--------|-------|
| 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 | Promoters & Promoters Group | 23162894 | 23162894 | 23162894 | 0   | 100%   | 0%    |
|   |  | Public                      | 22527158 | 22527158 | 22527056 | 102 | 99.99% | 0.01% |
|   |  | Total                       | 45690052 | 45690052 | 45689950 | 102 | 99.99% | 0.01% |

|   |   |                             |          |          |          |     |        |       |
|---|---|-----------------------------|----------|----------|----------|-----|--------|-------|
| 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 | Promoters & Promoters Group | 23162894 | 23162894 | 23162894 | 0   | 100%   | 0%    |
|   |   | Public                      | 22527158 | 22527158 | 22527058 | 100 | 99.99% | 0.01% |
|   |   | Total                       | 45690052 | 45690052 | 45689952 | 100 | 99.99% | 0.01% |



*S. S. Kothari Mehta & Co.*



*parakh*



**Mukesh Parakh & Associates**  
**Company Secretaries**

**Continuation Sheet**

| A | B  | C                           | D        | E        | F        | G   | H      | I     |
|---|--|-----------------------------|----------|----------|----------|-----|--------|-------|
| 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 | Promoters & Promoters Group | 23162894 | 23162894 | 23162894 | 0   | 100%   | 0%    |
|   |  | Public                      | 22527158 | 22527158 | 22527056 | 102 | 99.99% | 0.01% |
|   |  | Total                       | 45690052 | 45690052 | 45689950 | 102 | 99.99% | 0.01% |

|   |  |                             |           |          |          |     |        |       |
|---|--|-----------------------------|-----------|----------|----------|-----|--------|-------|
| 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 | Promoters & Promoters Group | 23162894* | 8333356  | 8333356  | 0   | 100%   | 0%    |
|   |  | Public                      | 22527158  | 22527158 | 22527056 | 102 | 99.99% | 0.01% |
|   |  | Total                       | 45690052  | 30860514 | 30860412 | 102 | 99.99% | 0.01% |

**\* Includes 14829538 Equity Shares – Voted By Interested Parties**

|   |   |                             |          |          |          |     |        |       |
|---|---|-----------------------------|----------|----------|----------|-----|--------|-------|
| 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 | Promoters & Promoters Group | 23162894 | 23162894 | 23162894 | 0   | 100%   | 0%    |
|   |   | Public                      | 22527158 | 22527158 | 22527056 | 102 | 99.99% | 0.01% |
|   |   | Total                       | 45690052 | 45690052 | 45689950 | 102 | 99.99% | 0.01% |



*Parakh*

**Mukesh Parakh & Associates**  
**Company Secretaries**

*Continuation Sheet*

| A | B  | C                           | D         | E        | F        | G   | H      | I     |
|---|--|-----------------------------|-----------|----------|----------|-----|--------|-------|
|   | 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 | Promoters & Promoters Group | 23162894* | 8333356  | 8333356  | 0   | 100%   | 0%    |
| 8 |  | Public                      | 22527158  | 22527158 | 22527056 | 102 | 99.99% | 0.01% |
|   |  | Total                       | 45690052  | 30860514 | 30860412 | 102 | 99.99% | 0.01% |

*\* Includes 14829538 Equity Shares – Voted By Interested Parties*

|   |  |                             |          |          |          |     |        |       |
|---|--|-----------------------------|----------|----------|----------|-----|--------|-------|
|   | 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 | Promoters & Promoters Group | 23162894 | 23162894 | 23162894 | 0   | 100%   | 0%    |
| 9 |  | Public                      | 22527158 | 22527158 | 22526958 | 200 | 99.99% | 0.01% |
|   |  | Total                       | 45690052 | 45690052 | 45689852 | 200 | 99.99% | 0.01% |

**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**

**Company**

**For Sunflag Iron and Steel Company Limited**

**Company**

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



**CS Pranab Panigrahi**  
**Company Secretary**  
**ICSI Membership No. ACS – 16186**

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

NAME OF THE COMPANY

- SUNFLAG IRON AND STEEL COMPANY LIMITED

CORPORATE IDENTIFICATION NUMBER (CIN)

- L 27100 MH 1984 PLC 034003

REGISTERED OFFICE

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

THIRTY-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



*P. Parakh*





| Sr. No. of the Resolution | Particulars of Resolution   | Mode of Voting                | Type of Shareholding        | No of Total Votes Polled | No of Total Valid Votes | Votes in Numbers |         | Votes in % |         |
|---------------------------|---|-------------------------------|-----------------------------|--------------------------|-------------------------|------------------|---------|------------|---------|
|                           |   |                               |                             |                          |                         | Favour           | Against | Favour     | Against |
| A                         | B   | C                             | D                           | E                        | F                       | G                | H       | I          | J       |
| 1                         | Ordinary Resolution – 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 | e-Voting                      | Promoters & Promoters Group | 23162894                 | 23162894                | 23162894         | 0       | 100%       | 0%      |
|                           |   |                               | Public                      | 22527158                 | 22527158                | 22527158         | 0       | 100%       | 0%      |
|                           |   |                               | Sub-Total                   | 45690052                 | 45690052                | 45690052         | 0       | 100%       | 0%      |
|                           |   | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582*                | 60506383                | 60506383         | 0       | 100%       | 0%      |
|                           |   |                               | Public                      | 18038901                 | 18038901                | 18038901         | 0       | 100%       | 0%      |
|                           |   | Grand Total                   | Sub-Total                   | 83292483                 | 78545284                | 78545284         | 0       | 100%       | 0%      |
|                           |   |                               | Promoters & Promoters Group | 88416476*                | 83669277                | 83669277         | 0       | 100%       | 0%      |
|                           |   |                               | Public                      | 40566059                 | 40566059                | 40566059         | 0       | 100%       | 0%      |
|                           |   |                               | Grand Total                 | 128982535                | 124235336               | 124235336        | 0       | 100%       | 0%      |

\* Includes 4747199 Equity Shares – Abstain from Voting

|   |  |                               |                             |           |           |           |   |        |       |
|---|--|-------------------------------|-----------------------------|-----------|-----------|-----------|---|--------|-------|
| 2 | Ordinary Resolution – Declaration of a Final Dividend @5% (i.e. ₹ 0.50 per Equity Share) on Equity Shares of the Company | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0 | 100%   | 0%    |
|   |  |                               | Public                      | 22527158  | 22527158  | 22527158  | 2 | 99.99% | 0.01% |
|   |  |                               | Sub-Total                   | 45690052  | 45690052  | 45690050  | 2 | 99.99% | 0.01% |
|   |  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0 | 100%   | 0%    |
|   |  |                               | Public                      | 18038901  | 18038901  | 18038901  | 0 | 100%   | 0%    |
|   |  | Grand Total                   | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0 | 100%   | 0%    |
|   |  |                               | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0 | 100%   | 0%    |
|   |  |                               | Public                      | 40566059  | 40566059  | 40566057  | 2 | 99.99% | 0.01% |
|   |  |                               | Grand Total                 | 128982535 | 124235336 | 124235334 | 2 | 99.99% | 0.01% |

\* Includes 4747199 Equity Shares – Abstain from Voting



*P. Parakh*



| A | B  | C                             | D                           | E         | F         | G         | H   | I      | J     |
|---|--|-------------------------------|-----------------------------|-----------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 22527158  | 22527158  | 22527056  | 102 | 99.99% | 0.01% |
|   |  |                               | Sub-Total                   | 45690052  | 45690052  | 45689950  | 102 | 99.99% | 0.01% |
|   |  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 18038901  | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |  | Grand Total                   | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   |  |                               | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 40566059  | 40566059  | 40565957  | 102 | 99.99% | 0.01% |
|   |  |                               | Grand Total                 | 128982535 | 124235336 | 124235234 | 102 | 99.99% | 0.01% |

\* Includes 4747199 Equity Shares – Abstain from Voting

|   |   |                               |                             |           |           |           |     |        |       |
|---|---|-------------------------------|-----------------------------|-----------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0   | 100%   | 0%    |
|   |   |                               | Public                      | 22527158  | 22527158  | 22527058  | 100 | 99.99% | 0.01% |
|   |   |                               | Sub-Total                   | 45690052  | 45690052  | 45689952  | 100 | 99.99% | 0.01% |
|   |   | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   |   |                               | Public                      | 18038901  | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |   | Grand Total                   | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   |   |                               | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0   | 100%   | 0%    |
|   |   |                               | Public                      | 40566059  | 40566059  | 40565959  | 100 | 99.99% | 0.01% |
|   |   |                               | Grand Total                 | 128982535 | 124235336 | 124235236 | 100 | 99.99% | 0.01% |

\* Includes 4747199 Equity Shares – Abstain from Voting



*P. Rajiv*





**Mukesh Parakh & Associates**  
**Company Secretaries**

| A | B  | C                             | D                           | E         | F         | G         | H   | I      | J     |
|---|--|-------------------------------|-----------------------------|-----------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 22527158  | 22527158  | 22527056  | 102 | 99.99% | 0.01% |
|   |  |                               | Sub-Total                   | 45690052  | 45690052  | 45689950  | 102 | 99.99% | 0.01% |
|   |  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 18038901  | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |  |                               | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   | Grand Total  | Promoters & Promoters Group   | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 40566059  | 40566059  | 40565957  | 102 | 99.99% | 0.01% |
|   |  |                               | Grand Total                 | 128982535 | 124235336 | 124235234 | 102 | 99.99% | 0.01% |

\* Includes 4747199 Equity Shares – Abstain from Voting

|   |  |                               |                             |            |           |           |     |        |       |
|---|--|-------------------------------|-----------------------------|------------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894\$ | 8333356   | 8333356   | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 22527158   | 22527158  | 22527056  | 102 | 99.99% | 0.01% |
|   |  |                               | Sub-Total                   | 45690052   | 30860514  | 30860412  | 102 | 99.99% | 0.01% |
|   |  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582*  | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 18038901   | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |  |                               | Sub-Total                   | 83292483   | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   | Grand Total  | Promoters & Promoters Group   | Promoters & Promoters Group | 88416476#  | 68839739  | 68839739  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 40566059   | 40566059  | 40565957  | 102 | 99.99% | 0.01% |
|   |  |                               | Grand Total                 | 128982535  | 109405798 | 109405696 | 102 | 99.99% | 0.01% |

\$ 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



*P. Raju*





**Mukesh Parakh & Associates**  
**Company Secretaries**

Continuation Sheet

| A | B   | C                             | D                           | E         | F         | G         | H   | I      | J     |
|---|---|-------------------------------|-----------------------------|-----------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0   | 100%   | 0%    |
|   |   |                               | Public                      | 22527158  | 22527158  | 22527056  | 102 | 99.99% | 0.01% |
|   |   |                               | Sub-Total                   | 45690052  | 45690052  | 45689950  | 102 | 99.99% | 0.01% |
|   |   | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   |   |                               | Public                      | 18038901  | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |   |                               | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   |   | Grand Total                   | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0   | 100%   | 0%    |
|   |   |                               | Public                      | 40566059  | 40566059  | 40565957  | 102 | 99.99% | 0.01% |
|   |   |                               | Grand Total                 | 128982535 | 124235336 | 124235234 | 102 | 99.99% | 0.01% |

\* Includes 4747199 Equity Shares – Abstain from Voting

|   |  |                               |                             |            |           |          |          |        |        |
|---|--|-------------------------------|-----------------------------|------------|-----------|----------|----------|--------|--------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894\$ | 8333356   | 8333356  | 0        | 100%   | 0%     |
|   |  |                               | Public                      | 22527158   | 22527158  | 22527056 | 102      | 99.99% | 0.01%  |
|   |  |                               | Sub-Total                   | 45690052   | 30860514  | 30860412 | 102      | 99.99% | 0.01%  |
|   |  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582*  | 60506383  | 23132395 | 37373988 | 38.23% | 61.77% |
|   |  |                               | Public                      | 18038901   | 18038901  | 18038901 | 0        | 100%   | 0%     |
|   |  |                               | Sub-Total                   | 83292483   | 78545284  | 41171296 | 37373988 | 52.42% | 47.58% |
|   |  | Grand Total                   | Promoters & Promoters Group | 88416476*  | 68839739  | 31465751 | 37373988 | 45.71% | 54.29% |
|   |  |                               | Public                      | 40566059   | 40566059  | 40565957 | 102      | 99.99% | 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



*P. Parakh*



| A | B  | C                             | D                           | E         | F         | G         | H   | I      | J     |
|---|--|-------------------------------|-----------------------------|-----------|-----------|-----------|-----|--------|-------|
| 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 | e-Voting                      | Promoters & Promoters Group | 23162894  | 23162894  | 23162894  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 22527158  | 22527158  | 22526958  | 200 | 99.99% | 0.01% |
|   |  |                               | Sub-Total                   | 45690052  | 45690052  | 45689852  | 200 | 99.99% | 0.01% |
|   |  | Physical Poll (Ballot) Voting | Promoters & Promoters Group | 65253582* | 60506383  | 60506383  | 0   | 100%   | 0%    |
|   | Grand Total  |                               | Public                      | 18038901  | 18038901  | 18038901  | 0   | 100%   | 0%    |
|   |  |                               | Sub-Total                   | 83292483  | 78545284  | 78545284  | 0   | 100%   | 0%    |
|   |  |                               | Promoters & Promoters Group | 88416476* | 83669277  | 83669277  | 0   | 100%   | 0%    |
|   |  |                               | Public                      | 40566059  | 40566059  | 40565859  | 200 | 99.99% | 0.01% |
|   |  |                               | Grand Total                 | 128982535 | 124235336 | 124235136 | 200 | 99.99% | 0.01% |

\* 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**



*Mukesh Parakh*

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

**Company**

**For Sunflag Iron and Steel Company Limited**



*Ravi Bhushan Bhardwaj*

**CS Pranab Panigrahi**  
**Company Secretary**  
**ICSI Membership No. ACS – 16186**

*Ravi Bhushan Bhardwaj*

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



## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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

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.



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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.



*P. Parakh*

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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. Parakh*

*Parakh*





- 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

| 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 |
| <b>16</b>   | <b>78545284 (100.00%)</b>   | <b>NIL</b>  | <b>NIL</b>  | <b>1</b>   | <b>4747199</b>                  |



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

| 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 |
| <b>16</b>   | <b>78545284 (100.00%)</b>   | <b>NIL</b>  | <b>NIL</b>  | <b>1</b>   | <b>4747199</b>                  |

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 <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 |
| <b>16</b>   | <b>78545284 (100.00%)</b>   | <b>NIL</b>  | <b>NIL</b>  | <b>1</b>   | <b>4747199</b>                  |

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



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| 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 |
| <b>16</b>   | <b>78545284<br/>(100.00%)</b>                                     | <b>NIL</b>  | <b>NIL</b>  | <b>1</b>   | <b>4747199</b>                  |

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

| 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 |
| <b>16</b>   | <b>78545284<br/>(100.00%)</b>                                     | <b>NIL</b>  | <b>NIL</b>  | <b>1</b>   | <b>4747199</b>                  |

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



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| 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 |
| <b>16</b>   | <b>78545284 (100.00%)</b>   | <b>NIL</b>  | <b>NIL</b>  | <b>1</b>   | <b>4747199</b>                  |

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 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 |
| <b>16</b>   | <b>78545284 (100.00%)</b>   | <b>NIL</b>  | <b>NIL</b>  | <b>1</b>   | <b>4747199</b>                  |

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



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| 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 |
| <b>13</b>   | <b>41171296<br/>(52.42%)</b>                                      | <b>3</b>  | <b>37373988<br/>(47.58%)</b>                                      | <b>1</b>   | <b>4747199</b>                  |

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 |
| <b>16</b>   | <b>78545284<br/>(100.00%)</b>                                     | <b>NIL</b>  | <b>NIL</b>  | <b>1</b>   | <b>4747199</b>                  |

- 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.



*P. Parakh*

*Parakh*



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 0340003

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 the Resolution | Particulars of Resolution   | Type of Shareholding        | No of Total Votes Polled | No of Valid Votes | Votes in Numbers |         | Votes in % |         |
|---------------------------|---|-----------------------------|--------------------------|-------------------|------------------|---------|------------|---------|
|                           |   |                             |                          |                   | Favour           | Against | Favour     | Against |
| 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 | C                           | D                        | E                 | F                | G       | H          | I       |
|                           |   | Promoters & Promoters Group | 65253582*                | 60506383          | 60506383         | 0       | 100%       | 0%      |
|                           |   | Public                      | 18038901                 | 18038901          | 18038901         | 0       | 100%       | 0%      |
|                           |   | Total                       | 83292483                 | 78545284          | 78545284         | 0       | 100%       | 0%      |

\* Includes 4747199 Equity Shares - Abstain from Voting





| A | B  | C                           | D         | E        | F        | G | H    | I  |
|---|--|-----------------------------|-----------|----------|----------|---|------|----|
| 2 | Ordinary Resolution – Declaration of a Final Dividend @5% (i.e. ₹ 0.50 per Equity Share) on Equity Shares of the Company | Promoters & Promoters Group | 65253582* | 60506383 | 60506383 | 0 | 100% | 0% |
|   |  | Public                      | 18038901  | 18038901 | 18038901 | 0 | 100% | 0% |
|   |  | Total                       | 83292483  | 78545284 | 78545284 | 0 | 100% | 0% |

**\* Includes 4747199 Equity Shares – Abstain from Voting**

|   |  |                             |           |          |          |   |      |    |
|---|--|-----------------------------|-----------|----------|----------|---|------|----|
| 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 | Promoters & Promoters Group | 65253582* | 60506383 | 60506383 | 0 | 100% | 0% |
|   |  | Public                      | 18038901  | 18038901 | 18038901 | 0 | 100% | 0% |
|   |  | Total                       | 83292483  | 78545284 | 78545284 | 0 | 100% | 0% |

**\* Includes 4747199 Equity Shares – Abstain from Voting**

|   |   |                             |           |          |          |   |      |    |
|---|---|-----------------------------|-----------|----------|----------|---|------|----|
| 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 | Promoters & Promoters Group | 65253582* | 60506383 | 60506383 | 0 | 100% | 0% |
|   |   | Public                      | 18038901  | 18038901 | 18038901 | 0 | 100% | 0% |
|   |   | Total                       | 83292483  | 78545284 | 78545284 | 0 | 100% | 0% |

**\* Includes 4747199 Equity Shares – Abstain from Voting**



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*P. Parakh*



| A | B  | C                           | D         | E        | F        | G | H    | I  |
|---|--|-----------------------------|-----------|----------|----------|---|------|----|
| 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 | Promoters & Promoters Group | 65253582* | 60506383 | 60506383 | 0 | 100% | 0% |
|   |  | Public                      | 18038901  | 18038901 | 18038901 | 0 | 100% | 0% |
|   |  | Total                       | 83292483  | 78545284 | 78545284 | 0 | 100% | 0% |

\* Includes 4747199 Equity Shares – Abstain from Voting

|   |  |                             |           |          |          |   |      |    |
|---|--|-----------------------------|-----------|----------|----------|---|------|----|
| 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 | Promoters & Promoters Group | 65253582* | 60506383 | 60506383 | 0 | 100% | 0% |
|   |  | Public                      | 18038901  | 18038901 | 18038901 | 0 | 100% | 0% |
|   |  | Total                       | 83292483  | 78545284 | 78545284 | 0 | 100% | 0% |

\* Includes 4747199 Equity Shares – Abstain from Voting



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*P. Rajiv*



|   |   |                             |           |          |          |   |      |    |
|---|---|-----------------------------|-----------|----------|----------|---|------|----|
| 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 | Promoters & Promoters Group | 65253582* | 60506383 | 60506383 | 0 | 100% | 0% |
|   |   | Public                      | 18038901  | 18038901 | 18038901 | 0 | 100% | 0% |
|   |   | Total                       | 83292483  | 78545284 | 78545284 | 0 | 100% | 0% |

**\* Includes 4747199 Equity Shares – Abstain from Voting**

|   |  |                             |           |          |          |          |        |        |
|---|--|-----------------------------|-----------|----------|----------|----------|--------|--------|
| 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 | Promoters & Promoters Group | 65253582* | 60506383 | 23132395 | 37373988 | 38.23% | 61.77% |
|   |  | Public                      | 18038901  | 18038901 | 18038901 | 0        | 100%   | 0%     |
|   |  | Total                       | 83292483  | 78545284 | 41171296 | 37373988 | 52.42% | 47.58% |

**\* Includes 4747199 Equity Shares – Abstain from Voting**





|   |  |                             |           |          |          |   |      |    |
|---|--|-----------------------------|-----------|----------|----------|---|------|----|
| 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 | Promoters & Promoters Group | 65253582* | 60506383 | 60506383 | 0 | 100% | 0% |
|   |  | Public                      | 18038901  | 18038901 | 18038901 | 0 | 100% | 0% |
|   |  | Total                       | 83292483  | 78545284 | 78545284 | 0 | 100% | 0% |

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

**Scrutinizer**

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



*[Signature]*

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

**Company**

**For Sunflag Iron and Steel Company Limited**



*[Signature]*

**CS Pranab Panigrahi**  
**Company Secretary**  
**ICSI Membership No. ACS – 16186**

**Company**

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