By Online Filling

SECY / 2018/ 789 Thursday, 27th September, 2018

Manager, Deputy General of Corporate Services, Department **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, 400001 MUMBAI -



SUNFLAG IRON & STEEL CO. LTD.

REGD. OFFICE:

33, MOUNT ROAD, SADAR, NAGPUR - 440 001 (INDIA) PH.: 2524661, 2532901, 2520356, 2520358 FAX: 0712-2520360

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

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

Declaration of Results of Voting through e-voting (remote e-voting) and physical ballot for the Thirty-second (32nd) Annual General Meeting of the Shareholders (Members) of the Company held on 25th 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 25th September 2018 regarding outcome of the Thirty-second (32nd) Annual General Meeting of the Shareholders (Members) of the Company held on Tuesday, the 25th September 2018 at Nagpur.

In this context, we wish to inform you that the Thirty-second (32nd) Annual General Meeting of the Shareholders (Members) of the Company was held on Tuesdya, the 25th 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 13th August 2018 convening the said meeting.

Visit us at www.sunflagsteel.com

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MUMBAI OFFICE : 307, HAMILTON - B HIRANANDANI BUSINESS PARK GHODBUNDER ROAD, THANE - 4DD 607 TEL.: 022-25862294/5/6 FAX: 022-25861931







FUNE OFFICE: 65-69, FIFTH FLOOR, 'SAI KRIPA BHAVAN', PUNE MUMBAI HIGHWAY, **FARIDABAD OFFICE:** PLOT No. 12. SCTOR '6 CHARALWADI PIMPRI TEL.: 020 - 27424685 FAX: 020 - 27423013

mail: mktg_pz@sunflagaleel.com

MATHURA ROAD FARIDABAD - 121 006 TEL.: 0129 - 2311116, 23111112,

CHENNAL OFFICE : 705, 7th FLOOR, CHALLAMALL, 11/11A, SIR THIAGARAYA ROAD, T NAGAR, CHENNAI - 600 017 044-24342262, 24342263 FAX: 044-24347649

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 (32nd) Annual General Meeting. The e-voting (remote e-voting) was commenced from 10.00 Hrs. of Saturday, the 22nd September, 2015 and concluded at 17.00 Hrs of Monday, the 24th September, 2018.

At the venue of Thirty-second (32nd) 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^{nd}) Annual General Meeting of the Company based on the Scrutinizer's Report's together with information in prescribed format (Annexure – I) is also enclosed herewith.

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

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

Sincerely,

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi Company Secretary

ACS - 16186

Encl: As Above.

e-Mail: pranab panigrahi@sunflagsteel.com

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



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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 (32ND) ANNUAL GENERAL MEETING OF THE SHAREHOLDERS (MEMBERS) OF SUNFLAG IRON AND STEEL COMPANY LIMITED ('THE COMPANY") HELD ON TUESDAY, THE 25 DAY OF SEPTEMBER 2018 AT 15:00 HRS. AT INDIAN MEDICAL ASSOCIATION'S DR. DINKAR HARDAS CME HALL, DR. HARDAS IMA ANNEX, NORTH AMBAZARI ROAD, NAGPUR - 440010, MAHARASHTRA, INDIA

On the basis of the Scrutiniser's Report submitted by M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS – 4343, Certificate of Practice No. 13693], ('the Scrutinizer'), appointed by the Board of Directors, at their 169 Meeting held on Monday, the 13th day of August 2018, for conducting e-voting as well as physical ballot (poll) voting process at the Thirty-second (32nd) Annual General Meeting of the Shareholders (Members) of the Company in a fair and transparent manner in terms of the provisions of Section 108, 109 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20, 21 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), I do hereby declare the results

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NAGPUR

the voting on all the Ordinary and Special Resolution/s by the Equity Shareholders (Members) of the Company in respect of the Thirty-second (32nd) Annual General Meeting held on Tuesday, the 25th day of September2018 as follows:-

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



Sixty-two (62)
Forty-eight (48) including Twenty-eight (28) who have exercised their vote/s through e-voting process
Eight (8) [Out of Eight (8), One (1) has exercised his vote through evoting process, while Seven (7) has exercised their vote/s through Proxy
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
Not Applicable
Not Applicable
Not Applicable



Votes in %	Favour Against		r	100% 0%	7	7	7	3	3	7	7	7
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Votes in Numbers	Favour /	5	23162894		22527158	22527158 45690052	22527158 45690052 60506383	22527158 45690052 60506383 18038901	22527158 45690052 60506383 18038901 78545284	22527158 45690052 60506383 18038901 78545284	22527158 45690052 60506383 18038901 78545284	22527158 45690052 60506383 18038901 78545284 83669277
No of	Total Valid Votes	ш	23162894		22527158	22527158 45690052	22527158 45690052 60506383	22527158 45690052 60506383	22527158 45690052 60506383 18038901 78545284	22527158 45690052 60506383 18038901 78545284	22527158 45690052 60506383 18038901 78545284	22527158 45690052 60506383 18038901 78545284 83669277
No of Total	Votes Polled	В	23162894		22527158	22527158	22527158 45690052 65253582*	22527158 45690052 65253582*	22527158 45690052 65253582* 18038901 83292483	22527158 45690052 65253582* 18038901 83292483	22527158 45690052 65253582* 18038901 83292483	22527158 45690052 65253582* 18038901 83292483 88416476*
	l ype of Shareholding	0	Promoters & Promoters		Group	Group Public Sub-Total	Group Public Sub-Total Promoters &	Group Public Sub-Total Promoters & Promoters Group	Group Public Sub-Total Promoters & Promoters Group Public Sub-Total	Group Public Sub-Total Promoters & Promoters Group Public Sub-Total Promoters &	Group Public Sub-Total Promoters & Promoters Group Public Sub-Total Promoters & Promoters & Group	Group Public Sub-Total Promoters & Promoters Group Public Sub-Total Promoters & Promoters & Promoters & Promoters & Promoters
	Mode of Voting	o			e-Voting	e-Voting	e-Voting Physical Poll	e-Voting Physical Poll (Ballot)	e-Voting Physical Poll (Ballot)	e-Voting Physical Poll (Ballot) Voting	Physical Poll (Ballot) Voting	Physical Poll (Ballot) Voting Grand Total
	Particulars of Resolution	8			Ordinary Resolution – Adontion of	Ordinary Resolution – Adoption of Financial Statements (Standalone &	Ordinary Resolution – Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet, Statement of Profit & Loss, Cash Flow	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	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	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	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	Ordinary Resolution – Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, of the Company, together with the Board's Report and Report of the Statutory Auditors, for the financial Year 2017-2018 ended 31 March 2018
Sr No of	the Resolution	A						-	· -	+	÷	÷

* Includes 4747199 Equity Shares – Abstain from Voting

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

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

* Includes 4747199 Equity Shares - Abstain from Voting

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

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1	%0	0.01%	0.01%	%0	%0	%0	%0	0.01%	0.01%		
-	100%	%66.66	%66.66	100%	100%	100%	100%	%66.66	%66 66		
I	0	102	102	0	0	0	102				
9	23162894	22527056	45689950	60506383	18038901	78545284	83669277	40565957	124235234		
ш	23162894	22527158	45690052	60506383	18038901	78545284	83669277	40566059	124235336		
В	23162894	22527158	45690052	65253582*	18038901	83292483	88416476* 40566059 128982535				
D	Promoters & Promoters Garonp	Public	Sub-Total	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Grand Total		
ပ	e-Voting			Physical Poll (Rallot)	Voting	9	Grand	90			
89	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										
V				ю							

^{*} Includes 4747199 Equity Shares – Abstain from Voting

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

%0	0.01%	0.01%	2	%∪	200	%0	%0		%0		0.01%	0 04%
100%	%66.66 %66.66			100%	200	100%	100%		100%	Ī	%66.66	7000 00
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23162894	22527158	45690052		60506383		18038901	78545284		83669277		40566059	124235336
23162894	22527158	45690052		65253582*		18038901	83292483		88416476*		40566059	128982535
Promoters & Promoters Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
e-Voting			Dhweical	Pilysical	(Bollot)	Voting	Sillo.		Grand	Total	- Ota	
		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				
					4							

* Includes 4747199 Equity Shares – Abstain from Voting

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

J	%0	0.01%	0.01%		%0	%0	%0		%0		0.01%	0.01%		
	100%	%66.66	%66.66		100%		100%		%66.66	%66.66				
н	0	102	102		0	0	0		0		102	102		
9	23162894	22527056	45689950		60506383	18038901	78545284		83669277		40565957	124235234		
4	23162894	7										124235336		
В	23162894	23162894 22527158 45690052 65253582* 18038901 83292483 88416476*									128982535			
0	Promoters & Promoters	Public	Sub-Total	Promoters &	Promoters Group	Public	Sub-Total	Promoters & Promoters & Group Public						
o	e-Voting Physical Poll (Ballot) Voting Grand Total													
8	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													
A					5									

* Includes 4747199 Equity Shares - Abstain from Voting

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

%0	0.01%	0.01%	%0	%0	%0	%0	
100%	%66.66	%66.66	100%	100%	100%	100%	
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8333356	22527158	30860514	60506383	18038901	78545284	68839739	
23162894\$	22527158	45690052	65253582*	18038901	83292483	88416476#	
Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	
e-Voting			Physical Poll	Voting	Sumo.	Grand Total	
Special Resolution – Consent and approva 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							
			9				

Includes 14829538 Equity Shares - Voted By Interested Parties

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

7	100%	99.99% 0.01%	99.99% 0.01%		100% 0%	100% 0%	100% 0%	99.99% 0.01%	/0700			
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9	23162894	22527056	45689950	60506383	18038901	78545284	83669277	40565957	100200101			
ь	23162894	22527158	45690052	60506383	18038901	78545284	83669277	40566059	SCCECTOR			
Е	23162894	22527158	45690052	65253582*	18038901	83292483	88416476*	40566059	4000000			
0	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Crond Total			
၁	e-Voting			Physical Poll	Voting	6 mo	Grand	lotal				
В	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 seventyfive (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											
	Spe	abb	ة ز	2 5 6 9	₹	2 5	6 6 6	5				

^{*} Includes 4747199 Equity Shares - Abstain from Voting

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

%0	0.01%	0.01%		61.77%	4	%0
100%	%66.66	%66.66		38.23%		100%
0	102	102		37373988		The Card
8333356	22527056	30860412		23132395		18038901
8333356	22527158	30860514		60506383		18038901
23162894\$	22527158	45690052		65253582*		18038901
Promoters & Promoters Group	Public	Sub-Total	Promoters &	Promoters	Group	Public
e-Voting			Physical	Poll	(Ballot)	Voting
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
		80				

^{*} Includes 4747199 Equity Shares – Abstain from Voting * Includes 14829538 Equity Shares – Voted By Interested Parties & 4747199 Equity Shares – Abstain from Voting

47.58%	54.29%	0.01%	34 16%
52.42%	45.71%	%66.66	65 84%
37373988	37373988	102	37374090
41171296	31465751	40565957	72031708
78545284	68839739	40566059	109405798
83292483	88416476#	40566059	128982535
Sub-Total	Promoters & Promoters Geroup	Public	Grand Total
	Grand		
company, from time to time, for a	period of five (5) financial years, effective financial year 2018-2019 till the financial year 2022-2023		

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

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

7		%0	0.01%	0.01%		%0		%0	%0		%0		0.01%	0.01%
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ш	22462904	42102034	22527158	45690052		60506383		18038901	78545284		83669277		40566059	124235336
E	73467804	1070107	22527158	45690052		65253582*		18038901	83292483		88416476*		40566059	128982535
0	Promoters &	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
o		e-Voting			D.L	Finysical	HOLL (Ballet)	Voting	Silvo		Grand	Total	0.0	
8	Ordinary Resolution – Ratification for Payment of Remuneration to the Cost Auditors to audit the cost records of the Company for the financial year 2018-2019 ending 31 March 2019													
4							o							

* Includes 4747199 Equity Shares - Abstain from Voting

(32nd) Annual General Meeting of the Members of the Company was passed REQUISITE MAJORITY as an Ordinary l, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-second 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 (32nd) Annual General Meeting of the Equity Shareholders (Members) of the Company held on Tuesday, the 25th day of September 2018 at Nagpur were passed either unanimously or through requisite majority.

Sincerely,

For Sunflag Iron and Steel Company Limited

Ravi Bhushan Bhardwaj

Non-executive Chairman

Director Identification Number (DIN) - 00054700

Encl: As Above.



MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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

Wednesday, the 26 September 2018

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

Sub: Consolidated Scrutinizer's Report on Voting by electronic means (remote e-voting) for, and voting through physical ballot (poll) paper pursuant to the provisions of Section 108, 109 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20, 21 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (LODR) Regulations, 2015 (as amended), conducted at the Thirty-second (32) Annual General Meeting of Sunflag Iron and Steel Company Limited held on Tuesday, the 25 day of September 2018 at 15:00 Hrs. at Nagpur

Dear Sirs,

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS - 4343, Certificate of Practice No. 13693], have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide its Resolution passed at their 169 Meeting held on Monday, the 13 day of August 2018, as a Scrutinizer for the Thirty-second (32) Annual General Meeting of the Equity Shareholders (Members) of the Company to be held on Tuesday, the 25 day of September 2018 at 15:00 Hrs. at Indian Medical Association's Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India, for the purpose of scrutinizing the e-voting and physical ballot (poll) voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting as well as physical ballot (poll) voting carried out pursuant to the provisions of Section 108, 109 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20, 21 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") and Regulation 44 of the SEBI (LODR) Regulations, 2015 (as amended) ["Listing Regulations"], on all the Ordinary and Special Resolution/s referred to in this report.

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

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

Our responsibility as a Scrutinizer for the e-voting and physical ballot (poll) voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" "against" or "invalid / abstain / by interested parties" for all the Ordinary and Special Resolution/s, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited (CSSIL), the authorised agency to provide the e-voting facilities engaged by the Company and the physical ballot (poll) form/s submitted by the Shareholder/s (Member/s) present (in person or by proxy) at the Thirty-second (32) AGM of the Company.

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

The Thirty-second (32) AGM Notice was sent through electronic means (e-mail) on Friday, the 31 day of August 2018 to 25,170 [after eliminating 2,645 bounced back e-mail/s] Equity Shareholders (Members) of the Company whose names were appearing in the Register of Members or List of Beneficial Owners and who had provided e-mail id for receipt of such documents in electronic mode.





The Thirty-second (32) AGM Notice was sent through Couriers during Tuesday, the 28 day of August 2018 to Friday, the 31 day of August 2018, to 29,753 Equity Shareholders (Members) of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company.

The Thirty-second (32) AGM Notice was sent through India Post on Tuesday, the 31 day of August 2018, to 49 Equity Shareholders (Members) [including NRI's] of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company.

The Thirty-second (32) AGM Notice was also sent through electronic means (e-mail) on Wednesday, the 5 day of September 2018, to 2,645 Equity Shareholders (Members) of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company and in respect of whom, the e-mail/s bounced back to the Company.

The Company has also published a Notice on Sunday, the 2 day of September 2018 in "The Indian Express" in English Language and in "Loksatta" in Marathi (Vernacular) Language, and also, on Monday, the 3 day of September 2018 in "The Economic Times" in English Language, mentioning about the Thirty-second (32) AGM and also specifying therein the matters prescribed in the Rules including with regard to voting through electronic means (remote e-voting system).

The Thirty-second (32) AGM Notice:-

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- 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.

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

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

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

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

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

In addition to voting by electronic means (remote e-voting), at the Thirty-second (32) AGM of the Company, the blank ballot paper/s in prescribed Form No. MGT-12 were distributed to the Equity Shareholders (Members) present (in person or though proxy) at the Thirty-second (32) AGM of the Company and who have not opted for voting by electronic means (remote e-voting) facility provided by the Company through the Central Depository Services (India) Limited (CDSIL), the authorised agency to provide the e-voting facilities engaged by the Company.



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On commencement of time fixed for the physical ballot (poll) voting by the Chairman, an empty ballot box kept for physical ballot (poll) voting was locked in the presence of all Shareholders (Members) present at the 32 AGM with due identification mark placed by us.

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

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

The Company has received Eight (8) Proxy Form/s from its Shareholder/s (Member/s) and after due verifications, the Company Secretary & Compliance Officer of the Company confirmed that all Eight (8) Proxy Form/s were valid and in order. As such, none of the Proxy Form/s were treated as an Invalid Proxy. Moreover, we did not find any physical ballot (poll) paper/s incomplete or defective so as to treat it as an invalid physical ballot (poll) paper/s. However, Four (4) Shareholder/s (Member/s) holding 1554 Equity Shares, who attended the Thirty-second (32) AGM, were failed to exercise their vote/s either through e-voting or physical ballot (poll) voting. Accordingly, those four (4) vote/s has not been considered for the physical ballot (poll) voting and the physical ballot (poll) results thereof.

Based on aforesaid, we submit our Consolidated Scrutiniser's Report on the result of the voting by electronic means (remote e-voting) and voting by physical ballot (poll) form/s at the Thirty-second (32) AGM of the Company for all the Ordinary and Special Resolution/s placed before the Thirty-second (32) AGM of the Equity Shareholders (Members) of the Company and the same are attached as an Annex, which forms part and parcel of this report.

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

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CS Mukesh Dulichandji Parakh

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

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

For Sunflag Iron and Steel Company Limited

NAGPUR

CS Pranab Panigrahi Company Secretary

ICSI Membership No. ACS – 16186

Ravi Bhushan Bhardwaj Non-executive Chairman DIN - 00054700

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ANNEX TO THE CONSOLIDATED SCRUTINISER'S REPORT

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

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

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

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

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

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

Category &		favour of the olution		against the olution	Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting						
Promoters & Promoters Group	3	23162894 (50.69%)	NIL	NIL	NIL	NIL
Public	60	22527056 (49.30%)	2	102 (0.01%)	NIL	NIL
Total e-Voting (a)	63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	6	60506383 (77.03%)	NIL	NIL	1	4747199
Public	10	18038901 (22.9 7 %)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	16	78545284 (100.00%)	NIL	NIL	1	4747199
Grand-Total	79	124235234 (99.99%)	2	102 (0.01%)	1	4747199

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

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

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

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

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

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

Category & Manner (Mode) of Voting		favour of the olution		against the olution	Invalid / Abstain / By Interested Parties		
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes	
e-Voting							
Promoters & Promoters Group	1	8333356 (27.00%)	NIL	NIL	2	14829538	
Public	60	2252 7 056 (72.99%)	2	102 (0.01%)	NIL	NIL	

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

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

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

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



Category &		favour of the olution		against the olution	Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting						
Promoters & Promoters Group	1	8333356 (27.00%)	NIL	NIL	2	14829538
Public	60	22527056 (72.99%)	2	102 (0.01%)	NIL	NIL
Total e-Voting (a)	61	30860412 (99,99%)	2	102 (0.01%)	2	14829538
Physical Poll		1				
Promoters & Promoters Group	3	23132395 (29.45%)	3	37373988 (47.58%)	1	4747199
Public	10	18038901 (22.97%)	NIL	NIL	NIL	NIL
Total Physical Poll (b)	13	41171296 (52.42%)	3	37373988 (47.58%)	1	4747199
Grand-Total	74	72031708 (65.84%)	5	37374090 (34.16%)	3	19576737

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

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





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

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

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

CS Mukesh Dulichandji Parakh

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

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

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi Company Secretary

FCS-4343

ICSI Membership No. ACS - 16186

Ravi Bhushan Bhardwaj Non-executive Chairman DIN - 00054700



MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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

Wednesday, the 26 September 2018

To,

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

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

Dear Sirs,

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur, [ICSI Membership No. FCS – 4343, Certificate of Practice No. 13693], have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide its Resolution passed at their 169 Meeting held on Monday, the 13 day of August 2018, as a Scrutinizer for the Thirty-second (32) Annual General Meeting of the Equity Shareholders (Members) of the Company. to be held on Tuesday, the 25 day of September 2018 at 15:00 Hrs., at Indian Medical Association's Dr. Dinkar Hardas CME Hall, Dr. Hardas IMA Annex, North Ambazari Road, Nagpur - 440010, Maharashtra, India, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") and Regulation 44 of the SEBI (LODR) Regulations, 2015 (as amended) ['Listing Regulations'], on all the Ordinary and Special Resolution/s referred to in this report.

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

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

Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" "against" or "invalid / abstain / by interested parties" for all the Ordinary and Special Resolution/s, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited (CDSIL), the authorised agency to provide the e-voting facilities engaged by the Company.

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

The Thirty-second (32) AGM Notice was sent through electronic means (e-mail) on Friday, the 31 day of August 2018 to 25,170 [after eliminating 2,645 bounced back e-mail/s] Equity Shareholders (Members) of the Company whose names were appearing in the Register of Members or List of Beneficial Owners and who had provided e-mail id for receipt of such documents in electronic mode.

The Thirty-second (32) AGM Notice was sent through Couriers during Tuesday, the 28 day of August 2018 to Friday, the 31 day of August 2018, to 29,753 Equity Shareholders (Members) of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company.





The Thirty-second (32) AGM Notice was sent through India Post on Tuesday, the 31 day of August 2018, to 49 Equity Shareholders (Members) [including NRI's] of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company.

The Thirty-second (32) AGM Notice was also sent through electronic means (e-mail) on Wednesday, the 5 day of September 2018, to 2,645 Equity Shareholders (Members) of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners of the Company and in respect of whom, the e-mail/s bounced back to the Company.

The Company has also published a Notice on Sunday, the 2 day of September 2018 in "The Indian Express" in English Language and in "Loksatta" in Marathi (Vernacular) Language, and also, on Monday, the 3 day of September 2018 in "The Economic Times" in English Language, mentioning about the Thirty-second (32) AGM and also specifying therein the matters prescribed in the Rules including with regard to voting through electronic means (remote e-voting system).

The Thirty-second (32) AGM Notice:-

- a. mentioned that the business may be transacted through electronic means (remote e-voting system);
- b. indicated the process and manner for voting through electronic means (remote e-voting) and mentioned that the e-voting period remained open from 10:00 Hrs. on Saturday, the 22 day of September 2018 to 17:00 Hrs. on Monday, the 24 day of September 2018 during which period the Shareholders (Members) as of Cut-off (Record) Date may cast their votes through electronic means (remote e-voting system);
- c. the CDSIL provided the login id and also the password or facility for generating password to enable casting of the vote by electronic means (remote e-voting system).

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

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





CoP-13693

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

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

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

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

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

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

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

CS Mukesh Dulichandji Parakh

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



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

	favour of the		against the		Abstain /
res	solution	res	solution	By Interes	sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
65	45690052 (100.00%)	NIL	NIL	NIL	NIL

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

Voted in	favour of the	Voted	against the	Invalid /	Abstain /
res	solution	res	olution	By Interes	sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
64	45690050 (99.99%)	1	2 (0.01%)	NIL	NIL

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

	favour of the solution	1	against the olution		Abstain / sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL





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

Voted in	favour of the		against the	Invalid /	Abstain /
res	solution	res	olution	By Interes	sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
64	45689952 (99.99%)	1	100 (0.01%)	NIL	NIL

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

63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
	favour of the solution	1	against the olution	1	Abstain / sted Parties

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

Voted in	favour of the	Voted	against the	Invalid /	Abstain /
res	solution	res	olution	By Interes	sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
61	30860412 (99.99%)	2	102 (0.01%)	2	14829538



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

	favour of the olution		against the olution		Abstain / sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
63	45689950 (99.99%)	2	102 (0.01%)	NIL	NIL

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

Voted in	favour of the	Voted	against the	Invalid /	Abstain /
res	solution	res	olution	By Interes	sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
61	30860412 (99.99%)	2	102 (0.01%)	2	14829538

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



	favour of the solution		against the olution		Abstain / sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
64	45689852 (99.99%)	1	200 (0.01%)	NIL	NIL

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

CS Mukesh Dulichandji Parakh

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

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

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi Company Secretary

CoP-13693

ICSI Membership No. ACS – 16186

Ravi Bhushan Bhardwaj Non-executive Chairman DIN - 00054700

Mukesh Parakh & Associates Company Secretaries

SUMMARY OF e-VOTING

NAME OF THE COMPANY

SUNFLAG IRON AND STEEL COMPANY LIMITED

CORPORATE IDENTIFICATION NUMBER (CIN) - L

- 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		Type of	No of Total	No of	Votes in Numbers	umbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled	Valid Votes	Favour	Against	Favour	Against
A	80	ပ	٥	ш	ш	9	I	
	Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet,	Promoters & Promoters Group	23162894 23162894	23162894	23162894	0	100%	%0
-	Statement of Profit & Loss, Cash Flow Statement, of the Company, together	Public	22527158 22527158	22527158	22527158	0	100%	%0
	with the Board's Report and Report of the Statutory Auditors, for the financial Year 2017-2018 ended 31 March 2018	Total	45690052	45690052	45690052	0	100%	%0



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Mukesh Parakh & Associates Company Secretaries

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_ ` _ `	Ordinary Resolution – Declaration of a Final Dividend @5% (i.e. ₹ 0.50 per	Promoters & Promoters Group	23162894	23162894 23162894	23162894	0	100%	%0
<u> </u>	Equity Share) on Equity Shares of the	Public	22527158	22527158 22527158	22527156	2	2 99.99%	0.01%
		Total	45690052	45690052 45690052	45690050	2	2 99.99%	0.01%

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

%0	0.01%	0.01%
100%	%66.66	100 99.99%
0	100	100
23162894	22527058	45689952
3162894 23162894	22527158 22527158	15690052 45690052
23162894	22527158	45690052
Promoters & Promoters Group	Public	Total
Ordinary Resolution – Appointment of S. S. Kothari Mehta & Co., Chartered Accountants. New Delhi. (ICA) Firm	Registration No. 000756N, Peer	Statutory Auditors of the Company
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Mukesh Parakh & Associates Company Secretaries

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849	Ordinary Resolution – Appointment of Mr. Rooshad Russi Patel (DIN - 00473945), as a Director [Category –	Promoters & Promoters Generated	23162894	23162894 23162894	23162894	0	100%	%0
20	Non-executive, Independent] of the Company and also, for a fixed first	Public	22527158	22527158 22527158	22527056	102	102 99.99%	0.01%
S a fer	term of Five (5) consecutive year/s, as an Independent Director of the Company	Total	45690052	45690052 45690052	45689950	102	102 99.99%	0.01%

The second secon	Promoters &	Promoters	Group	:	Public				Total	Total	Total
	Special Resolution - Consent and	approval for continuation of Mr. Ravi	Bhushan Bhardwaj, (DIN - 00054700),	as a Director [Category - Non-	executive Chairman & Promoter], of	the Company, not liable to retire by	the Company, not liable to retire by rotation, on attaining the age of	the Company, not liable to retire by rotation, on attaining the age of seventy-five (75) years on 23 October	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	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	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
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102

30860412

45690052 30860514

0.01%

%66.66

102

22527056

22527158

22527158

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8333356

23162894*

* Includes 14829538 Equity Shares - Voted By Interested Parties

%0	0.01%	0.01%
100%	%66.66	99.99%
0	102	102
23162894	22527056	45689950
23162894	22527158	45690052
23162894 23162894	22527158 22527158	45690052 45690052
Promoters & Promoters Group	Public	Total
Special Resolution – Consent and approval for continuation of Dr. E. R. C. Shekar, (DIN - 00013670), as a	Director (Category - Non-executive, Independent), of the Company, not	already attained the age of seventy- five (75) years, beyond 1 April 2019, on the existing terms and conditions of appointment, till the expiry of existing tenure as an Independent Director of
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	Ordinary Resolution - Approval for payment of remuneration by way of	Promoters & Promoters	23162894*	8333356	8333356	0	100%	%0
	commission, not exceeding a sum	Group						
	equivalent to one per cent (1%) of net	Public	22527158	22527158 22527158	22527056	102	99.99%	0.01%
	to soid one distributed emons of all the							
00	Non-executive Director/s of the							
	Company, as may be determined by							
	the Board of Directors of the Company,		1					•
	from time to time, for a period of five	Total	45690052	45690052 30860514	30860412	102	%66.66 66.66	0.01%
	(5) financial years, effective financial		/					
	year 2018-2019 till the financial year							
	2022-2023							

*Includes 14829538 Equity Shares - Voted By Interested Parties

%0	0.01%	0.01%
100%	%66.66	%66'66
0	200	200
23162894	22526958	45689852
23162894 23162894	22527158 22527158	15690052 45690052
23162894	22527158	45690052
Promoters & Promoters Group	Public	Total
Ordinary Resolution - Ratification for Payment of Remuneration to the Cost	Auditors to audit the cost records of the Company for the financial year	2018-2019 ending 31 March 2019
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Signed and Issued on Wednesday, the 26 day of September 2018 at Nagpur

Company

Company

For Sunflag Iron and Steel Company Limited

Scrutinizer

For Messers Mukesh Parakh & Associates Company Secretaries

Company Secretaries

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

CS Pranab Panigrahi

ICSI Membership No. ACS - 16186

Ravi Bhushan Bhardwaj Non-executive Chairman DIN - 00054700

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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**





Sr. No. of		Moderal	T. 100 0.0	No of Total	No of	Votes in Numbers	lumbers	Votes	Votes in %
the Resolution	Particulars of Resolution	Voting	Shareholding	Votes Polled	Total Valid Votes	Favour	Against	Favour	Against
A	8	o	٥	ш	ı	o	I	-	7
		e-Voting	Promoters & Promoters Garon	23162894	23162894	23162894	0	100%	%0
	Ordinary Resolution - Adoption of		Public	22527158	22527158	22527158	0	100%	%0
	Financial Statements (Standalone &		Sub-Total	45690052	45690052	45690052	0	100%	%0
_	Consolidated), viz., Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, of the Company, together	Physical Poll	Promoters & Promoters GGroup	65253582*	60506383	60506383	0	100%	%0
	with the Board's Report and Report	Voting	Public	18038901	18038901	18038901	0	100%	%0
	of the Statutory Auditors, for the	Simo	Sub-Total	83292483	78545284	78545284	0	100%	%0
	financial Year 2017-2018 ended 31 March 2018	Grand	Promoters & Promoters Group	88416476*	83669277	83669277	0	100%	%0
		- Ola	Public	40566059	40566059	40566059	0	100%	%0
			Grand Total	128982535	124235336	124235336	0	100%	%0

^{*} Includes 4747199 Equity Shares - Abstain from Voting

%0	0.01%	0.01%		% 5	%0	%0		%0	0.01%	0.01%
100%	99.99%	99.99%		%00L	100%	100%		100%	%66.66	%66.66
0	2	2		•	0	0		0	2	2
23162894	22527156	45690050	00000	2020000	18038901	78545284		83669277	40566057	124235334
23162894	22527158	45690052	000000	coconcoo	18038901	78545284		83669277	40566059	124235336
23162894	22527158	45690052	*0000000	2000000	18038901	83292483		88416476*	40566059	128982535
Promoters & Promoters Geroup	Public	Sub-Total	Promoters &	Group	Public	Sub-Total	Promoters &	Promoters Group	Public	Grand Total
e-Voting			Physical	Poll	Voting	Billion		Grand	l Otal	
			Ordinary Resolution - Declaration of	a Final Dividend @5% (i.e. ₹ 0.50 per	Company	f. malina				
				2						

^{*} Includes 4747199 Equity Shares - Abstain from Voting



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7	%0	0.01%	0.01%	%0	%0	%0	%0	0.01%	0.01%
-	100%	99.99%	%66.66	100%	100%	100%	100%	%66.66	%66.66
I	0	102	102	0	0	0	0	102	102
o	23162894	22527056	45689950	60506383	18038901	78545284	83669277	40565957	124235234
ш	23162894	22527158	45690052	60506383	18038901	78545284	83669277	40566059	124235336
Е	23162894	22527158	45690052	65253582*	18038901	83292483	88416476*	40566059	128982535
0	Promoters & Promoters Garante	Public	Sub-Total	Promoters & Promoters Caronoters	Public	Sub-Total	Promoters & Promoters Group	Public	Grand Total
o	e-Voting	•		Physical Poll	Voting	Billion	Grand	0.00	
æ				Ordinary Resolution – Appointment of a Director in place of Mr. Surendra Kumar Gupta (DIN - 00054836), who	retires by rotation and being eligible,	offers himself for re-appointment			
A				က					

%0	0.01%	0.01%		%0	2	%0	%0		%0		0.01%	0.01%
100%	%66.66	%66.66		100%		100%	100%		100%		%66.66	%66.66
0	100	100		0		0	0		0		100	100
23162894	22527058	45689952		60506383		18038901	78545284		83669277		40565959	124235236
23162894	22527158	45690052		60506383		18038901	78545284		83669277		40566059	124235336
23162894	22527158	45690052		65253582*		18038901	83292483		88416476*		40566059	128982535
Promoters & Promoters Garoup	Public	Sub-Total	Promoters &	Promoters	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
e-Voting			Dhamaian	Physical	Poll (Pollot)	Voting	Simo		7	Grand	S S	
		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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^{*} Includes 4747199 Equity Shares - Abstain from Voting





Mukesh Parakh & Associates Secretaries Company

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1			Promoters & Promoters	23162894	23162894	23162894	0	100%	%0
		e-Voting	Group	2000	27777	22627056	102	%66.66	0.01%
_			Public	861/7677	001 /7077	25361000	101	1000	0,00
	Ordinary Resolution - Appointment		Sub-Total	45690052	45690052	45689950	102	99.99%	0.01%
	of Mr. Rooshad Russi Patel (DIN - 00473945), as a Director [Category – Non occurring Independent] of the	Physical Poll	Promoters & Promoters	65253582*	60506383	60506383	0	100%	%0
	Comment and also for a fixed first	(Ballot)	Group	10000001	1002001	18038901	0	100%	%0
	Company and also, for a live a line	(Public	10000001	1000001	100000		10001	50
	term of Five (5) consecutive year/s,	Voting	Sub-Total	83292483	78545284	78545284	0	100%	0%
	as an Independent Director of the Company	Grand	Promoters & Promoters	88416476*	83669277	83669277	0	100%	%0
		Total	dnois	0900007	AOKEGOKO	ANGRAGA	102	%66.66	0.01%
			Public	4000000	4000000	1000001		100000	2000
			Grand Total	128982535	124235336	124235234	102	99.99%	0.01%

* Includes 4747199 Equity Shares - Abstain from Voting

%0	0.01%	0.01%		%0	2	/00	920	%0		790	20		0.01%	0 01%	200
100%	%66.66	%66.66		100%	200	10001	100%	100%		1000	860		%66.66	%00 00	07:00 10
0	102	102		•	-	-	0	0	-	•	>		102	402	104
8333356	22527056	30860412	41+00000	00000	60506383		18038901	78545284			68839739		40565957	303307007	109405596
8333356	22527158	20050514	200000		60506383		18038901	78575784	10704001		68839739		40566059	001307	109405798
23162894\$	02470300	00117077	45690054		65253582*		18038901	0000000	0972770		88416476#		ANSERDS		128982535
Promoters & Promoters	Group	Fublic	Sub-Total	Promoters &	Promoters	Group	Public	200	Sub-lotal	Promoters &	Promoters	Group	O. I. I.	Tabile	Grand Total
	e-Voting				Physical	5	(Ballot)	Votina				Grand	Total		
	Special Resolution - Consent and	approval for continuation of IVII. Navi	Bhushan Bhardwaj, (Dily	00054700), as a Director [Category -	Non-executive Chairman & Promoter],	of the Company, not liable to retire by	rotation on attaining the age of	Severative (75) years on 23 October	פפעפווא-וועם (יים) אפמום פון דם פפעפו	2018, beyond 1 April 2019, on the	existing terms and conditions or	appointment, till cessation as a	Director of the Company		

\$ Includes 14829538 Equity Shares – Voted By Interested Parties * Includes 4747199 Equity Shares – Abstain from Voting # Includes 14829538 Equity Shares – Voted By Interested Parties & 4747199 Equity Shares – Abstain from Voting





Mukesh Parakh & Associates Secretaries Company

7	%0	0.01%	0.01%	700	2	%0	%0		%0		0.01%	0.01%
-	100%	99.99%	%66.66	100%		100%	100%		100%		%66.66	%66.66
н	0	102	102	c	•	0	0		0		102	102
9	23162894	22527056	45689950	60506383		18038901	78545284		83669277		40565957	124235234
L	23162894	22527158	45690052	60506383		18038901	78545284		83669277		40566059	124235336
E	23162894	22527158	45690052	65253582*		18038901	83292483		88416476*		40566059	128982535
۵	Promoters & Promoters Group	Public	Sub-Total	Promoters &	Group	Public	Sub-Total	Promoters &	Promoters	Group	Public	Grand Total
o	e-Votina			Physical	Poll	(Dallot)	Annia		Crond	France	lorai	
8	Special Resolution - Consent and	approval for continuation of Dr. E. R.	C. Shekar, (DIN - 00013670), as a	Director (Category - Non-executive, Independent), of the Company, not	liable to retire by rotation, who has	five (75) years beyond 4 April 2010	on the existing terms and conditions	of appointment till the expiry of	existing tenure as an Independent	Director of the Company		
A					7							

* Includes 4747199 Equity Shares - Abstain from Voting

			Promoters &						
	Ordinary Resolution - Approval for		Promoters	23162894\$	8333356	8333356	0	100%	%0
	payment of remuneration by way of	e-Voting	Group						
	commission, not exceeding a sum		Public	22527158	22527158	22527056	102	%66.66	0.01%
	equivalent to one per cent (1%) of net		Sub-Total	45690052	30860514	30860412	102	%66.66	0.01%
	profits of the Company per annum, to	1	Promoters &						
	be paid and distributed amongst all	Fridsical	Promoters	65253582*	60506383	23132395	37373988	38.23%	61.77%
80	the Non-executive Director/s of the	1010)	Group						
	Company, as may be determined by	(Dallot)	Public	18038901	18038901	18038901	0	100%	%0
	the Board of Directors of the	Sillo	Sub-Total	83292483	78545284	41171296	37373988	52.42%	47.58%
	Company, from time to time, for a		Promoters &						
	period of five (5) financial years,		Promoters	88416476#	68839739	31465751	37373988	45.71%	54.29%
	effective financial year 2018-2019 till	Grand	Group		1				
	the financial year 2022-2023	lotal	Public	40566059	40566059	40565957	102	%66'66	0.01%
			Grand Total	128982535	109405798	72031708	37374090	65.84%	34.16%



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

Secretaries Mukesh Parakh & Associates Company

7	%0	0.01%	0.01%	%0	%0	%0	%0	0.01%	0.01%
_	100%	%66.66	%66.66	100%	100%	100%	100%	%66.66	%66.66
I	0	200	200	0	0	0	0	200	200
9	23162894	22526958	45689852	60506383	18038901	78545284	83669277	40565859	124235136
4	23162894	22527158	45690052	60506383	18038901	78545284	83669277	40566059	124235336
В	23162894	22527158	45690052	65253582*	18038901	83292483	88416476*	40566059	128982535
0	Promoters & Promoters Garante	Public	Sub-Total	Promoters & Promoters Garante	Public	Sub-Total	Promoters & Promoters Garoup	Public	Grand Total
o	e-Voting			Physical Poll	Voting	Simo	Grand	012	
В				Ordinary Resolution – Ratification for Payment of Remuneration to the Cost Auditors to audit the cost records of	the Company for the financial year	2018-2019 ending 31 March 2019			
A				6					

^{*} 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

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

CoP-13693 FCS-4343

Company

For Sunflag Iron and Steel Company Limited

Company

Company Secretary ICSI Membership No. ACS – 16186 CS Franab Panigrahi

Non-executive Chairman Ravi Bhushan Bhardwai DIN - 00054700



MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

203, Level 2, Manomay Plaza, 272, Central Bazar Road Ramdaspeth, Nagpur - 440010, Maharashtra +91712 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.

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.

STAND STER OF PROPERTY OF A PR

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:-



- a. On commencement of time fixed for the physical ballot (poll) voting by the Chairman, an empty ballot box kept for physical ballot (poll) voting was locked in the presence of all Shareholders (Members) present at the 32 AGM with due identification mark placed by us.
- b. On conclusion of the physical ballot (poll) voting, the locked ballot box was subsequently opened in our presence and physical ballot (poll) papers were diligently scrutinized. The physical ballot (poll) papers were reconciled with the records maintained by the Company or Registrar and Share Transfer Agent of the Company.
- c. The Company has received Eight (8) Proxy Form/s from its Shareholder/s (Member/s) and after due verifications, the Company Secretary & Compliance Officer of the Company confirmed that all Eight (8) Proxy Form/s were valid and in order. As such, none of the Proxy Form/s were treated as an Invalid Proxy. Moreover, we did not find any physical ballot (poll) paper/s incomplete or defective so as to treat it as an invalid physical ballot (poll) paper/s. However, Four (4) Shareholder/s (Member/s) holding 1554 Equity Shares, who attended the Thirty-second (32) AGM, were failed to exercise their vote/s either through e-voting or physical ballot (poll) voting. Accordingly, those four (4) vote/s has not been considered for the physical ballot (poll) voting and the physical ballot (poll) results thereof.
- d. Accordingly, the result of the physical ballot (poll) voting is as under:-
- 1. Ordinary Resolution Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, of the Company, together with the Board's Report and Report of the Statutory Auditors, for the financial Year 2017-2018 ended 31 March 2018

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



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

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

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

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

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



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

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

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

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





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

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

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

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



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

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

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

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

f. Pajrah

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

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

CS Mukesh Dulichandji Parakh

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

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

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

Company Secretary

ICSI Membership No. ACS – 16186

Ravi Bhushan Bhardwaj Non-executive Chairman

DIN - 00054700

SUMMARY OF PHYSICAL BALLOT (POLL) VOTING

NAME OF THE COMPANY

SUNFLAG IRON AND STEEL COMPANY LIMITED

CORPORATE IDENTIFICATION NUMBER (CIN)

- L 27100 MH 1984 PLC 034003

REGISTERED OFFICE

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

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

CUT-OFF (RECORD) DATE

- TUESDAY, THE 18 SEPTEMBER 2018

Sr. No. of		Type of	No of Total	No of	Votes in Numbers	lumbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled	Valid Votes	Favour	Against	Favour	Against
A	8	0	۵	ш	ш	o	I	_
	Ordinary Resolution – Adoption of Financial Statements (Standalone & Consolidated), viz., Balance Sheet,	Promoters & Promoters Group	65253582*	60506383	60506383	0	100%	%0
-	Statement of Profit & Loss, Cash Flow Statement, of the Company, together	Public	18038901	18038901	18038901	0	100%	%0
	with the Board's Report and Report of the Statutory Auditors, for the financial Year 2017-2018 ended 31 March 2018	Total	83292483	78545284	78545284	0	100%	%0

^{*} Includes 4747199 Equity Shares - Abstain from Voting





	65253582* 60506383
(1)	
	18038901 18038901
15	83292483 78545284

* Includes 4747199 Equity Shares - Abstain from Voting

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

* Includes 4747199 Equity Shares - Abstain from Voting

%0	%0	%0
100%	100%	100%
0	0	0
60506383	18038901	78545284
60506383	18038901 18038901	13292483 78545284
65253582*	18038901	83292483
Promoters & Promoters Group	Public	Total
Ordinary Resolution - Appointment of S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (ICAI Firm	Registration No. 000756N, Peer	Statutory Auditors of the Company
	1	





-	%0 %	%0 %	0 100% 0%
I	0 100%	100%	
O			
ш	60506383	18038901	78545284
ш	60506383	18038901 18038901	78545284
٥	65253582* 60506383	18038901	83292483 78545284
ပ	Promoters & Promoters Group	Public	Total
8	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	an Independent Director of the Company
A		2	

^{*} Includes 4747199 Equity Shares - Abstain from Voting

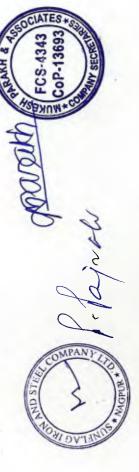
%0	%0	%0
100%	100%	100%
0	0	0
60506383	18038901	78545284
60506383	18038901	78545284
65253582*	18038901 18038901	83292483 78545284
Promoters & Promoters Group	Public	Total
Special Resolution - Consent and approval for continuation of Mr. Ravi Bhushan Bhardwaj, (DIN - 00054700),	as a Director [Category - Non- executive Chairman & Promoter], of	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
		φ



Special Resolution - Consent and	Promoters &						
approval for continuation of Dr. E. R. C. Shekar, (DIN - 00013670), as a	Promoters Group	65253582*	65253582* 60506383	60506383	0	400%	%0
Director (Category - Non-executive, ndependent), of the Company, not	Public	18038901	18038901 18038901	18038901	0	100%	%0
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	Total	83292483	83292483 78545284	78545284	0	100%	%0

* Includes 4747199 Equity Shares - Abstain from Voting

-	61.77%	%0	47.58%	
Ŧ	38.23%	100%	52.42%	
9	37373988	0	37373988	
ш	23132395	18038901	41171296	
3	60506383	18038901 18038901	83292483 78545284	
Q	65253582* 60506383	18038901	83292483	
C	Promoters & Promoters Group	Public	Total	
8	Ordinary Resolution - Approval for payment of remuneration by way of commission, not exceeding a sum	equivalent to one per cent (1%) of net profits of the Company per annum, to	De paid and distributed amongst all the Non-executive Director/s of the Company, as may be determined by the Board of Directors of the Company, from time to time, for a period of five (5) financial years, effective financial year 2018-2019 till the financial year	
A			00	



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

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

Scrutinizer

For Messers Mukesh Parakh & Associates Company Secretaries

ATS ON

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

FCS-4343 CoP-13693

Company

Company

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi Company Secretary

Company Secretary ICSI Membership No. ACS – 16186

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Ravi Bhushan Bhardwaj Non-executive Chairman DIN - 00054700