



SUNFLAG IRON & STEEL CO. LTD.

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 CIN:L27100MH1984PLC034003

DECLARATION OF THE VOTING RESULTS OF THE E-VOTING AS WELL AS PHYSICAL (BALLOT) VOTING THROUGH POLL CONDUCTED AT THE THIRTY-FIRST (31ST) ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY, 28TH SEPTEMBER 2017 AT 3.00 PM AT NAGPUR

On the basis of report submitted by M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur ('the Scrutinizer'), appointed by the Board of Directors, in their 164th meeting held on Monday, the 14th August 2017, for conducting e-voting as well as physical (ballot) voting process at the Thirty-first (31st) Annual General Meeting of the Members of the Company in a fair and transparent manner in terms of 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, I hereby declare the results of the voting on all the Resolutions (Ordinary / Special) by the members of the Company in respect of the Thirty-first (31st) Annual General Meeting held on 28th September, 2017 as follows ;

Date of the AGM :	28th September 2017
Total number of shareholders on record date:	68430
No. of shareholders present in the meeting either in person or through proxy:	68
Promoters and Promoter Group:	4
Public:	64
No. of Shareholders attended the meeting through Video Conferencing :	Not Applicable
Promoters and Promoter Group:	
Public:	

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1. Adoption of the audited financial statements of the Company (Standalone and consolidated) for the financial year 2016-2017 ended 31st March 2017 together with the reports of the Statutory Auditors and Board's Report thereof – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.89	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

2. Appointment of a Director in place of Mr. Ravi Bhushan Bhardwaj (DIN : 00054700), who retires by rotation and, being eligible, offers himself for re-appointment – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	Yes

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
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		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]]*100	(7)=[(5)/(2)]]*100
Promoter and Promoter Group	E-Voting	23162894	8333356	35.98	8333356	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	52515468	77.98	52515468	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491233	15	99.99	0.01
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526140	15	99.99	0.01
Total		105910416	91041623	85.96	91041608	15	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

3. Ratification of re-appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) as the Statutory Auditors of the Company to hold office from the conclusion of Thirty-first (31st) Annual general meeting until the conclusion of Thirty-second (32nd) Annual general meeting - **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]]*100	(7)=[(5)/(2)]]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--



I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

4. Appointment of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director (Category - Promoter, Non-executive, Non Independent) of the Company – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	Yes

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	8333356	35.98	8333356	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	52515468	77.98	52515468	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	91041623	85.96	91041623	--	100.00	--

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

5. Appointment of CA R. Muralidhar (DIN : 00982212) as a Director (Category - Non-independent, Executive) of the Company – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	Mr. Ravi Bhushan Bhardwaj together with Mr. Pranav Bhardwaj and Mr. Suhrit Bhardwaj were considered to be interested in the Agenda / Resolution



Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01
	Total	38565410	38526155	99.90	38524254	1901	99.99	0.01
Total		105910416	105871161	99.96	105869260	1901	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

6. Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category - Non-independent, Executive) of the Company - **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01



Institutions	Total	38565410	38526155	99.90	38524254	1901	99.99	0.01
Total		105910416	105871161	99.96	105869260	1901	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

7. Re-appointment of Dr. E.R.C. Shekar (DIN : 00013670) as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of consecutive five (5) years i.e. from the conclusion of Thirty-first (31st) Annual General Meeting up to the conclusion of Thirty-sixth (36th) Annual General Meeting of the Company to be held in the calendar year 2022 – **Special Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Special
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18032907	99.78	18032906	1	99.99	0.01
	Total	38565410	38524155	99.89	38524154	1	99.99	0.01
Total		105910416	105869161	99.96	105869160	1	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as a Special Resolution.

8. Re-appointment of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of consecutive five (5) years i.e. from the conclusion of Thirty-first (31st) Annual General Meeting up to the conclusion of



Thirty-sixth (36th) Annual General Meeting of the Company to be held in the calendar year 2022 – **Special Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Special
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed **UNANIMOUSLY** as a **Special Resolution.**

9. Re-appointment of Mr. S. Gajendran (DIN : 00250136) as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of consecutive two (2) years i.e. from the conclusion of Thirty-first (31st) Annual General Meeting up to the conclusion of Thirty-third (33rd) Annual General Meeting of the Company to be held in the calendar year 2019 - **Special Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Special
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
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		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01
	Total	38565410	38526155	99.90	38526154	1	99.99	0.01
Total		105910416	105871161	99.96	105871160	1	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as a Special Resolution.

10. Re-appointment of CA Jayesh M Parmar (DIN : 00802843) as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of consecutive two (2) years i.e. from the conclusion of Thirty-first (31st) Annual General Meeting up to the conclusion of Thirty-third (33rd) Annual General Meeting of the Company to be held in the calendar year 2019 - **Special Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Special
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--



Total		105910416	105871161	99.96	105871161	--	100.00	--
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I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as a Special Resolution.

11. Re-appointment of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Deputy Managing Director (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company for a further period of three (3) years effective 30th July 2017 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

12. Appointment of CA R. Muralidhar (DIN : 00982212) as the Whole-time Director designated as the Executive Director (Finance) & CFO (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, for a period of three (3) years effective 14th August 2017 – **Ordinary Resolution.**



Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38524255	1900	99.99	0.01
Total		105910416	105871161	99.96	105869261	1900	99.99	0.01

I, as the Chairmen of the meeting, The Chairmen of the meeting do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

13. Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as the Whole-time Director, designated as the Executive Director (Works), (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company for a period of three (3) years effective 14th August 2017 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
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		(1)	(2)	(3)=[(2)/(1)]]* 100	(4)	(5)	(6)=[(4)/(2)]]*100	(7)=[(5)/(2)]]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01
	Total	38565410	38526155	99.99	38524254	1901	99.99	0.01
Total		105910416	105871161	99.96	105869260	1901	99.99	0.01

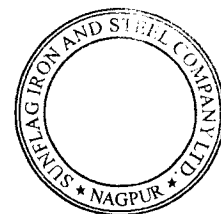
I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

14. Ratification of payment of remuneration to M/s. G. R. Paliwal & Company, Cost Accountant, Nagpur as the Cost Auditors of the Company for the Financial Year 2017-2018 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]]* 100	(4)	(5)	(6)=[(4)/(2)]]*100	(7)=[(5)/(2)]]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--



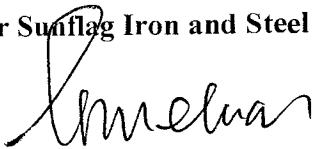
I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

Accordingly, It is hereby declared that all the Resolution/s (both ordinary and Special) placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company held on Thursday, the 28th September 2017 were passed either Unanimously or with requisite majority.

Thanking you.

Yours faithfully,

For Sunflag Iron and Steel Company Limited



Dr. E. R. C. Shekar
Non-executive, Independent Director
(Chairman of the Meeting)
(DIN : 00013670)



Place : Nagpur

Date : 29th September, 2017