

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

SUNFLAG IRON AND STEEL COMPANY LIMITED

REGISTERED OFFICE : 33, MOUNT ROAD, SADAR, NAGPUR - 440001

Corporate Identification Number (CIN) – L 27100 MH 1984 PLC 034003

Tel No. + 91 712 2524661 / 2520356-7-8, Fax No. + 91 712 2520360, E-Mail ID : investor@sunflagsteel.com, Website : www.sunflagsteel.com

Thirty-first (31st) Annual General Meeting - Thursday, the 28th September 2017 at 3.00 p.m.

Name of the Member(s) :

Registered Address :

Email ID :

DPID

Reg. Folio No.

CLID

No. of Shares

Please tear off here

1. Name : Email :

Address :

..... Signature :

or failing him / her

2. Name : Email :

Address :

..... Signature :

or failing him / her

3. Name : Email :

Address :

..... Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty-first (31st) Annual General Meeting of the Company, to be held on Thursday, the 28th September, 2017 at 3.00 p.m. at the Indian Medical Association's J R Shaw Auditorium, North Ambazari Road, Nagpur – 440010 and at any adjournment thereof in respect of such resolutions as are indicated below :



| Sr. No. | Resolution | Vote (Optional) (Refer Note 2) | | |
|--------------------------|---|--------------------------------|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1 | Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Board of Directors and Auditors for the Year ended 31 st March 2017 | | | |
| 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 | | | |
| 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 | | | |
| Special Business | | | | |
| 4 | Appointment of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director (Category - Promoter, Non-executive, Non-independent) of the Company | | | |
| 5 | Appointment of CA R. Muralidhar (DIN : 00982212) as a Director (Category - Non-independent, Executive) of the Company | | | |
| 6 | Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category - Non-independent, Executive) of the Company | | | |
| 7 | Re-appointment of Dr. E.R.C. Shekar (DIN : 00013670) as a Director (Category - Non-executive, Independent) of the Company | | | |
| 8 | Re-appointment of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category - Non-executive, Independent) of the Company | | | |
| 9 | Re-appointment of Mr. S. Gajendran (DIN : 00250136) as a Director (Category - Non-executive, Independent) of the Company | | | |
| 10 | Re-appointment of CA Jayesh M. Parmar (DIN : 00802843) as a Director (Category - Non-executive, Independent) of the Company | | | |
| 11 | Re-appointment of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Deputy Managing Director (Category - Non-independent, Executive) of the Company for a further period of three (3) years effective 30 th July 2017 | | | |
| 12 | Appointment of CA R. Muralidhar (DIN : 00982212) as the Whole-time Director, designated as the Executive Director (Finance) & CFO (Category - Non-independent, Executive) of the Company, for a period of three (3) years effective 14 th August 2017 | | | |
| 13 | Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as the Whole-time Director, designated as the Executive Director (Works), (Category - Non-independent, Executive) of the Company for a period of three (3) years effective 14 th August 2017 | | | |
| 14 | Ratification of Remuneration of Cost Auditors of the Company | | | |

Signed thisday of2017 Signature of shareholder



.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Notes :

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.