

By e-mail / Online Filling

SECY / 2016 / 538
Tuesday August 30, 2016



General Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

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 : Intimation about Thirtieth (30th) Annual General Meeting ('AGM') of the Company 2015-2016 ended 31st March 2016 along with Notice for the 30th AGM and Newspaper Clipping/s for Publication of Notice

Ref : Sunflag Iron and Steel Company Limited : Scrip Code : 500404



Dear Sir,

Further to our communication vide Ref. No. SECY/2016/501 of Friday, the 19th August 2016, we wish to inform you that the Thirtieth (30th) Annual General Meeting ('AGM') of the Members of the Company for the financial year 2015-2016 ended 31st March 2016 will be held on Friday, the 23rd September 2016 at 3.00 PM at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra.

In this regards, please find attached herewith the Notice convening the Thirtieth (30th) Annual General Meeting ('AGM') of the Members of the Company.

We also wish to inform you that the Company has completed dispatch of 30th Annual Reports of the Company for the FY 2015-2016 ended 31st March 2016 on 27th August 2016 either through e-mail to all those shareholders (members) whose e-mail id was registered and physical copy through registered post or couriers to all other shareholders (members) of the Company, a copy of the Certificate/s issued by the Postal Department and Couriers confirming dispatch of 30th Annual Reports 2015-2016 ended 31st March 2016 to all those shareholders (members) of the Company is also enclosed herewith for your records.

Pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we are also enclosing herewith three (3) certified copies of newspaper clipping/s for publication of Notice for 30th Annual General Meeting, Book Closure, Cut-off Date and e-voting, etc. for your records.

Visit us at www.sunflagsteel.com

BHANDARA OFFICE :
BHANDARA ROAD,
WARTHI - 441 906
TEL. : 285551 TO 285555
FAX : 07184 - 285570
GRAM : FLAGDYER
E-mail : admin@sunflagsteel.com

DELHI OFFICE :
11th FLOOR, 1116A-1119B,
E BLOCK, INTERNATIONAL
TRADE TOWER, NEHRU PLACE
NEW DELHI - 110 019
TEL. : 011-26465122/5487
FAX : 011-26280074

MUMBAI OFFICE :
307, HAMILTON - B
HIRANANDANI BUSINESS PARK
GHODBUNDER ROAD,
THANE - 400 607
TEL. : 022-25862294/5/6
FAX : 022-25861931
E-mail : sunbom@sunflagsteel.com

KOLKATA OFFICE :
8, B.T. ROAD,
BELGHORIA,
KOLKATA - 700 056
TEL. : 033 - 25442429, 25442430
FAX : 033 - 25442431
E-mail : cal@sunflagsteel.com

CHENNAI OFFICE :
No. 705, 7th FLOOR,
'CHELLAMALL' 11/11-A,
SIR THIAGARAYA ROAD, T. NAGAR,
CHENNAI - 600 017
TEL. : 044 - 24342262, 24342263
FAX : 044 - 24347649
E-mail : sunchn@sunflagsteel.com

FARIDABAD OFFICE :
PLOT No. 12, SCTOR-B
MATHURA ROAD,
FARIDABAD,
TEL. : 0129 - 4290800/12
FAX : 0129 - 4290820
E-mail : fbd@sunflagsteel.com

PUNE OFFICE :
OFF. No. 65-69, FIFTH FLOOR,
'SAI KRIPA BHAVAN',
PUNE MUMBAI HIGHWAY,
OPP. KSB PUMPS, S. No. 5743,
KHARALWADI, PIMPRI,
PUNE - 411 018,
TEL. : 020 - 27424685, 27425607
FAX : 020 - 27423013
E-mail : sunpun@sunflagsteel.com



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

Sincerely,

For Sunflag Iron and Steel Company Limited



**CS Pranab Panigrahi
Company Secretary
ACS - 16186**



E Mail : Pranab_panigrahi@sunflagsteel.com

Phone No. : 0712 - 2524661

Mobile No.: +91 96739 44717

Encl : As Above.

SUNFLAG IRON AND STEEL COMPANY LIMITED**REGISTERED OFFICE : 33, MOUNT ROAD, SADAR, NAGPUR - 440 001**

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

NOTICE

NOTICE is hereby given that the **Thirtieth (30th) Annual General Meeting** of the Members of **Sunflag Iron and Steel Company Limited** will be held on **Friday, the 23rd day of September 2016 at 3.00 P. M.** at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur – 440010 to transact the following business :

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March 2016, the Balance Sheet as at 31st March 2016, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31st March 2016, together with the Board's Reports and report of the Statutory Auditors thereon.
- To appoint a Director in place of Mr. Surendra Kumar Gupta (DIN : 00054836), who retires by rotation and, being eligible, offers himself for re-appointment.
- To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :

Appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) as the Statutory Auditors of the Company.

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended), Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N), be and are hereby appointed as the Statutory Auditors of the Company for a term of two (2) years to hold office of the Statutory Auditors of the Company from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-second (32nd) Annual General Meeting to be held for the financial year 2017-2018 ending 31st March 2018, subject to ratification by the Members at the Thirty-first (31st) Annual General Meeting of the Company, and at a remuneration as decided by the Committee of the Board and / or Board of Directors of the Company."

- To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :
- Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W) as the Joint Statutory Auditors of the Company.**

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended), Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W), be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office of the Statutory Auditors of the Company from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-first (31st) Annual General Meeting to be held for the financial year 2016-2017 ending 31st March 2017, at a remuneration as decided by the Committee of the Board and / or Board of Directors of the Company."

SPECIAL BUSINESS

- To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :

Payment of remuneration by way of commission @1% of Net Profits to the Non-executive Director/s of the Company

"RESOLVED THAT pursuant to provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications and / or re-enactment thereof for the time being in force) and Article 130 of the Articles of Association of the Company, a sum not exceeding one percent (1%) of the net profits of the Company per annum calculated in accordance with the provisions of Sections 198 of the Act, be paid to and distributed amongst the Non-executive Directors of the Company for each financial year, for a period of five (5) financial years commencing from the financial year 2016-2017.

FURTHER RESOLVED THAT the remuneration by way of commission i.e. a sum not exceeding one percent (1%) of the net profits of the Company calculated in accordance with the provisions of Sections 198 of the Act, be paid to and distributed amongst all the Non-executive Directors of the Company as (i) a fixed sum of ₹ 1,20,000/- (₹ One Lakh Twenty Thousand) to each Non-executive Independent Director/s of the Company, for their tenure of the whole financial year but, in proportionate, for their tenure of part of the financial year, if any, and (ii) the balance amount shall be distributed equally amongst Mr. P. B. Bhardwaj, Non-Executive Chairman and Mr. Ravi Bhusan Bhardwaj, Non-Executive Vice-Chairman of the Company."

- To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :

Ratification of Remuneration of Cost Auditors of the Company

"RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and / or re-enactment thereof, for the time being in force), M/s. G. R. Paliwal & Company, Cost Accountants, Nagpur (Membership No. 7815), whose appointment as the Cost Auditors of the Company for the financial year 2016-2017 has been duly approved by the Board of Directors based on the recommendations of the Audit Committee of the Board of the Company, be paid a sum ₹ 1,90,000 (₹ One Lakh Ninety Thousand) plus service tax as applicable and reimbursement of actual out of pocket expenses, if any, as a remuneration for audit of cost records of the Company for the financial year 2016-2017, as recommended by the Board of Directors based on the recommendations of the Audit Committee of the Board of the Company, be and are hereby ratified."

By Order of the Board

CS Pranab Panigrahi
Company Secretary
Membership No. ACS - 16186

Nagpur
 19.08.2016

NOTES :

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.

A Proxy submitted on behalf of the Company, Trust or Society (Institutional Investors) must be supported by an appropriate Resolution or Authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights. In case, a proxy is proposed to be appointed by a member holding more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Ordinary and Special Business under Item Nos. 3, 4, 5 and 6 is annexed hereto and form part of the Notice.
2. All documents referred to in the Notice including Explanatory Statement thereof, will be available for inspection by Members during working hours on any working day till the date of the Annual General Meeting at the Registered Office of the Company and also at the place of the Meeting at the scheduled time of Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 17th Day of September, 2016 to Friday, the 23rd Day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
4. Members are requested to send their queries, if any, in writing at least 10 days in advance of the date of the meeting to the Company at its Registered Office.
5. Members / Proxies are requested to bring the attendance slip attached at page 77, duly filled in, for attending the meeting.

6. DEMATERIALISATION OF SHARES

This is to inform that about 1073.79 lakhs shares (59.58%) of the total Equity Shares have already been dematerialized as of 31st March 2016. The Shareholders who have not dematerialised their Equity Shareholding may opt the same accordingly.

7. REGISTRAR & SHARE TRANSFER AGENT

M/s. Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072 have been appointed by the Company as the Registrar and Share Transfer Agent effective 31st March 2003. Therefore, Depository Participants/Shareholders/Investors of the Company are advised to send all documents/correspondence such as requests for Dematerialisation of Shares, Transfer of Shares, Change of Address, Registration of e-mail id, Change of Bank Mandate/NECS and other Shares related documents to M/s. Bigshare Services Private Limited at the above mentioned address only.

8. CHANGE OF INFORMATION/ BANK MANDATE

The Members/Shareholders holding Equity Shares in physical form are requested to notify/update any Change in their Address, Bank Mandate e.g. Name of Bank, Branch Address, Account Number and MICR/IFS Code to the Registrar and Share Transfer Agent and/or the Company or to their respective Depository Participants (DP), if the Shares are held in Demat mode.

9. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The dividend declared by the Company which remains unpaid/unclaimed for a period of Seven (7) years is required to be transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government pursuant to Section 124(5) of the Companies Act, 2013.

As such, the details of dividends remaining unpaid / unclaimed for Seven (7) years and subsequently its transfer to IEPF Account of Central Government is as under :

S. N.	Date of AGM	Date of Transfer to IEPF	Amount (₹)
1	Twentieth (20 th) - 28 th September 2006	27 th September 2013	15,92,685.00
2	Twenty-first (21 st) - 25 th September 2007	24 th September 2014	11,71,767.00
3	Twenty-second (22 nd) - 23 rd September 2008	22 nd September 2015	18,71,945.00

Moreover, the dividend for the financial year 2008-2009 declared at Twenty-third (23rd) Annual General Meeting held on 25th September 2009 remaining unpaid / unclaimed is due for transfer to the credit of IEPF on **24th September 2016**. The Members are requested to claim their unpaid / unclaimed Dividend(s), if any, declared and paid for the financial years 2009-2010 and 2010-2011 including for financial year 2008-2009 immediately.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying as on 23rd September 2015 (date of last Annual General Meeting) on the Company's website www.sunflagsteel.com as also on the Ministry of Corporate Affairs' website.

10. In terms of Regulation 39 of SEBI (LODR) Regulations, 2015, the Company has transferred 28,050 equity shares to "**Sunflag Iron and Steel Company Limited – Unclaimed Suspense Account**" effective 3rd August 2015, as these shares were lying unclaimed since dates of allotments. Shareholders of these unclaimed shares can contact the Company to claim their shares. During the year under review, no rightful shareholder has claimed any shares from this account. The detailed list of shares transferred to this suspense account is available on the Company's website www.sunflagsteel.com.

11. GREEN INITIATIVE

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live.

The members who have not registered their e-mail address, so far, are requested to register their e-mail address with the Company, Registrar and Share Transfer Agent or Depository Participant (DP), as the case may be.

12. E-VOTING

In compliance with 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, the Company is pleased to provide its Members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSIL).

The instructions for members for voting electronically are as under:-

I In case of members receiving e-mail :

- i) The e-voting period begins on **Tuesday, the 20th September 2016 at 10:00 Hrs.** and ends on **Thursday, the 22nd September 2016 at 17:00 Hrs.** During this period Shareholders' of the Company, holding Equity Shares either in physical form or in dematerialised (demat) form, as on the cut-off date (record date) of **Friday, the 16th September 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSIL for voting thereafter.
- ii) Log on to the e-voting website www.evotingindia.com
- iii) Click on "Shareholders" Tab.
- iv) Now Enter your User ID
 - a) For CDSIL : 16 digits beneficiary ID
 - b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii) If you are a first time user, then follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number (refer serial no. printed on the name and address sticker / postal ballot form / mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSIL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for SUNFLAG IRON AND STEEL COMPANY LIMITED to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) **Shareholders can also cast their vote using CDSIL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. In case of members receiving the physical copy :

- a) Please follow all steps from Serial No. (i) to Serial No. (xx) above to cast vote.
- b) The e-voting period begins on **Tuesday, the 20th September, 2016 at 10:00 Hrs.** and ends on **Thursday, the 22nd September, 2016 at 17:00 Hrs.** During this period Shareholders' of the Company, holding Equity Shares either in physical form or in dematerialised (demat) form, as on the cut-off date (record date) of **Friday, the 16th September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSIL for voting thereafter.
- c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or Toll-free No. 1800 200 5533.
- d) The Board of Directors has appointed M/s. Mukesh Parakh & Associates, Company Secretary in Practice, Nagpur (ICSI Membership No. FCS-4343 & Certificate of Practice No. 13693) as a Scrutinizer to process the e-voting (including voting through ballot form received from members) and voting at the venue of the Annual General Meeting in a fair and transparent manner.
- e) CS Pranab Panigrahi (ICSI Membership No. ACS-16186) Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting.
- f) The Notice of the Annual General Meeting will be sent to all the Members, whose names appear in the Register of Members as on cut-off date i.e. Friday, the 16th September 2016 through Courier / Post and also by E-Mail, if registered. The Members may also download a copy of the Notice from the Website of the Company (www.sunflagsteel.com).
- g) The Members of the Company, holding Equity Shares either in physical form or in dematerialised (demat) form as on Friday, the 16th September 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid-up share capital of the Company as on Friday, the 16th September 2016.
- h) Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physically also. However, in case shareholder cast their vote through e-voting as well as physically, then voting done through e-voting will prevail.
- i) **The results of voting shall be declared within forty-eight (48) hours of the conclusion of the Thirtieth (30th) Annual General Meeting. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website (www.sunflagsteel.com), CDSIL Website and shall also be communicated to the Stock Exchanges (BSE & NSE).**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3 and 4 :

In terms of approval and / or recommendations of the Audit Committee and Board of Directors of the Company, the Members of the Company has approved the re-appointment of M/s. Patel, Shah & Joshi, Chartered Accountants, Mumbai at its Twenty-ninth (29th) Annual General Meeting held on 25th September 2015 to hold the Office of the Statutory Auditors of the Company from the conclusion of the Twenty-ninth (29th) Annual General Meeting until the conclusion of ensuing Thirtieth (30th) Annual General Meeting of the Company.

In view of applicability of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended) and pursuant to the recent Order namely 'the Companies (Removal of Difficulties) Third Order, 2016' of the Ministry of Corporate Affairs published in the Gazette of India (Extraordinary) on 30th June 2016 effective 1st April 2014, the Company can consider the re-appointment of M/s. Patel, Shah & Joshi, Chartered Accountants, Mumbai - the existing Statutory Auditors for a further period of one (1) financial year (2016-2017) i.e. from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-first (31st) Annual General Meeting of the Company to be held for the financial year 2016-2017.

The provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended) regarding rotation of Statutory Auditors are applicable to the Company.

As such, the Company proposed for appointment of M/s. S S Kothari Mehta and Co., Chartered Accountants, New Delhi as the Statutory Auditors of the Company for a term of two (2) years from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-second (32nd) Annual General Meeting of the Company to be held for the financial year 2017-2018.

Simultaneously, the Company felt that it would be appropriate if the Company would continue with M/s. Patel, Shah & Joshi, Chartered Accountants, Mumbai - the existing Statutory Auditors for a further permissible period of one (1) financial year (2016-2017) i.e. from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-first (31st) Annual General Meeting of the Company so that the Company as well as the new incumbent would be benefited with the expertise and long association of M/s. Patel, Shah & Joshi, Chartered Accountants, Mumbai - the existing Statutory Auditors of the Company. This will also help for an easy and smooth transition period of change in the office of the Statutory Auditors of the Company.

As a matter of good corporate governance practice, a special notice has been received under Section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s. S S Kothari Mehta and Co., Chartered Accountants, New Delhi as the Statutory Auditors of the Company.

The Audit Committee and Board of Directors at their respective meeting/s, has considered the qualification and experience of the proposed Statutory Auditors of the Company and has recommended their appointment/s as above.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution. The Board of Directors of the Company recommends the resolution/s for approval of the members in the interest of the Company.

Item No. 5 :

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the rules made there under, the Company can make payment of remuneration by way of commission to the Non-Executive Director/s of the Company, if it authorises such payment by way of a resolution passed by the members of the Company.

The Members of the Company, at the Twenty-fifth (25th) Annual General Meeting held on 23rd September 2011, pursuant to the provisions of Section 309 of the Companies Act 1956, approved by way of Special Resolution, the payment of remuneration by way of commission to all Non-executive Director/s of the Company, of a sum not exceeding one percent (1%) of the net profits of the Company, calculated in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956, for each financial year, for a period of five (5) years commencing from the financial year 2011-2012.

Pursuant to Section 309 of the Companies Act, 1956, such approvals obtained from the members are valid only for a period of five (5) years. As such, the validity of the earlier resolution passed by the members of the Company expires with payment of remuneration by way of commission for the financial year 2015-2016.

Accordingly, an approval is sought from the members of the Company for payment of remuneration by way of commission to all the Non-executive Director/s of the Company for a further period of five (5) years commencing from the financial year 2016-2017 as set out in the resolution.

The Non-Executive, Independent Director/s were contributing to the overall performance of the Company through participating in the various decision making processes from time to time based on their rich experience and expertise in the respective field. Moreover, the additional efforts and contributions coupled with long standing association with the Company, of the Non-Executive Chairman and Vice-Chairman (categorised as a part of the Promoter Group) is always a boost for the overall performance and growth of the Company.

As such, it is proposed that, remuneration not exceeding one percent (1%) of the net profits of the Company calculated in accordance with provisions of Section 198 of the Companies Act, 2013 be continued to be paid and distributed amongst the Non-Executive Director/s of the Company as proposed in the resolution, for a further period of five (5) financial years commencing from the financial year 2016-2017.

Except Mr. Surendra Kumar Gupta (DIN : 00054836), Deputy Managing Director of the Company, all the Directors are, concerned or interested, financially or otherwise, in the said resolution to the extent of the remuneration that may be received by the Director/s respectively. The Board of Directors of the Company recommends the resolution for approval of the members in the interest of the Company.

Item No. 6 :

On recommendations of the Audit Committee, the Board of Directors of the Company at its meeting held on 28th May 2016 appointed M/s. G. R. Paliwal & Company, Cost Accountants, Nagpur (Membership No. 7815) as the Cost Auditors of the Company for the financial year 2016-2017 to audit the cost records of the Company at a remuneration of ₹1,90,000/- (₹ One Lakh Ninety Thousand) plus service tax as applicable and reimbursement of actual out of pocket expenses, if any.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration as recommended by the Board of Directors, is subject to ratification by the shareholders / members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution. The Board of Directors of the Company recommends the resolution for ratification of the members in the interest of the Company.

By Order of the Board

CS Pranab Panigrahi
Company Secretary
Membership No. ACS - 16186

Nagpur
19.08.2016

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

Thirtieth (30th) Annual General Meeting - Friday, the 23rd September 2016 at 3.00 p.m.

Name of the Member(s) :

Registered Address :

Email ID :

DPID

Reg. Folio No.

CLID

No. of Shares

1. Name : Email :

Address :

..... Signature :

or failing him / her

2. Name : Email :

Address :

..... Signature :

or failing him / her

3. Name : Email :

Address :

..... Signature :

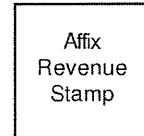
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirtieth (30th) Annual General Meeting of the Company, to be held on Friday, the 23rd September, 2016 at 3.00 p.m. at the Indian Medical Association's J R Shaw Auditorium, North Ambazari Road, Nagpur – 440010 and at any adjournment thereof in respect of such resolutions as are indicated below :

Please tear off here

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, 2016			
2	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			
3	Appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) as the Statutory Auditors of the Company			
4	Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI-Firm Registration No.107768W) as the Joint Statutory Auditors of the Company			
Special Business				
5	Payment of remuneration by way of commission @1% of Net Profits to the Non-executive Director/s of the Company			
6	Ratification of Remuneration of Cost Auditors of the Company			

Signed thisday of2016

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.

ATTENDANCE SLIP**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

Thirtieth (30th) Annual General Meeting on Friday, the 23rd September 2016 at 3.00 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders may obtain additional Slips on request.

NAME & ADDRESS OF THE SHAREHOLDER(S)

DPID	
------	--

Reg. Folio No.	
----------------	--

CLID	
------	--

No. of Shares	
---------------	--

I hereby record my presence at the 30th Annual General Meeting of the Company held at Indian Medical Association's J.R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010 on Friday, the 23rd September 2016 at 3.00 p.m.

SIGNATURE OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING

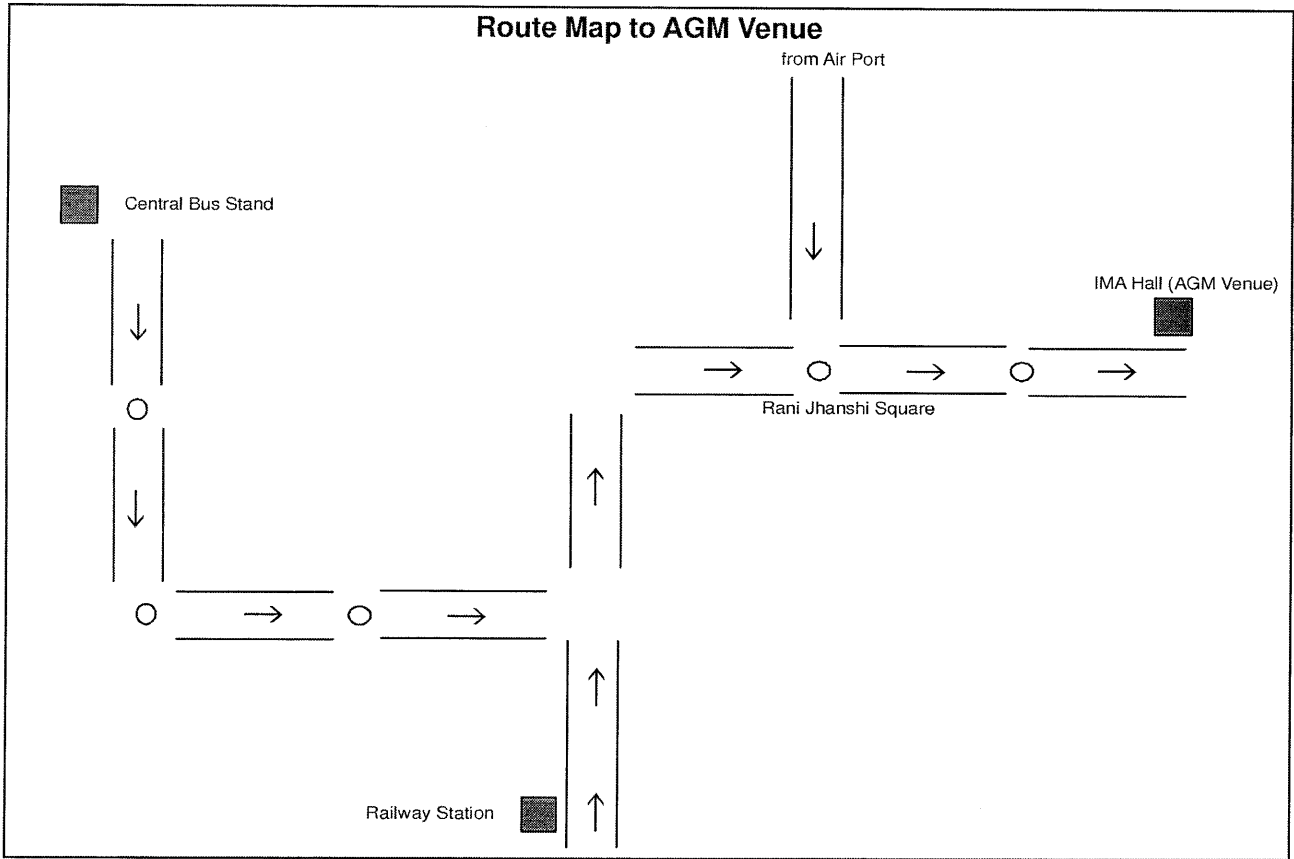
If Shareholder, Please Sign here

<p>.....</p>

If Proxy, Please Sign here

<p>.....</p>

Note : Your copy of Annual Report may please be brought alongwith you to the meeting hall



POST / COURIER

If undelivered please return to :

SUNFLAG IRON AND STEEL COMPANY LIMITED

Registered Office : 33, Mount Road, Sadar, Nagpur - 440001 (Maharashtra) India

visit us at : www.sunflagsteel.com



THE PROFESSIONAL COURIERS

(An ISO 9001 : 2008 Certified Co.)



Professional House, 1st Floor, 302 Savitri Vihar, Behind Apna Bhandar, Somalwada, Wardha Road, Nagpur - 440 015.
Tel. : 0712 - 2292348 / 6460978 / 6460980 / 2292381

• Ref: No. :TPC/NGP/0001/2016

Date : 29.08.2016

To,
The Company Secretary
Sunflag Iron and Steel Company Limited
33, Mount Road, Sadar, Nagpur - 440001

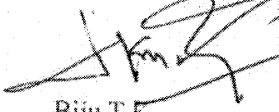
Sub : Dispatch of Company's printed Annual Reports 2015 - 2016 through Courier

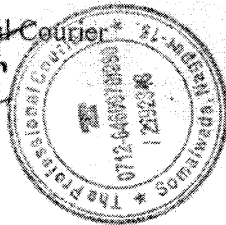
Ref : Sunflag Iron and Steel company Limited, Nagpur

Dear Sir,

With reference to above subject, we hereby certify that The Professional Couriers, having Address at Professional House, 302 Savitri Vihar, Somalwada, Wardha Road, Nagpur 440015 received 44,913 no. of printed copies of Annual Reports 2015 - 2016 of Sunflag Iron and Steel Company Limited, Nagpur for dispatching through courier to the shareholders of the Company. This is to further certify that total 44,913 printed copies of Annual Reports 2015 - 2016 have been processed and dispatched by us through courier during 23.08.2016 to 27.08.2016.

For The Professional Courier


Biju T.K.
Regional Manager
Nagpur



CORPORATE OFFICE (CUSTOMER CARE) (W.R.) :

Unit No. 123/128, 1st Floor, Sahar Cargo Estate, Nr. Bombay Cambridge School, J.B. Nagar, Chakala, Andheri (E), Mumbai - 400 099.
Tel.: 4025 8200 (30 Lines) Fax : 2826 5146. • E-mail: vplro-adm@tpcgllobe.co.in / tpcmumvpl@yahoo.com, URL : - www.tpcindia.com

DEPARTMENT OF POSTS

O/O THE DY MANAGER, BUSINESS POST CENTRE, NAGPUR – 440001

To,

The Company Secretary
Sunflag Iron and Steel Company Limited
33, Mount Road, Sadar, Nagpur – 440001

Date : 29.08.2016


Sub : Despatch of printed Annual Reports 2015 – 2016 through Business Post

Ref : Sunflag Iron and Steel company Limited, Nagpur

Dear Sir,

With reference to above subject, we hereby certify that we have despatched 2,610 no. of printed copies of Annual Reports 2015 – 2016 of Sunflag Iron and Steel Company Limited, Nagpur through Registered Post (including foreign articles) to the shareholders of the Company on 27th August 2016.

Sincerely,


Manager,
Business Post Centre,
Zero Mile, Nagpur – 440001

Dy. Manager
Business Post Centre
Zero Mile, Nagpur - 440001



SUNFLAG IRON & STEEL COMPANY LIMITED
 Regd. Office : 33, Mount Road, Sadar, Nagpur - 440 001
 Ph. : +91 712 - 2524661; Fax No. : +91 712 - 2520360
SUNFLAG email : investor@sunflagsteel.com
IRON & STEEL CO. LTD. website : www.sunflagsteel.com
 CIN - L27100MH1984PLC034003

NOTICE OF THE THIRTIETH (30th) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting (30th AGM) of the Members of Sunflag Iron and Steel Company Limited will be held on Friday, the 23rd September 2016 at 3.00 P. M. at Indian Medical Association's J.R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010 to transact the business as set out in the Notice together with Explanatory Statement relating to relevant business specified therein, which along with Annual Report and other documents for the financial year 2015-2016 has been sent in electronic mode to all the members whose e-mail addresses are registered with the NSDL/CDSL/RTA/Company and physical copies of the same has been sent to all other members, who have not registered their e-mail addresses, at their registered address in the prescribed mode. The Company has completed the dispatch of Notice of 30th AGM along with Annual Report and other documents by the date hereof to the shareholders (members) of the Company. The members desiring to receive the said documents in physical form will continue to get the same in physical form free of cost, upon request. All the said documents are also available on the Company's website www.sunflagsteel.com.

NOTICE IS ALSO HEREBY GIVEN pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 17th September 2016 to Friday, the 23rd September 2016 (both days inclusive) for the purpose of 30th AGM.

NOTICE IS ALSO HEREBY GIVEN pursuant to 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 & Disclosure Requirements), Regulations, 2015, the members holding shares in physical or dematerialised (demat) form as on the cut-off date i.e. Friday, the 16th September 2016 may cast their vote through electronic means (remote e-voting) or Physical Ballot at the 30th AGM. The Business as set out in the Notice of 30th AGM may be transacted through voting by electronic means (remote e-voting). The remote e-voting period begins on Tuesday, the 20th September 2016 at 10.00 Hrs. and will end on Thursday, the 22nd September 2016 at 17.00 Hrs. The remote e-voting module shall be disabled thereafter. The facility of voting through Physical Ballot shall be made available at the 30th AGM and the members attending the 30th AGM and who have not cast their vote by remote e-voting, shall be able to exercise their right at the meeting through Physical Ballot. A member may participate in the 30th AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the 30th AGM. However, in case a member cast their vote through e-voting as well as physical ballot, then voting through remote e-voting will prevail. The detailed information including procedure, thereof, about voting through electronic means (remote e-voting) or Physical Ballot at the 30th AGM has been provided in the Notice of the 30th AGM.

CS Pranab Panigrahi, Company Secretary of the Company is the responsible to address the grievances connected with the e-voting and shareholders may contact at the numbers / e-mail ID provided herein above or e-voting help desk at 18002005533 (Toll free) or at their email helpdesk.evoting@cslindia.com and website : www.evotingindia.com for more details.

For Sunflag Iron & Steel Company Limited

Place : Nagpur

CS Pranab Panigrahi

Date : 29th August 2016

Company Secretary - M. No. ACS-16186



सनफ्लॅग आयर्न अँड स्टील कंपनी लि.
 नोंदणीकृत कार्यालय : 33, माऊंट रोड, सदर, नागपूर-440001
 दूरध्वनी क्र. +91 712-2524661, फॅक्स क्र. : +91 712-2520360
SUNFLAG ई-मेल : investor@sunflagsteel.com
IRON & STEEL CO. LTD. वेबसाईट : www.sunflagsteel.com
 CIN - L27100MH1984PLC034003

तिसाव्या (३०) वार्षिक आम सभेची सूचना

याद्वारे सूचना देण्यात येते की सनफ्लॅग आयर्न अँड स्टील कंपनी लिमिटेड च्या सदस्यांची वार्षिक आम सभा शुक्रवार, दि. 23 सप्टेंबर, 2016 रोजी दु. 3.00 वाजता इंडियन मेडीकल असोसिएशन, जे. आर. शॉ ऑडिटोरियम, नार्थ अंबाझरी रोड, नागपूर - 440010 येथे आयोजित करण्यात येत आहे. सुचनेतील कामकाज व त्यासंबंधीच्या स्पष्टीकरणाचे विवरण 2015-16 च्या वार्षिक अहवाला मध्ये नमूद केलेले आहे. वार्षिक अहवाल 2015-16, NSDL/CDSL/RTA/COMPANY मधे ई-मेल नोंदणीकृत सदस्यांना ई-मेल वर व उर्वरित सदस्यांना परवानगी पद्धती द्वारे पाठविण्यात आलेले आहेत. कंपनीने वार्षिक अहवाल सोबत 30 व्या आमसभेची सूचना व इतर दस्तावेज या तारखेपर्यंत सर्व सदस्यांना पाठविण्याची प्रक्रिया पूर्ण केली आहे. ज्या सदस्यांना हे दस्तावेज प्रत्यक्ष कागदी स्वरूपात हवे असतील, त्यांना ते विनंती वरून निशुल्क उपलब्ध करण्यात येतील. सदरचे सर्व दस्तावेज कंपनीच्या www.sunflagsteel.com या वेबसाईटवर उपलब्ध आहेत.

तसेच, कंपनी कायदा, 2013 च्या कलम 91, कंपनी (प्रशासन आणि व्यवस्थापन) नियम 2014, सोबत सुधारित नियम, 2015 च्या नियम 10 आणि सेबी (सूचीकरण दायित्व आणि प्रकटीकरण आवश्यकता) अधिनियम, 2015 च्या विनियम 42 अन्वये सभासदांचे रजिस्टर आणि कंपनीची शेअर हस्तांतरण पुस्तके, शनिवार, दि. 17 सप्टेंबर, 2016 ते शुक्रवार, दि. 23 सप्टेंबर 2016 (दोन्ही दिवस धरून) पर्यंत वार्षिक आम सभेसाठी बंद राहतील.

कंपनी कायदा 2013 च्या कलम 108 तसेच कंपनी (प्रशासन आणि व्यवस्थापन) नियम, 2014, सोबत सुधारित नियम, 2015 च्या नियम 20 आणि सेबी (सूचीकरण दायित्व आणि प्रकटीकरण आवश्यकता) अधिनियम, 2015 च्या विनियम 44 अन्वये ज्या सदस्यांजवळ, शुक्रवार दि. 16 सप्टेंबर, 2016 च्या कट ऑफ तारीख पर्यंत डिमेट किंवा भौतिक स्वरूपामधील शेअर्स उपलब्ध असतील, तेच सदस्य इलेक्ट्रॉनिक पद्धतीने किंवा भौतिक मतदान करू शकतात. 30 व्या वार्षिक आमसभेच्या सूचनेमधे दिलेल्या विषयावर सभासद इलेक्ट्रॉनिक पद्धतीने पण मतदान करू शकतात. रिमोट इलेक्ट्रॉनिक मतदान पद्धतीचा अवधी मंगळवार, दि. 20 सप्टेंबर, 2016 रोजी सकाळी 10.00 वाजता शुरु होऊन गुरुवार, दि. 22 सप्टेंबर, 2016 रोजी सायं. 5.00 वाजता समाप्त होईल. ई-व्होटिंग मोड्युल त्यानंतर निष्क्रिय केले जाईल. कंपनीचे सदस्य ज्यांच्या जवळ कट ऑफ तारीख म्हणजे शुक्रवार दि. 16 सप्टेंबर 2016 ला डिमेट किंवा भौतिक स्वरूपामध्ये शेअर असतील आणि ज्या सदस्यांनी इलेक्ट्रॉनिक माध्यमाद्वारे आपले मतदान केलेले नाही, असेच सदस्य फक्त आपले मत 30 व्या वार्षिक आम सभे मध्ये टाकू शकतात. ज्या सदस्यांनी अगोदरच इलेक्ट्रॉनिक पद्धतीने मतदान केलेले आहे, ते सदस्य आम सभेत भाग घेऊ शकतात पण सभे मधे पुनर्मतदान करू शकणार नाहीत. जर भागदारक इलेक्ट्रॉनिक आणि भौतिक स्वरूपात, दोहोत मतदान करतील तर इलेक्ट्रॉनिक मतदान अंतिम धरण्यात येईल. इलेक्ट्रॉनिक किंवा भौतिक मतदाना बदल विस्तृत माहिती वार्षिक अहवाल 2015-16 च्या सूचने मधे नमूद केलेली आहे.

कंपनीचे सचिव सीएस प्रणब पाणिग्रही, (ई-मेल : investor@sunflagsteel.com) इलेक्ट्रॉनिक मतदाना संबंधीत तक्रारीच्या समाधानाकरता जबाबदार असतील व भागदारक त्यांच्याशी वर दिलेल्या नंबर/ई-मेल वर किंवा ई-व्होटिंग हेल्पडेस्कशी 18002005533 (टोल फ्री) व www.evotingindia.com या वेबसाईट वर संबंधीत माहिती प्राप्त करू शकतील.

सनफ्लॅग आयर्न अँड स्टील कंपनी लि. करीता

ठिकाण : नागपूर

सीएस प्रणब पाणिग्रही

दिनांक : 29 ऑगस्ट 2016

कंपनी सचिव - सदस्यता क्र. ACS-16186