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SECY / 2018 / 832 - 833
11th October, 2018

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



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

The Manager, Listing Department,
National Stock Exchange of India Ltd.,
"Exchange Plaza", C - 1, Block - G,
Bandra - Kurla Complex, Bandra (East)
MUMBAI - 400 051

Sub : Compliance Report on Corporate Governance - Regulation 27 (2) of the SEBI, (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the Second Quarter (Q-2) / Half Year (H-2) ended 30th September 2018

Ref : Sunflag Iron and Steel Company Limited - BSE Scrip Code : 500404 / NSE Symbol : SUNFLAG

Dear Sir / Madam,

Pursuant to the Regulation, 27 (2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith Compliance Report on Corporate Governance for the Second Quarter (Q-2) / Half Year (H-2) ended 30th September 2018.

Kindly place the aforesaid documents (Compliance Report/s) on records. Meantime, kindly acknowledge the receipt.

Sincerely,

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi
Company Secretary & Compliance Officer
Membership No. ACS - 16186



Encl : As above

Visit us at www.sunflagsteel.com

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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : SUNFLAG IRON AND STEEL COMPANY LIMITED
 2. Second Quarter Ending : 30th September 2018

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director(s)	PAN (\$) / DIN &	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Appointment in the current term	Date of Cessation	Tenure* (In months)	No. of Directorships in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of Memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committees held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Membership of Committees
1. Mr. Bhardwaj	Ravi Bhushan	AAMPB1229N 00054700	Chairman (Non-executive) C & NED	01.10.1998	-	-	1	1	-	1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee
2. Mr. Bhardwaj	Ravi	AESPB2780E 00054805	Managing Director (Executive) ED	03.02.2000	-	-	1	1	-	1. Nomination & Remuneration Committee 2. Stakeholders' Relationship Committee 3. Corporate Social Responsibility Committee
3. Mr. Shekar	Dr. E. R. C. Shekar	AKPPS5177F 00013670	Non-executive, (Independent Director) ID	26.09.2017	25.09.2022	60	2	2	2	1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee
4. Mr. Gajendran	S. Gajendran	AAAPG6553C 00250136	Non-executive, (Independent Director) ID	26.09.2017	25.09.2019	24	2	4	2	1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders' Relationship Committee



5.	Mr.	CA Mr. Jayesh Parmar	M. M.	AAFPP4048N 00802843	Non-executive, (Independent Director) ID	26.09.2017	25.09.2019	24	I	I	I	I	1. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee
6.	Mr.	Kumar Singh	Jitendra	AIMPS9257K 00626836	Non-executive, (Independent Director) ID	26.09.2017	25.09.2022	60	I	I	I	I	1. Audit Committee
7.	Mrs.	Neelam Kothari		ADUPK4991P 06709241	Non-executive, (Independent Director) ID	25.09.2015	24.09.2020	60	I	I	I	I	1. Audit Committee
8.	Mr.	Surendra Gupta	Kumar	ABPPG5613D 00054836	Dy. Managing Director (Executive) ED	21.05.2007	-	-	I	I	I	I	1. Stakeholders' Relationship Committee 2. Risk Management Committee 3. Corporate Social Responsibility Committee
9.	Mr.	Suhrit Ravi Bhushan Bhardwaj		AUNPB5842Q 02318190	Director Non-executive, Non-independent	27.03.2017	-	-	I	I	I	I	-
10.	Mr.	R. Muralidhar		AAMPR4451N 00982212	Whole-time Director (Non-independent, executive)	14.08.2017	-	-	I	I	I	I	1. Risk Management Committee
11.	Mr.	Ramchandra Vasant Dalvi		AAAPD4056D 00012065	Whole-time Director (Non-independent, executive)	14.08.2017	-	-	I	I	I	I	-
12.	Mr.	Rooshad Patel (*)	Russi	AADPP3638A 00473945	Non-executive, (Independent Director) ID	25.09.2018	24.09.2023	60	I	I	I	I	-

(*) Mr. Rooshad Russi Patel has been appointed as a Director (Category - Non-executive, Independent) of the Company w.e.f. 25.09.2018



II. Composition of Committees			Category (Chairperson / Executive / Non-Executive / Independent / Nominee) \$
Name of Committee	Name of Committee Members		
1 Audit Committee	Dr. E. R. C. Shekar Mr. S. Gajendran CA Jayesh M. Parmar Mr. Kumar Jitendra Singh Mrs. Neelam Kothari		Chairman (Non-executive, Independent Director) Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director
2 Nomination & Remuneration Committee	Dr. E. R. C. Shekar Mr. S. Gajendran CA Jayesh M. Parmar Mr. Ravi Bhushan Bhardwaj		Chairman (Non-executive, Independent Director) Non-executive, Independent Director Non-executive, Independent Director Non-executive, Chairman
3 Stakeholders' Relationship Committee	Dr. E. R. C. Shekar Mr. S. Gajendran Mr. Ravi Bhushan Bhardwaj Mr. Pranav Bhardwaj Mr. Surendra Kumar Gupta		Chairman (Non-executive, Independent Director) Non-executive, Independent Director Non-executive, Chairman Executive – Managing Director Executive – Dy. Managing Director
4 Risk Management Committee (if applicable)	Dr. E. R. C. Shekar CA Jayesh M. Parmar Mr. Surendra Kumar Gupta CA R. Muralidhar		Chairman (Non-executive, Independent Director) Non-executive, Independent Director Executive – Dy. Managing Director Executive Director - Finance
5 Corporate Social Responsibility Committee	Mr. Ravi Bhushan Bhardwaj Dr. E. R. C. Shekar CA Jayesh M. Parmar Mr. Surendra Kumar Gupta		Chairman (Non-executive, Chairman) Non-executive, Independent Director Non-executive, Independent Director Executive – Dy. Managing Director

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
28 th May 2018	13 th August 2018	76



S. Jayesh

IV. Meeting of Committees – Audit Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
28 th May 2018	Yes	13 th August 2018	76

Meeting of Committees – Nomination & Remuneration Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter / period	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
28 th May 2018	Yes	13 th August 2018	76

Meeting of Committees – Stakeholders' Relationship Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
28 th May 2018	-	-	-

Meeting of Committees – Risk Management Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter / period	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
-	-	-	-

Meeting of Committees – Corporate Social Responsibility Committee			Maximum gap between any two consecutive meetings in number of days*
Date(s) of Meeting (if any) in the previous quarter / period	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	
28 th May 2018	-	-	-

V. Related Party Transactions		Compliance Status (Yes / No / NA)
Whether prior approval of audit committee obtained	Subject	NA
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA



P. Raju

VI. Affirmations :

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
5. This report and / or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here : **Yes**

Place : Nagpur

Date : 11th October 2018



For Sunflag Iron and Steel Company Limited

A handwritten signature in blue ink, appearing to read "P. Prānab Panigrahi".

CS Prānab Panigrahi

Company Secretary & Compliance Officer
Membership No. ACS - 16186

HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : SUNFLAG IRON AND STEEL COMPANY LIMITED
 2. Half Year Ending : 30th September, 2018

I. Affirmations

Broad heading	Regulation Number	Compliance Status (Yes / No / NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note :

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.
- If the Listed Entity would like to provide any other information the same may be indicated here.



For Sunflag Iron and Steel Company Limited

P. Pranab

CS Pranab Panigrahi

Company Secretary & Compliance Officer
Membership No. ACS - 16186

Place : Nagpur

Date : 11th October, 2018