

**SUNFLAG IRON & STEEL CO. LTD.**

REGD. OFFICE :

33/1, MOUNT ROAD, SADAR, NAGPUR - 440 001. MH, (INDIA)

PH.: 0712-2524661, 2532901, 2520356, 2520358 FAX : 0712-2520360

E-Mail : admin@sunflagsteel.com

Website : www.sunflagsteel.com

CIN: L27100MH1984PLC034003

**Through Online Filing**

SECY/2025/SE/Voting Results/247-248

Monday, the 29<sup>th</sup> September, 2025

To, Deputy General Manager, Department of Corporate Services, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, <b>MUMBAI - 400 001</b>  <b>Ref: BSE Script Code: 500404</b>	To, The Manager, Listing Department, <b>National Stock Exchange of India Limited</b> "Exchange Plaza", C - 1, Block G, Bandra - Kurla Complex, Bandra (East), <b>MUMBAI - 400 051</b>  <b>Ref: NSE Script Code: SUNFLAG</b>
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**Sub: Disclosure of Voting Results of the 39<sup>th</sup> Annual General Meeting held on Friday, the 26<sup>th</sup> September, 2025 through Video Conference (VC) / Other Audio-Visual Means (OAVM)**

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the voting results of 39<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, the 26<sup>th</sup> September, 2025 in the format as prescribed.

We are also enclosing herewith the consolidated Scrutinizer's Report on the remote e-voting and e-voting at the AGM.

You are requested to take the above submissions on record.

Sincerely,

**For Sunflag Iron and Steel Company Limited**

**CS Ashutosh Mishra**

**Head Company Secretary & Compliance Officer**

**Membership no.: ACS – 23011**

**e-mail: avm@sunflagsteel.com**

**Phone No: +91 712 2524661**

**33/1, Mount Road, Sadar, Nagpur – 440001.**

Visit us at [www.sunflagsteel.com](http://www.sunflagsteel.com)

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## DECLARATION OF THE CONSOLIDATED VOTING RESULTS COMPRISING THE REMOTE E-VOTING AS WELL AS E-VOTING AT THE THIRTY-NINTH (39<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNFLAG IRON AND STEEL COMPANY LIMITED HELD ON 26<sup>TH</sup> SEPTEMBER, 2025.

On the basis of the Scrutinizer's Report submitted by M/s R. A. Daga & Co., Company Secretaries, Nagpur [Membership No. 5522, COP No. 5073], ('the Scrutinizer'), appointed by the Board of Directors, at their 203<sup>rd</sup> Meeting held on Monday, the 11<sup>th</sup> August, 2025, for conducting remote e-voting as well as e-voting at the 39<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company in a fair and transparent manner in terms of the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), I do hereby declare the results of the e-voting on all the Ordinary and Special Resolution/s by the Members of the Company in respect of the 39<sup>th</sup> Annual General Meeting held on **Friday, the 26<sup>th</sup> day of September, 2025** through Video Conference (VC) / Other Audio-Visual Means (OAVM) as follows:

Description of the Meeting	<b>39<sup>th</sup> Annual General Meeting of the Members of the Company</b>
Day, Date and Time of the Meeting	<b>Friday, the 26<sup>th</sup> day of September, 2025 at 12:00 P.M. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM)</b>
Cut-off (Record) Date	<b>Friday, the 19<sup>th</sup> day of September, 2025</b>
Total Number of Members as on Cut-off (Record) Date	<b>Sixty-four Thousand Seven Hundred Seventy-Seven (64,777)</b>
<b>Total Number of Members present in the meeting either in person or through proxy:</b>	<b>Not Applicable</b>
Promoter & Promoter Group Members	
Members (Public)	
<b>Total Number of Members present in the Meeting through VC / OAVM</b>	<b>Fifty-seven (57)</b>
Promoter & Promoter Group Members	<b>Five (5)</b>
Members (Public)	<b>Fifty-two (52)</b>

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## VOTING RESULTS OF ITEM NO. 1 to 10

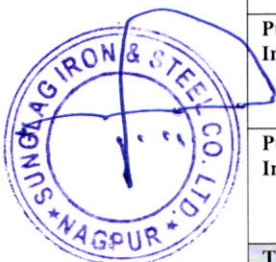
Sr. No.	Particulars of Resolution
1.	Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year 2024-25 ended 31 <sup>st</sup> March, 2025 including, the Balance Sheet as at 31 <sup>st</sup> March, 2025, Statement of Profit and Loss and Cash Flow for the Financial year 2024-25, together with the Board's Report and Report of the Statutory Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes		% of Votes polled in	
					in favour (4)	against (5)	favour (6)=[(4)/(2)] *100	against (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	92194826	92194826	100.00	92194826	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>92194826</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	881715	52.73	881715	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>881715</b>	<b>52.73</b>	<b>881715</b>		<b>100.00</b>	<b>0.00</b>
Public- Non-Institution/s	E-Voting	86352594	40549484	46.96	40548453	1031	99.99	0.01
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549484</b>	<b>46.96</b>	<b>40548453</b>	<b>1031</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>180219448</b>	<b>133626025</b>	<b>74.15</b>	<b>133624994</b>	<b>1031</b>	<b>99.99</b>	<b>0.01</b>

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No.	Particulars of Resolution
2	Declaration of final dividend @7.5% (i.e. ₹ 0.75/- per share) on Equity Share of face value of ₹ 10/- (₹ Ten) each for the Financial Year ended 31 <sup>st</sup> March, 2025.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes		% of Votes polled in	
					in favour (4)	against (5)	favour (6)=[(4)/(2)] *100	against (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	92194826	92194826	100.00	92194826	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>92194826</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	902591	53.98	902591	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>902591</b>	<b>53.98</b>	<b>902591</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non-Institution/s	E-Voting	86352594	40549484	46.96	40548418	1066	99.99	0.01
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549484</b>	<b>46.96</b>	<b>40548418</b>	<b>1066</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>180219448</b>	<b>133646901</b>	<b>74.16</b>	<b>133645835</b>	<b>1066</b>	<b>99.99</b>	<b>0.01</b>



I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No.	Particulars of Resolution
3	To appoint a director in place of Mr. Suhrit Bhardwaj (DIN - 02318190), who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes		% of Votes polled in	
					in favour (4)	against (5)	favour (6)=[(4)/(2)] * 100	against (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	92194826	*73775007	80.02	73775007	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>73775007</b>	<b>80.02</b>	<b>73775007</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	902591	53.98	291113	611478	32.25	67.75
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>902591</b>	<b>53.98</b>	<b>291113</b>	<b>611478</b>	<b>32.25</b>	<b>67.75</b>
Public- Non-Institution/s	E-Voting	86352594	40549484	46.96	40548762	722	99.99	0.01
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549484</b>	<b>46.96</b>	<b>40548762</b>	<b>722</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>180219448</b>	<b>115227082</b>	<b>63.94</b>	<b>114614882</b>	<b>612200</b>	<b>99.47</b>	<b>0.53</b>

(\*) – 18419819 votes of Promoter/Promoter Group were abstain/invalid.

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No.	Particulars of Resolution
4	Appointment of M/s. Lodha & Co. LLP, Chartered Accountants, New Delhi as the Statutory Auditors of the Company in place of retiring Auditors.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes		% of Votes polled in	
					in favour (4)	against (5)	favour (6)=[(4)/(2)] * 100	against (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	92194826	92194826	100.00	92194826	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>92194826</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	902591	53.98	902591	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>902591</b>	<b>53.98</b>	<b>902591</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non-Institution/s	E-Voting	86352594	40549029	46.96	40541110	7919	99.98	0.02
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549029</b>	<b>46.96</b>	<b>40541110</b>	<b>7919</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>180219448</b>	<b>133646446</b>	<b>74.16</b>	<b>133638527</b>	<b>7919</b>	<b>99.99</b>	<b>0.01</b>





I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as a Special Resolution.

Sr. No.	Particulars of Resolution
5	Re-appointment of CA Vinita Bahri (DIN – 03109454), as a Director (Category- Non-executive, Independent) of the Company for a fixed second term of five (5) consecutive years.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes in favour (4) against (5)		% of Votes polled in favour (6)=[(4)/(2)] * 100	% of Votes polled in against (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	92194826	92194826	100.00	92194826	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>92194826</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	902591	53.98	663589	239002	73.52	26.48
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>902591</b>	<b>53.98</b>	<b>663589</b>	<b>239002</b>	<b>73.52</b>	<b>26.48</b>
Public- Non-Institution/s	E-Voting	86352594	40549484	46.96	40534674	14810	99.96	0.04
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549484</b>	<b>46.96</b>	<b>40534674</b>	<b>14810</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>		<b>180219448</b>	<b>133646901</b>	<b>74.16</b>	<b>133393089</b>	<b>253812</b>	<b>99.81</b>	<b>0.19</b>

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as a Special Resolution.

Sr. No.	Particulars of Resolution
6	Re-appointment of CA Mattegunta Anjani Venkatramana Goutham (DIN - 00101447), as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of five (5) consecutive years.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes in favour (4) against (5)		% of Votes polled in favour (6)=[(4)/(2)] * 100	% of Votes polled in against (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	92194826	92194826	100.00	92194826	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>92194826</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	902591	53.98	663589	239002	73.52	26.48
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>902591</b>	<b>53.98</b>	<b>663589</b>	<b>239002</b>	<b>73.52</b>	<b>26.48</b>
Public- Non-Institution/s	E-Voting	86352594	40549484	46.96	40541874	7610	99.98	0.02
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549484</b>	<b>46.96</b>	<b>40541874</b>	<b>7610</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>180219448</b>	<b>133646901</b>	<b>74.16</b>	<b>133400289</b>	<b>246612</b>	<b>99.82</b>	<b>0.18</b>



I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as a Special Resolution.

Sr. No.	Particulars of Resolution
7	Re-appointment of Mr. Tirthnath Indranath Jha (DIN – 07593002), as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of five (5) consecutive years.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes		% of Votes polled in	
					in favour (4)	against (5)	favour (6)=[(4)/(2)] * 100	against (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	92194826	92194826	100.00	92194826	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>92194826</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	902591	53.98	663589	239002	73.52	26.48
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>902591</b>	<b>53.98</b>	<b>663589</b>	<b>239002</b>	<b>73.52</b>	<b>26.48</b>
Public- Non-Institution/s	E-Voting	86352594	40549384	46.96	40541774	7610	99.98	0.02
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549384</b>	<b>46.96</b>	<b>40541774</b>	<b>7610</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>180219448</b>	<b>133646801</b>	<b>74.16</b>	<b>133400189</b>	<b>246612</b>	<b>99.82</b>	<b>0.18</b>

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as a Special Resolution.

Sr. No.	Particulars of Resolution
8	Re-appointment of Mr. Pranav Bhardwaj (DIN – 00054805) as the Managing Director (Category – Non-independent, Executive), designated Key Managerial Personnel, of the Company, not liable to retire by rotation, for a further period of Five (5) years effective 17 <sup>th</sup> January, 2026.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes		% of Votes polled in	
					in favour (4)	against (5)	favour (6)=[(4)/(2)] * 100	against (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	92194826	*73775007	80.02	73775007	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>73775007</b>	<b>80.02</b>	<b>73775007</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	902591	53.98	52262	850329	5.79	94.21
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>902591</b>	<b>53.98</b>	<b>52262</b>	<b>850329</b>	<b>5.79</b>	<b>94.21</b>
Public- Non-Institution/s	E-Voting	86352594	40549484	46.96	40548762	722	99.99	0.01
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549484</b>	<b>46.96</b>	<b>40548762</b>	<b>722</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>180219448</b>	<b>115227082</b>	<b>63.94</b>	<b>114376031</b>	<b>851051</b>	<b>99.26</b>	<b>0.74</b>

(\*) – 18419819 votes of Promoter/Promoter Group were abstain/invalid.





I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as a Special Resolution.

Sr. No.	Particulars of Resolution
9	Appointment of M/s. DM & Associates Company Secretaries LLP, Mumbai [Firm Registration Number L2017MH003500 and Peer Review Certificate No. 6584/2025], as Secretarial Auditors of the Company.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes		% of Votes polled in	
					in favour (4)	against (5)	favour (6)=[(4)/(2)] * 100	against (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	92194826	92194826	100.00	92194826	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>92194826</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	902591	53.98	902591	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>902591</b>	<b>53.98</b>	<b>902591</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non-Institution/s	E-Voting	86352594	40549484	46.96	40541910	7574	99.98	0.02
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549484</b>	<b>46.96</b>	<b>40541910</b>	<b>7574</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>180219448</b>	<b>133646901</b>	<b>74.16</b>	<b>133639327</b>	<b>7574</b>	<b>99.99</b>	<b>0.01</b>

I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.

Sr. No.	Particulars of Resolution
10	Ratification of remuneration of Cost Auditors of the Company for the Financial Year 2025-26.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes		% of Votes polled in	
					in favour (4)	against (5)	favour (6)=[(4)/(2)] * 100	against (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	92194826	92194826	100.00	92194826	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>92194826</b>	<b>92194826</b>	<b>100.00</b>	<b>92194826</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institution s	E-Voting	1672028	902591	53.98	902591	0	100.00	0.00
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>1672028</b>	<b>902591</b>	<b>53.98</b>	<b>902591</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non-Institution/s	E-Voting	86352594	40549484	46.96	40548798	686	99.99	0.01
	Poll							
	Postal Ballot							
	<b>Total</b>	<b>86352594</b>	<b>40549484</b>	<b>46.96</b>	<b>40548798</b>	<b>686</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>180219448</b>	<b>133646901</b>	<b>74.16</b>	<b>133646215</b>	<b>686</b>	<b>99.99</b>	<b>0.01</b>



I, as the Authorised Representative of Chairman of the meeting, do hereby declare that the aforesaid resolution placed before the 39<sup>th</sup> Annual General Meeting of the Members of the Company was passed as an Ordinary Resolution.



A handwritten signature in blue ink, consisting of a series of loops and a vertical line extending downwards.

CS Ashutosh Mishra  
Head Company Secretary & Compliance Officer  
Membership no.: ACS-23011  
33/1, Mount Road, Sadar,  
Nagpur - 440001

Place : Nagpur

Date : 29<sup>th</sup> September, 2025





SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies,  
(Management and Administration) Rules, 2014 as amended)

To,  
THE CHAIRMAN  
SUNFLAG IRON AND STEEL CO. LTD.  
CIN: L27100MH1984PLC034003  
33/1, MOUNT ROAD, SADAR,  
NAGPUR, MAHARASHTRA, INDIA, 440001

DATE: 27.09.2025

Dear Sir,

Subject: Scrutinizer's Consolidated Report on Voting by electronic Means, [Remote e-Voting as well as e -Voting during the 39<sup>th</sup> Annual General Meeting] of Sunflag Iron and Steel Company Limited held on Friday, 26<sup>th</sup> day of September, 2025 at 12:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

I, Rachana Anand Daga, a Company Secretary in Practice, [Membership No. 5522, COP No. 5073] have been appointed by the Board of Directors of SUNFLAG IRON AND STEEL COMPANY LIMITED ("The Company") as a scrutinizer for the 39<sup>th</sup> Annual General Meeting of the Members of the Company held on Friday, 26<sup>th</sup> day of September, 2025 at 12:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), at Registered Office of the Company at 33/1, Mount Road, Sadar, Nagpur - 440001, Maharashtra, India (Deemed Venue), for the purpose of scrutinising the Voting by electronic Means, [Remote e-Voting as well as the Electronic Voting at the 39<sup>th</sup> Annual General Meeting], in a fair and transparent manner and ascertaining the requisite majority on Voting by electronic Means, carried out pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable MCA and SEBI Circular/s, on all the Resolutions set out in Notice dated 11<sup>th</sup> August, 2025 convening the 39<sup>th</sup> Annual General Meeting.

The Board of Directors of the Company at its meeting held on 11<sup>th</sup> August, 2025, decided to provide the Members of the Company, whose names appear as on Friday, the 19<sup>th</sup> September 2025 (Cut-off Date), a facility to exercise their right to Vote, on all the Resolution/s as set out in the Notice dated 11<sup>th</sup> August, 2025 convening the 39<sup>th</sup> Annual General Meeting, by electronic Means, [Remote e-Voting as well as e-Voting during the 39<sup>th</sup> AGM], through e-Voting System or Platform of National Securities Depository Limited.





The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 39<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the reports generated from the e-voting process system provided by NSDL (National Securities Depository Limited) the authorized agency engaged by the Company, to provide remote e-voting facilities.

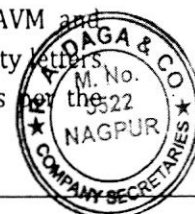
The Notice along with Explanatory Statement setting out material facts under Section 102 of the Companies Act, in respect of all the Ordinary and Special Resolution/s contained in the Notice of 39<sup>th</sup> AGM of the Company was sent on 2<sup>nd</sup> September, 2025 through electronic mode (Email) to those Members whose email addresses were registered with the Company/RTA/Depositories as on 22<sup>nd</sup> August, 2025 and through a physical letter providing the web-link, including the exact path, where complete details of the Annual Report 2024-25 is available, to those shareholder(s) who have not registered their email addresses. Further, the Notice and Annual Report 2024-25 was also made available on the Company's website [www.sunflagsteel.com](http://www.sunflagsteel.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the e-voting agency - National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Company has also published information regarding holding of 39<sup>th</sup> AGM through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') on 30<sup>th</sup> August, 2025, in the Newspapers viz. "The Indian Express" in English language and in "Loksatta", in Marathi language and also published a Notice on 3<sup>rd</sup> September, 2025 in "The Indian Express" in English Language and "Loksatta" in Marathi Language, mentioning about the 39<sup>th</sup> AGM and also specifying therein the matters prescribed in the Act, Rules, Listing Regulations, MCA and SEBI Circular/s, with regard to the 39<sup>th</sup> Annual General Meeting of the Company.

The Shareholders of the Company holding Shares as of the Cut-off Date i.e. 19<sup>th</sup> September, 2025 were entitled to cast their vote through remote e- voting on the resolutions as set out in the Notice.

The AGM of the Company was held on Friday, 26<sup>th</sup> September, 2025 at 12:00 P.M. (IST) through VC/OAVM in terms of MCA Circulars and SEBI Circulars. The voting for items had been transacted as per the Notice to the AGM only through remote e-voting process and e-voting during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereon read with Rule 20 of Companies (Management and Administration) Rules, 2014, ("the rules") as amended from time to time.

Pursuant to the MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members was not available for this AGM. However, the Body Corporates were entitled to appoint Authorized Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. I have received the authority from the Body Corporates related to appointment of Authorised Representatives as per the provisions of Section 113 of the Companies Act, 2013.







The quorum required for the AGM was 30 Members and was attended by 57 Members through VC or OAVM and had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The voting period for remote e-voting commenced on Monday, 22<sup>nd</sup> September, 2025 (09:00A.M. IST) and ended on Thursday, 25<sup>th</sup> September, 2025 (5:00 P.M. IST).

As per the requirement of MCA Circulars and SEBI Circulars, the Company has also provided the e-voting facility during the AGM to those shareholders who have not cast their vote during the remote e-voting period.

Thereafter, the votes cast during the remote e-voting process and e-voting during the AGM were unblocked by me on 26<sup>th</sup> September, 2025 in the presence of two witnesses viz. Ms. Harshita Takkamore and Ms. Shweta Rahmatkar, who were not in the employment of the Company.

Thereafter, the details of the Members of the Company, with their respective Shareholding as on Cut-off Date, i. e. Friday, the 19<sup>th</sup> September 2025, who voted "In favour" "against" and "invalid, abstain or by interested parties" for each of the Resolution's that were put to Vote, were generated from the e-voting website of the NSDL <https://www.evoting.nsdl.com> and based on such Reports generated, scrutinised and reviewed by me, the Consolidated Summary Results of the Voting by electronic Means, [Remote e-Voting as well as e-Voting during the Meeting i.e. 39<sup>th</sup> AGM], is annexed herewith as an Annex and forms an integral part of this Report.



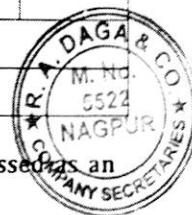
**ANNEX****Nature of Resolution: -**

ITEM NO. 1: ORDINARY RESOLUTION								
To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year 2024-25 ended 31st March, 2025, including, the Balance Sheet as at 31st March, 2025, Statement of Profit and Loss and Cash Flow for the Financial Year 2024-25, together with the Board's Report and Report of the Statutory Auditors thereon.								
MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	92194826	92194826	92194826	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	881715	881715	881715	0	100.00	0.00
	PUBLIC OTHERS	86352594	40549484	40549484	40548453	1031	99.99	0.01
	<b>TOTAL</b>	<b>180219448</b>	<b>133626025</b>	<b>133626025</b>	<b>133624994</b>	<b>1031</b>	<b>99.99</b>	<b>0.01</b>
Total Members abstained from voting : NA								
Total Shares held by members who have been abstained from voting : NA								

Based on above voting results, the resolution set out at item no. 1 of Notice has been passed as an Ordinary resolution.

ITEM NO. 2: ORDINARY RESOLUTION								
To declare final dividend @7.5% (i.e. 0.75/- per share) on Equity Share of face value of ₹ 10/- (₹ Ten) each for the Financial Year ended 31 <sup>st</sup> March, 2025.								
MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	92194826	92194826	92194826	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	902591	902591	902591	0	100.00	0.00
	PUBLIC OTHERS	86352594	40549484	40549484	40548418	1066	99.99	0.01
	<b>TOTAL</b>	<b>180219448</b>	<b>133646901</b>	<b>133646901</b>	<b>133645835</b>	<b>1066</b>	<b>99.99</b>	<b>0.01</b>
Total Members abstained from voting : NA								
Total Shares held by members who have been abstained from voting : NA								

Based on above voting results, the resolution set out at item no. 2 of Notice has been passed as an Ordinary resolution.





**ITEM NO. 3: ORDINARY RESOLUTION**

To appoint a director in place of Mr. Suhrit Bhardwaj (DIN - 02318190), who retires by rotation and, being eligible, offers himself for reappointment.

MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	73775007	73775007	73775007	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	902591	902591	291113	611478	32.25	67.75
	PUBLIC OTHERS	86352594	40549484	40549484	40548762	722	99.99	0.01
	<b>TOTAL</b>	<b>180219448</b>	<b>115227082</b>	<b>115227082</b>	<b>114614882</b>	<b>612200</b>	<b>99.47</b>	<b>0.53</b>

Total Members abstained from voting: Three (3)

Total Shares held by members who have been abstained from voting :18419819

Based on above voting results, the resolution set out at item no. 3 of Notice has been passed as an Ordinary resolution.

**ITEM NO. 4: SPECIAL RESOLUTION**

To appoint Statutory Auditors in place of the retiring Auditors.

MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	92194826	92194826	92194826	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	902591	902591	902591	0	100.00	0.00
	PUBLIC OTHERS	86352594	40549029	40549029	40541110	7919	99.98	0.02
	<b>TOTAL</b>	<b>180219448</b>	<b>133646446</b>	<b>133646446</b>	<b>133638527</b>	<b>7919</b>	<b>99.99</b>	<b>0.01</b>

Total Members abstained from voting : NA

Total Shares held by members who have been abstained from voting : NA

Based on above voting results, the resolution set out at item no. 4 of Notice has been passed as a Special resolution.





ITEM NO. 5: SPECIAL RESOLUTION								
To re-appoint CA Vinita Bahri (DIN - 03109454), as a Director (Category- Non-executive, Independent) of the Company for a fixed second term of five (5) consecutive years.								
MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	92194826	92194826	92194826	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	902591	902591	663589	239002	73.52	26.48
	PUBLIC OTHERS	86352594	40549484	40549484	40534674	14810	99.96	0.04
	<b>TOTAL</b>	<b>180219448</b>	<b>133646901</b>	<b>133646901</b>	<b>133393089</b>	<b>253812</b>	<b>99.81</b>	<b>0.19</b>
Total Members abstained from voting : NA								
Total Shares held by members who have been abstained from voting : NA								

Based on above voting results, the resolution set out at item no. 5 of Notice has been passed as Special resolution.

ITEM NO. 6: SPECIAL RESOLUTION								
To re-appoint CA Mattegunta Anjani Venkatramana Goutham (DIN - 00101447), as a Director (Category - Non-executive,Independent) of the Company for a fixed second term of five (5) consecutive years.								
MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	92194826	92194826	92194826	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	902591	902591	663589	239002	73.52	26.48
	PUBLIC OTHERS	86352594	40549484	40549484	40541874	7610	99.98	0.02
	<b>TOTAL</b>	<b>180219448</b>	<b>133646901</b>	<b>133646901</b>	<b>133400289</b>	<b>246612</b>	<b>99.82</b>	<b>0.18</b>
Total Members abstained from voting : NA								
Total Shares held by members who have been abstained from voting : NA								

Based on above voting results, the resolution set out at item no. 6 of Notice has been passed as Special resolution.





**ITEM NO. 7 : SPECIAL RESOLUTION**

To re-appoint Mr.TirthnathIndranath Jha (DIN - 07593002), as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of five (5) consecutive years.

MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	92194826	92194826	92194826	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	902591	902591	663589	239002	73.52	26.48
	PUBLIC OTHERS	86352594	40549384	40549384	40541774	7610	99.98	0.02
	<b>TOTAL</b>	<b>180219448</b>	<b>133646801</b>	<b>133646801</b>	<b>133400189</b>	<b>246612</b>	<b>99.82</b>	<b>0.18</b>

Total Members abstained from voting : NA

Total Shares held by members who have been abstained from voting : NA

Based on above voting results, the resolution set out at item no. 7 of Notice has been passed as Special resolution.

**ITEM NO. 8 :SPECIAL RESOLUTION**

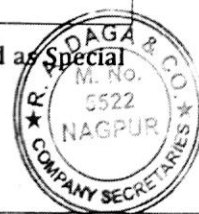
To re-appoint Mr. Pranav Bhardwaj (DIN- 00054805) as the Managing Director (Category -Non-independent, Executive), designated Key Managerial Personnel, of the Company not liable to retire by rotation, for a further period of Five (5) years effective 17th January, 2026.

MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	73775007	73775007	73775007	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	902591	902591	52262	850329	5.79	94.21
	PUBLIC OTHERS	86352594	40549484	40549484	40548762	722	99.99	0.01
	<b>TOTAL</b>	<b>180219448</b>	<b>115227082</b>	<b>115227082</b>	<b>114376031</b>	<b>851051</b>	<b>99.26</b>	<b>0.74</b>

Total Members abstained from voting : Three (3)

Total Shares held by members who have been abstained from voting :18419819

Based on above voting results, the resolution set out at item no. 8 of notice has been passed as Special resolution.



**ITEM NO. 9: ORDINARY RESOLUTION**

To appoint M/s. DM & Associates Company Secretaries LLP, Mumbai [Firm Registration Number L2017MH003500 and Peer Review Certificate No. 6584/2025], as Secretarial Auditors of the Company.

MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	92194826	92194826	92194826	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	902591	902591	902591	0	100.00	0.00
	PUBLIC OTHERS	86352594	40549484	40549484	40541910	7574	99.98	0.02
	<b>TOTAL</b>	<b>180219448</b>	<b>133646901</b>	<b>133646901</b>	<b>133639327</b>	<b>7574</b>	<b>99.99</b>	<b>0.01</b>
Total Members abstained from voting : NA								
Total Shares held by members who have been abstained from voting : NA								

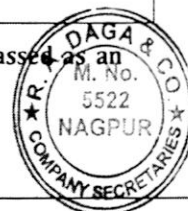
Based on above voting results, the resolution set out at item no. 9 of Notice has been passed as an Ordinary resolution.

**ITEM NO. 10: ORDINARY RESOLUTION**

To ratify remuneration of Cost Auditors of the Company.

MODE OF VOTING	TYPE OF SHARE HOLDING	TOTAL NUMBER OF SHARES HELD	TOTAL NUMBER OF VOTES POLLED	NUMBER OF TOTAL VALID VOTES	VOTES IN NUMBERS		VOTES IN %	
					Favour	Against	Favour	Against
REMOTE E-VOTING AS WELL AS E-VOTING AT AGM	PROMOTER AND PROMOTER GROUP	92194826	92194826	92194826	92194826	0	100.00	0.00
	PUBLIC INSTITUTIONS	1672028	902591	902591	902591	0	100.00	0.00
	PUBLIC OTHERS	86352594	40549484	40549484	40548798	686	99.99	0.01
	<b>TOTAL</b>	<b>180219448</b>	<b>133646901</b>	<b>133646901</b>	<b>133646215</b>	<b>686</b>	<b>99.99</b>	<b>0.01</b>
Total Members abstained from voting : NA								
Total Shares held by members who have been abstained from voting : NA								

Based on above voting results, the resolution set out at item no. 10 of notice has been passed as an Ordinary resolution.





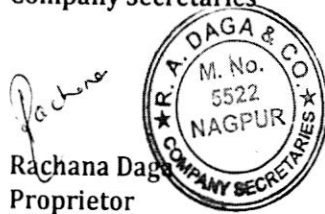
Notes:

- (i) Percentage of votes cast in favour or against the resolution, are calculated based on the valid votes cast through E-voting.
- (ii) All the relevant records of voting are in my safe custody and the same will be handed over to the Head Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,

For R. A. Daga & Co.,  
Company Secretaries



Rachana Daga  
Proprietor  
Membership No: 5522  
C.P. No: 5073  
PR NO.:1568/2021  
Date: - 27/09/2025

Place: Nagpur  
UDIN: F005522G001370842

Countersigned By  
FOR SUNFLAG IRON AND STEEL CO. LTD.

CS Ashutosh Mishra  
Head Company Secretary  
Membership no. 23011  
Place: Nagpur  
Date: - 27/09/2025



Witnesses:-

1. Ms. Harshita Takkamore  
Address: Nagpur  
Occupation: Student

2. Ms. Shweta Rahmatkar  
Address: Nagpur  
Occupation: Student