

By Email / Courier

SECY / 2015 / 1284
Monday, September 28, 2015

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

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 : Submission of details regarding the voting (e-voting and physical ballot) results for the 29th Annual General Meeting of the Members of the Company held on 25th September, 2015 along with Scrutinizer's Report

Ref : Script Code : SUNFLAG (NSE)

Dear Sir / Madam,

This is to inform you that the 29th Annual General Meeting of the members of the Company was held on 25th September, 2015 at 3 PM at the Indian Medical Association's J R Shaw Auditorium, North Ambazari Road, Nagpur – 440010 to consider and approve the business contained in the notice convening the said meeting.

As required by the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as amended) and Clause 35B of the Listing Agreement, the Company had provided facility to its members to exercise vote electronically on the Resolution/s contained in the Notice of Annual General Meeting. The Remote e-voting was started from 10.00 Hrs of 22nd September, 2015 and ends on 17.00 Hrs of 24th September, 2015.

At the Annual General Meeting, voting by poll on all the Resolutions mentioned in the Notice was taken up. Accordingly, the poll was conducted and all the present members were given due opportunity for voting.

P. Rajwade



Visit us at www.sunflagsteel.com

BHANDARA OFFICE :
BHANDARA ROAD,
WARTHI - 441 905
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 : sunbm@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, SECTOR-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



As already informed to the Exchange/s, CS Mukesh D Parakh, Company Secretary in Practice was appointed as a Scrutinizer for remote e-voting and conducting voting by poll process at the Annual General Meeting venue and accordingly, report to the Chairman of the Meeting.

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) and Clause 35B of the Listing Agreement, the report of Scrutinizer's, for E-Voting, physical voting (by poll process) and consolidated report was enclosed herewith.

The statement of Chairman's declaration of the voting results based on the Scrutinizer's consolidated report of both - e-voting and physical poll process was also enclosed herewith.

The voting results so declared by the Chairman and report of the Scrutinizers were available on the website of the Company, Bigshare Services Private Limited (RTA) and Central Depository Services (India) Limited.

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

Sincerely,

For Sunflag Iron and Steel Company Limited


CS Pranab Panigrahi
Company Secretary
Membership No. ACS-16186



Encl. a/a.:

DECLARATION OF THE VOTING RESULTS OF THE E-VOTING AS WELL AS PHYSICAL VOTING THROUGH POLL CONDUCTED AT THE 29th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, 25th SEPTEMBER 2015 AT 3 PM AT NAGPUR

On the basis of report submitted by **CS Mukesh D. Parakh, Company Secretary in Practice, (Scrutinizer)**, appointed by the Board of Directors, in their meeting held on 12th August 2015, for conducting E-Voting as well as Physical Voting process at the 29th Annual General Meeting of the Members of the Company in a fair and transparent manner in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as amended), I hereby declare the result of the voting on the resolutions by the members of the Company in respect of the 29th Annual General Meeting held on 25th September, 2015 as follows ;

Date of the AGM :	25th September 2015
Total number of shareholders on record date:	67,918
No. of shareholders present in the meeting either in person or through proxy:	52
Promoters and Promoter Group:	3
Public:	49
No. of Shareholders attended the meeting through Video Conferencing :	Not Provided
Promoters and Promoter Group:	
Public:	

- Adoption of the Audited Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Report of the Board of Directors and Statutory Auditors for the financial year ended 31st March 2015 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
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PUNE - 411 018.
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FAX : 020 - 27423013
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Promoter and Promoter Group	88416476	88416476	0	100.00%	0%
Public-Others	41847274	41847174	100	99.9998%	0.0002%
Total	130263750	130263650	100	99.9999%	0.0001%

Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

2. Appointment of a Director in place of Mr. Pranav Bhardwaj (DIN : 00054805), who retires by rotation and, being eligible, offers himself for re-appointment – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
Promoter and Promoter Group	73586938	73586938	0	100.00%	0%
Public-Others	41847439	41847174	265	99.9994%	0.0006%
Total	115434377	115434112	265	99.9998%	0.0002%

Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

3. Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W) as the Statutory Auditors of the Company – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
Promoter and Promoter Group	88416476	88416476	0	100.00%	0%
Public-Others	41847274	41847174	100	99.9998%	0.0002%
Total	130263750	130263650	100	99.9999%	0.0001%

Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

4. Appointment of Mrs. Neelam Kothari (DIN : 06709241) as a Non-executive, Independent Director of the Company – **Ordinary Resolution.**



Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
Promoter and Promoter Group	88416476	88416476	0	100.00%	0%
Public-Others	41847439	41847174	265	99.9994%	0.0006%
Total	130263915	130263650	265	99.9998%	0.0002%

Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

5. Revision in remuneration of Mr. Ravi Bhushan Bhardwaj (DIN : 00054700) as the Vice-Chairman & Managing Director of the Company – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
Promoter and Promoter Group	73586938	73586938	0	100.00%	0%
Public-Others	41847439	41838224	9215	99.98%	0.02%
Total	115434377	115425162	9215	99.99%	0.01%

Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

6. Revision in remuneration of Mr. Pranav Bhardwaj (DIN : 00054805) as the Joint Managing Director of the Company effective 1st April 2014 and Re-designation as the Managing Director of the Company effective 12th August 2015 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
Promoter and Promoter Group	73586938	73586938	0	100.00%	0%
Public-Others	41847439	41838224	9215	99.98%	0.02%
Total	115434377	115425162	9215	99.99%	0.01%



Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

7. Revision in remuneration of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Whole-time Director designated as the Director & CEO of the Company effective 1st April 2014 and Re-designation as the Deputy Managing Director of the Company effective 12th August 2015 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
Promoter and Promoter Group	88416476	88416476	0	100.00%	0%
Public-Others	41847439	41838674	8765	99.98%	0.02%
Total	130263915	130255150	8765	99.993%	0.007%

Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

8. Appointment of Mr. Pranav Bhardwaj (DIN : 00054805) as the Managing Director of the Company for a further period of five (5) years effective 17th January 2016 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
Promoter and Promoter Group	73586938	73586938	0	100%	0%
Public-Others	41847439	41838674	8765	99.98%	0.02%
Total	115434377	115425612	8765	99.993%	0.007%

Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

9. Ratification of Remuneration of Cost Auditors of the Company – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
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Promoter and Promoter Group	88416476	88416476	0	100%	0%
Public-Others	41847439	41847174	265	99.9994%	0.0006%
Total	130263915	130263650	265	99.9998%	0.0002%

Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

10. Adoption of new set of Articles of Association of the Company *inter-alia* pursuant to the Companies Act, 2013 – **Special Resolution.**

Mode of Voting : Poll/E-voting

Type of Holding	No. of Valid votes	No. of Votes – in favour	No. of Votes – against	% of Votes in favour	% of Votes against
Promoter and Promoter Group	88416476	88416476	0	100%	0%
Public-Others	41847439	41847174	265	99.9994%	0.0006%
Total	130263915	130263650	265	99.9998%	0.0002%

Chairmen declare that the resolution placed before the 29th Annual General Meeting of the Members of the Company was passed with requisite majority as a Special Resolution.

Accordingly, I do hereby declare that all the resolution/s placed before the 29th Annual General Meeting of the Members of the Company were passed with requisite majority as the Ordinary / Special Resolution respectively.

Thanking you.

Yours faithfully,

For Sunflag Iron and Steel Company Limited



P. B. Bhardwaj
Chairman
(DIN : 00136076)



Place : Nagpur
Date : 26th September, 2015



CS MUKESH D. PARAKH

**M.Com., D.B.M., M. Phil (C), FCS
COMPANY SECRETARIES**

203, Level 2, Manomay Plaza, 272, Central Bazar Road,
Ramdaspeth, Nagpur - 440010, Maharashtra
+91 712 2434703 / 9371234703 E-mail ID : csmukesh@live.com

Saturday, the 26 September 2015

**To,
The Chairman of Twenty-ninth (29) Annual General Meeting of the
Members of Sunflag Iron and Steel Company Limited held on Friday, the 25
September 2015 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw
Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra**

Sub : Consolidated Scrutinizer's Report on voting by electronic means (remote e-voting) for, and voting through physical ballot paper pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 conducted at, the 29 Annual General Meeting of Sunflag Iron and Steel Company Limited held on Friday, the 25 September 2015 at 15:00 Hrs. at Nagpur

Dear Sirs,

I, CS Mukesh D. Parakh, Company Secretary in Practice, Nagpur have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide resolution passed at their meeting held on Wednesday, the 12 August 2015 as a Scrutinizer for the 29 Annual general meeting of the members (equity shareholder/s) of the Company to be held on Friday, the 25 September 2015 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra for the purpose of scrutinizing the e-voting and physical ballot voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting as well as physical ballot voting carried out pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, ("Rules") on all the ordinary and special resolution/s referred to in this report.





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+91 712 2434703 / 9371234703 E-mail ID : csmukesh@live.com

The Board of Directors of the Company have, vide resolution passed at their meeting held on Wednesday, the 12 August 2015 decided to provide the members of the Company, whose names appear as on Friday, the 18 September 2015 ("Cut-off Date"), a facility to exercise their right to vote on all the ordinary and special resolution/s as set out in the Notice dated Wednesday, the 12 August 2015 calling for the 29 Annual general meeting to be held on Friday, the 25 September 2015 at Nagpur ("29 AGM Notice") by electronic means (remote e-voting) through e-voting platform of Central Depository Services (India) Limited (CDSL) and also by physical ballot voting at the 29 AGM of the Company for the members of the Company, who do not have access the remote e-voting facility.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to voting through electronic means (remote e-voting) and voting through physical ballot on all the ordinary and special resolution/s contained in the 29 AGM Notice. My responsibility as a Scrutinizer for the e-voting and physical ballot voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" "against" or "invalid / abstain / by interested parties" for all the ordinary and special resolution/s stated above, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited, the authorised agency to provide the e-voting facilities engaged by the Company and the ballot form/s submitted by the members present (in person or by proxy) at the 29 AGM of the Company.

The 29 AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the members (equity shareholder/s) in respect of all the below mentioned ordinary and special resolution/s to be placed at the 29 AGM of the members of the Company to be held on Friday, the 25 September 2015 at Nagpur.

The 29 AGM Notice was sent through electronic means (e-mail) on 29 August 2015 to 13,712 members of the Company whose names were appearing in the Register of members / list of beneficial owners and who had provided e-mail id for receipt of such documents in electronic mode.

The 29 AGM Notice was sent through India Post (registered) to 548 members during the period 27 August 2015 to 28 August 2015 and through Couriers to 49,697 members during the period 27 August 2015 to 28 August 2015,





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(after eliminating 3,961 members with duplicate e-mail id and addresses) whose names were appearing in the Register of members / list of beneficial owners of the Company.

The Company has also published a Notice on 30 August 2015 in "Indian Express" in english language and in "Loksatta" in vernacular (marathi) language mentioning about the 29 AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system).

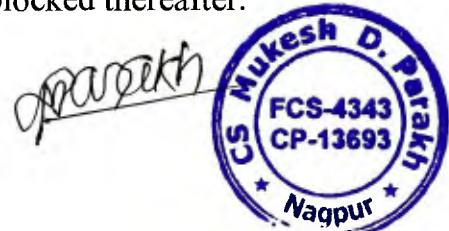
The 29 AGM Notice :-

- mentioned that the business may be transacted through electronic means (remote e-voting system);
- indicated the process and manner for voting through electronic means (remote e-voting) and mentioned that the e-voting period remained open from 10:00 Hrs. on Tuesday, the 22 September 2015 to 17:00 Hrs. on Thursday, the 24 September 2015 during which period the members may cast their votes through electronic means (remote e-voting system);
- CDSL provided the login id and also the password / facility for generating password to enable casting of the vote by electronic means (remote e-voting system).

The Company has also provided the voting by physical ballot paper to the member/s who do not have access the remote e-voting facility.

The members (equity shareholders) of the Company holding equity shares as on Friday the 18 September 2015 ("cut-off date") were entitled to vote on all the proposed ordinary and special resolution/s as set out at item nos. 1 to 10 of the 29 AGM Notice of the Company.

The period for remote e-voting commenced at 10:00 Hrs. on Tuesday the 22 September 2015 and ended at 17:00 Hrs. on Thursday, the 24 September 2015. The CDSL remote e-voting platform facility was blocked thereafter.





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Subsequently, the votes cast under remote e-voting facility were unblocked at 20:27 Hrs. on Friday, the 25 September 2015 in the presence in two (2) witnesses namely Mr. Rohit S. Chawhan and Ms. Rupali M. Ghosh who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence :-


1. Mr. Rohit S. Chawhan
161, Off. Ajni Square – Wardha Road, Nagpur – 440015, Maharashtra


2. Ms. Rupali M. Ghosh
236, Hiwari Lay-out, Bhandara Road, Nagpur - 440008, Maharashtra

Thereafter, the details containing *inter-alia* list of members (equity shareholders) with their shareholding as on cut-off date, who voted “In favour” “against” or “invalid / abstain / by interested parties” for each of the ordinary and special resolution/s that were put to vote, were generated from the e-voting website of the CDSL <https://www.evotingindia.com> and based on such reports generated, scrutinized and reviewed by me, the summary result of the e-voting is annexed herewith and forms an integral part of this report.

In addition to voting by electronic means (remote e-voting), at the 29 AGM of the Company, the blank ballot paper/s in prescribed Form No. MGT-12 were distributed to the members present (in person or through proxy) at the 29 AGM of the Company and who have not opted for voting by electronic means (remote e-voting) facility provided by the Company through the Central Depository Services (India) Limited, the authorised agency to provide the e-voting facilities engaged by the Company.

After the time fixed for closing of the poll by the Chairman, two empty ballot boxes kept for polling were locked in my presence with due identification marks placed by me.





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The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorisations / proxies lodged with the Company.

I did not find any poll paper/s incomplete or defective so as to treat it as invalid.

Accordingly, the physical ballot paper/s so submitted by the members (in person or by proxy) were duly scrutinized and reviewed by me, *inter-alia* list of members (equity shareholders) with their shareholding as on cut-off date, who voted "In favour" "against" or "invalid / abstain / by interested parties" for each of the ordinary and special resolution/s that were put to vote and the summary result of the physical ballot voting is annexed herewith and forms an integral part of this report.

Based on aforesaid, I submit my consolidated report on the result of the voting by electronic means (remote e-voting) and voting by physical ballot forms at the 29 AGM of the Company for all the ordinary and special resolution/s placed before the 29 AGM of the members of the Company as under :-

1. Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Board's Report and Statutory Auditors for the Financial Year ended 31 March 2015

Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	84	46982098 99.9998%	1	100 0.0002%	1	165
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	102	130263650 99.9999%	1	100 0.0001%	4	633

2. Ordinary Resolution - Appointment of a Director in place of Mr. Pranav Bhardwaj, (DIN : 00054805) who retires by rotation and being eligible, offers himself for re-appointment





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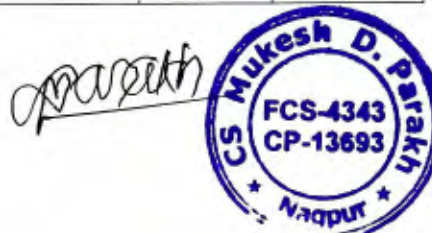
Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	81	32152560 99.9992%	2	265 0.0008%	3	14829538
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	99	115434112 99.9998%	2	265 0.0002%	6	14830006

3. Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W) as the Statutory Auditors of the Company

Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	84	46982098 99.9998%	1	100 0.0002%	1	165
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	102	130263650 99.9999%	1	100 0.0001%	4	633

4. Ordinary Resolution - Appointment of Mrs. Neelam Kothari (DIN : 06709241) as a Non-executive, Independent Director of the Company

Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	84	46982098 99.9994%	2	265 0.0006%	NIL	NIL
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	102	130263650 99.9998%	2	265 0.0002%	3	468





CS MUKESH D. PARAKH

**M.Com., D.B.M., M. Phil (C), FCS
COMPANY SECRETARIES**

203, Level 2, Manomay Plaza, 272, Central Bazar Road,
Ramdaspeth, Nagpur - 440010, Maharashtra.
+91 712 2434703 / 9371234703 E-mail ID : csmukesh@live.com

5. Ordinary Resolution – Revision in remuneration of Mr. Ravi Bhushan Bhardwaj (DIN : 00054700) as the Vice-Chairman & Managing Director of the Company

Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	79	32143610 99.97%	4	9215 0.03%	3	14829538
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	97	115425162 99.99%	4	9215 0.01%	6	14830006

6. Ordinary Resolution - Revision in remuneration of Mr. Pranav Bhardwaj (DIN : 00054805) as the Joint Managing Director of the Company effective 1 April 2014 and Re-designation as the Managing Director of the Company effective 12 August 2015

Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	79	32143610 99.97%	4	9215 0.03%	3	14829538
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	97	115425162 99.99%	4	9215 0.01%	6	14830006

7. Ordinary Resolution - Revision in remuneration of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Whole-time Director designated as the Director & CEO of the Company effective 1 April 2014 and Re-designation as the Deputy Managing Director of the Company effective 12 August 2015





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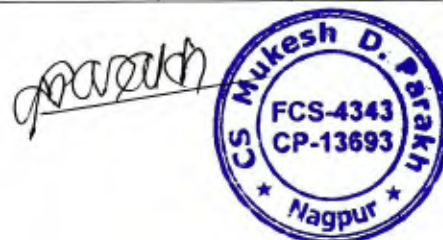
Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	83	46973598 99.98%	3	8765 0.02%	NIL	NIL
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	101	130255150 99.993%	3	8765 0.007%	3	468

8. Ordinary Resolution - Appointment of Mr. Pranav Bhardwaj (DIN : 00054805) as the Managing Director of the Company for a further period of five (5) years effective 17 January 2016

Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	80	32144060 99.97%	3	8765 0.03%	3	14829538
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	98	115425612 99.993%	3	8765 0.007%	6	14830006

9. Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company

Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	84	46982098 99.9994%	2	265 0.0006%	NIL	NIL
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	102	130263650 99.9998%	2	265 0.0002%	3	468





CS MUKESH D. PARAKH

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Ramdaspath, Nagpur - 440010, Maharashtra.
+91 712 2434703 / 9371234703 E-mail ID : csmukesh@live.com

10. Special Resolution - Adoption of new set of Articles of Association of the Company *inter-alia* pursuant to the Companies Act, 2013

Manner of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
E-voting	84	46982098 99.9994%	2	265 0.0006%	NIL	NIL
Physical Poll	18	83281552 100.00%	NIL	NIL	3	468
Total	102	130263650 99.9998%	2	265 0.0002%	3	468

The register, all other papers and relevant records relating to voting through electronic means (remote e-voting system) and voting through physical ballot shall remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid 29 AGM and the same are handed over to the authorised Director / Company Secretary for safe keeping by the Company.

You may accordingly declare the consolidated result of voting by electronic means (remote e-voting system) and voting through physical ballot.

Sincerely,

CS Mukesh D. Parakh (Scrutinizer)
Company Secretary in Practice
Membership No. FCS - 4343
Certificate of Practice No. 13693



For Sunflag Iron and Steel Company Limited



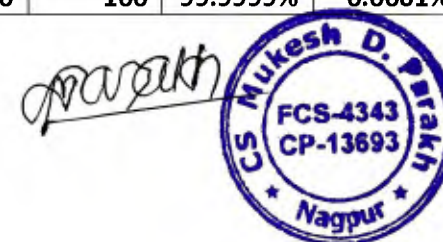
CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186

P. B. Bhardwaj
Chairman
DIN - 00136076

CONSOLIDATED REPORT FOR e-VOTING AND PHYSICAL POLL VOTING

NAME OF THE COMPANY	- SUNFLAG IRON AND STEEL COMPANY LIMITED
CORPORATE IDENTIFICATION NUMBER (CIN)	- L 27100 MH 1984 PLC 034003
REGISTERED OFFICE	- 33, MOUNT ROAD, SADAR, NAGPUR – 440001, MAHARASHTRA
TWENTY-NINTH (29) ANNUAL GENERAL MEETING	- FRIDAY, THE 25 DAY OF SEPTEMBER 2015 AT 15:00 HRS.
CUT-OFF DATE	- FRIDAY, THE 18 DAY OF SEPTEMBER 2015
E-VOTING PERIOD	- FROM 10:00 HRS. ON TUESDAY, THE 22 SEPTEMBER 2015 TO 17:00 HRS. ON THURSDAY, THE 24 SEPTEMBER 2015

Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D		E	F	G	H
1	Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Board's Report and Statutory Auditors for the Financial Year ended 31 March 2015	e-Voting	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
			Public	23819304	23819204	100	99.9996%	0.0004%
			Sub-Total	46982198	46982098	100	99.9998%	0.0002%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	0	100.00%	0%
			Public	41847274	41847174	100	99.9998%	0.0002%
			Grand Total	130263750	130263650	100	99.9999%	0.0001%



A	B	C	D		E	F	G	H
2	Ordinary Resolution - Appointment of a Director in place of Mr. Pranav Bhardwaj, (DIN : 00054805) who retires by rotation and being eligible, offers himself for re-appointment	e-Voting	Promoters & Promoters Group	8333356	8333356	0	100%	0%
			Public	23819469	23819204	265	99.9989%	0.0011%
			Sub-Total	32152825	32152560	265	99.9992%	0.0008%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	73586938	73586938	0	100.00%	0%
			Public	41847439	41847174	265	99.9994%	0.0006%
			Grand Total	115434377	115434112	265	99.9998%	0.0002%

3	Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W) as the Statutory Auditors of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
			Public	23819304	23819204	100	99.9996%	0.0004%
			Sub-Total	46982198	46982098	100	99.9998%	0.0002%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	0	100.00%	0%
			Public	41847274	41847174	100	99.9998%	0.0002%
			Grand Total	130263750	130263650	100	99.9999%	0.0001%



A	B	C	D		E	F	G	H
4	Ordinary Resolution - Appointment of Mrs. Neelam Kothari (DIN : 06709241) as a Non-executive, Independent Director of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
			Public	23819469	23819204	265	99.9989%	0.0011%
			Sub-Total	46982363	46982098	265	99.9994%	0.0006%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	0	100.00%	0%
			Public	41847439	41847174	265	99.9994%	0.0006%
			Grand Total	130263915	130263650	265	99.9998%	0.0002%

5	Ordinary Resolution - Revision in remuneration of Mr. Ravi Bhushan Bhardwaj (DIN : 00054700) as the Vice-Chairman & Managing Director of the Company	e-Voting	Promoters & Promoters Group	8333356	8333356	0	100%	0%
			Public	23819469	23810254	9215	99.9613%	0.0387%
			Sub-Total	32152825	32143610	9215	99.97%	0.03%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	73586938	73586938	0	100.00%	0%
			Public	41847439	41838224	9215	99.98%	0.02%
			Grand Total	115434377	115425162	9215	99.99%	0.01%



A	B	C	D		E	F	G	H
6	Ordinary Resolution - Revision in remuneration of Mr. Pranav Bhardwaj (DIN : 00054805) as the Joint Managing Director of the Company effective 1 April 2014 and Re-designation as the Managing Director of the Company effective 12 August 2015	e-Voting	Promoters & Promoters Group	8333356	8333356	0	100%	0%
			Public	23819469	23810254	9215	99.9613%	0.0387%
			Sub-Total	32152825	32143610	9215	99.97%	0.03%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	73586938	73586938	0	100.00%	0%
			Public	41847439	41838224	9215	99.98%	0.02%
			Grand Total	115434377	115425162	9215	99.99%	0.01%

7	Ordinary Resolution - Revision in remuneration of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Whole-time Director designated as the Director & CEO of the Company effective 1 April 2014 and Re-designation as the Deputy Managing Director of the Company effective 12 August 2015	e-Voting	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
			Public	23819469	23810704	8765	99.9632%	0.0368%
			Sub-Total	46982363	46973598	8765	99.98%	0.02%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	0	100.00%	0%
			Public	41847439	41838674	8765	99.98%	0.02%
			Grand Total	130263915	130255150	8765	99.993%	0.007%



A	B	C	D		E	F	G	H
8	Ordinary Resolution - Appointment of Mr. Pranav Bhardwaj (DIN : 00054805) as the Managing Director of the Company for a further period of five (5) years effective 17 January 2016	e-Voting	Promoters & Promoters Group	8333356	8333356	0	100%	0%
			Public	23819469	23810704	8765	99.9632%	0.0368%
			Sub-Total	32152825	32144060	8765	99.97%	0.03%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	73586938	73586938	0	100.00%	0%
			Public	41847439	41838674	8765	99.98%	0.02%
			Grand Total	115434377	115425612	8765	99.993%	0.007%

9	Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
			Public	23819469	23819204	265	99.9989%	0.0011%
			Sub-Total	46982363	46982098	265	99.9994%	0.0006%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	0	100.00%	0%
			Public	41847439	41847174	265	99.9994%	0.0006%
			Grand Total	130263915	130263650	265	99.9998%	0.0002%



A	B	C	D		E	F	G	H
10	Special Resolution - Adoption of new set of Articles of Association of the Company <i>inter-alia</i> pursuant to the Companies Act, 2013	e-Voting	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
			Public	23819469	23819204	265	99.9989%	0.0011%
			Sub-Total	46982363	46982098	265	99.9994%	0.0006%
		Physical Poll Voting	Promoters & Promoters Group	65253582	65253582	0	100.00%	0%
			Public	18027970	18027970	0	100.00%	0%
			Sub-Total	83281552	83281552	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	0	100.00%	0%
			Public	41847439	41847174	265	99.9994%	0.0006%
			Grand Total	130263915	130263650	265	99.9998%	0.0002%

Parakh

CS Mukesh D Parakh
Scrutinizer
FCS-4343, CP – 13693



P. Bhardwaj

CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186



P. B. Bhardwaj

P. B. Bhardwaj
Chairman
DIN - 00136076



CS MUKESH D. PARAKH

**M.Com., D.B.M., M. Phil (C), FCS
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Saturday, the 26 September 2015

**To,
The Chairman of Twenty-ninth (29) Annual General Meeting of the
Members of Sunflag Iron and Steel Company Limited held on Friday, the 25
September 2015 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw
Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra**

**Sub : Voting through electronic means (remote e-voting) process 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, and Clause 35B of the Listing Agreement with the Stock
Exchange/s**

Dear Sirs,

I, CS Mukesh D. Parakh, Company Secretary in Practice, Nagpur have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide resolution passed at their meeting held on Wednesday, the 12 August 2015 as a Scrutinizer for the 29 Annual general meeting of the members (equity shareholder/s) of the Company to be held on Friday, the 25 September 2015 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, ("Rules") on all the ordinary and special resolution/s referred to in this report.

The Board of Directors of the Company have, vide resolution passed at their meeting held on Wednesday, the 12 August 2015 decided to provide the members of the Company, whose names appear as on Friday, the 18 September 2015 ("Cut-off Date"), a facility to exercise their right to vote on all the ordinary and special resolution/s as set out in the Notice dated Wednesday, the 12 August 2015 calling for the 29 Annual general meeting to be held on Friday, the 25 September 2015 at Nagpur ("29 AGM Notice") by electronic means (remote e-voting) through e-voting platform of Central Depository Services (India) Limited (CDSL).





CS MUKESH D. PARAKH

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COMPANY SECRETARIES**

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+91 712 2434703 / 9371234703 E-mail ID : csmukesh@live.com

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to voting through electronic means (remote e-voting) on all the ordinary and special resolution/s contained in the 29 AGM Notice. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" "against" or "invalid / abstain / by interested parties" for all the ordinary and special resolution/s stated above, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited, the authorised agency to provide the e-voting facilities engaged by the Company.

The 29 AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the members (equity shareholder/s) in respect of the below mentioned ordinary and special resolution/s to be placed at the 29 AGM of the members of the Company to be held on Friday, the 25 September 2015 at Nagpur.

The 29 AGM Notice was sent through electronic means (e-mail) on 29 August 2015 to 13,712 members of the Company whose names were appearing in the Register of members / list of beneficial owners and who had provided e-mail id for receipt of such documents in electronic mode.

The 29 AGM Notice was sent through India Post (registered) to 548 members during the period 27 August 2015 to 28 August 2015 and through Couriers to 49,697 members during the period 27 August 2015 to 28 August 2015, (after eliminating 3,961 members with duplicate e-mail id and addresses) whose names were appearing in the Register of members / list of beneficial owners of the Company.

The Company has also published a Notice on 30 August 2015 in "Indian Express" in english language and in "Loksatta" in vernacular (marathi) language mentioning about the 29 AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system).

The 29 AGM Notice :-

- a. mentioned that the business may be transacted through electronic means (remote e-voting system);





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- b. indicated the process and manner for voting through electronic means (remote e-voting) and mentioned that the e-voting period remained open from 10:00 Hrs. on Tuesday, the 22 September 2015 to 17:00 Hrs. on Thursday, the 24 September 2015 during which period the members may cast their votes through electronic means (remote e-voting system);
- c. CDSL provided the login id and also the password / facility for generating password to enable casting of the vote by electronic means (remote e-voting system).

The Company has also provided the voting by physical ballot paper to the member/s who do not have access the remote e-voting facility.

The members (equity shareholders) of the Company holding equity shares as on Friday the 18 September 2015 ("cut-off date") were entitled to vote on all the proposed ordinary and special resolution/s as set out at item nos. 1 to 10 of the 29 AGM Notice of the Company.

The period for remote e-voting commenced at 10:00 Hrs. on Tuesday the 22 September 2015 and ended at 17:00 Hrs. on Thursday, the 24 September 2015. The CDSL remote e-voting platform facility was blocked thereafter.

Subsequently, the votes cast under remote e-voting facility were unblocked at 20:27 Hrs. on Friday, the 25 September 2015 in the presence in two (2) witnesses namely Mr. Rohit S Chawhan and Ms. Rupali M. Ghosh who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence :-


1. Mr. Rohit S. Chawhan
161, Off. Ajni Square – Wardha Road, Nagpur – 440015, Maharashtra


2. Ms. Rupali M. Ghosh
236, Hiwari Lay-out, Bhandara Road, Nagpur - 440008, Maharashtra





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Thereafter, the details containing *inter-alia* list of members (equity shareholders) with their shareholding as on cut-off date, who voted "In favour" "against" or "invalid / abstain / by interested parties" for each of the ordinary and special resolution/s that were put to vote, were generated from the e-voting website of the CDSL <https://www.evotingindia.com> and based on such reports generated, scrutinized and reviewed by me, the summary result of the e-voting is annexed herewith and forms an integral part of this report.

The register, all other papers and relevant records relating to voting through electronic means (remote e-voting system) shall remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid 29 AGM and the same are handed over to the authorised Director / Company Secretary for safe keeping by the Company.

You may accordingly declare the result of voting by electronic means (remote e-voting system).

Sincerely,



CS Mukesh D. Parakh (Scrutinizer)
Company Secretary in Practice
Membership No. FCS - 4343
Certificate of Practice No. 13693

For Sunflag Iron and Steel Company Limited



CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186

P. B. Bhardwaj
Chairman
DIN - 00136076



CS MUKESH D. PARAKH

**M.Com., D.B.M., M. Phil (C), FCS
COMPANY SECRETARIES**

203, Level 2, Manomay Plaza, 272, Central Bazar Road,
Ramdaspath, Nagpur - 440010, Maharashtra.
+91 712 2434703 / 9371234703 E-mail ID csmukesh@live.com

1. Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Board's Report and Statutory Auditors for the Financial Year ended 31 March 2015

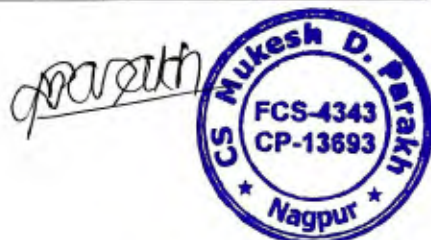
Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
84	46982098 99.9998%	1	100 0.0002%	1	165

2. Ordinary Resolution - Appointment of a Director in place of Mr. Pranav Bhardwaj, (DIN : 00054805) who retires by rotation and being eligible, offers himself for re-appointment

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
81	32152560 99.9992%	2	265 0.0008%	3	14829538

3. Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W) as the Statutory Auditors of the Company

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
84	46982098 99.9998%	1	100 0.0002%	1	165





CS MUKESH D. PARAKH

**M.Com., D.B.M., M. Phil (C), FCS
COMPANY SECRETARIES**

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4. Ordinary Resolution - Appointment of Mrs. Neelam Kothari (DIN : 06709241) as a Non-executive, Independent Director of the Company

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
84	46982098 99.9994%	2	265 0.0006%	NIL	NIL

5. Ordinary Resolution - Revision in remuneration of Mr. Ravi Bhushan Bhardwaj (DIN : 00054700) as the Vice-Chairman & Managing Director of the Company

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
79	32143610 99.97%	4	9215 0.03%	3	14829538

6. Ordinary Resolution - Revision in remuneration of Mr. Pranav Bhardwaj (DIN : 00054805) as the Joint Managing Director of the Company effective 1 April 2014 and Re-designation as the Managing Director of the Company effective 12 August 2015

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
79	32143610 99.97%	4	9215 0.03%	3	14829538





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7. Ordinary Resolution - Revision in remuneration of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Whole-time Director designated as the Director & CEO of the Company effective 1 April 2014 and Re-designation as the Deputy Managing Director of the Company effective 12 August 2015

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
83	46973598 99.98%	3	8765 0.02%	NIL	NIL

8. Ordinary Resolution - Appointment of Mr. Pranav Bhardwaj (DIN : 00054805) as the Managing Director of the Company for a further period of five (5) years effective 17 January 2016

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
80	32144060 99.97%	3	8765 0.03%	3	14829538

9. Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
84	46982098 99.9994%	2	265 0.0006%	NIL	NIL





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10. Special Resolution - Adoption of new set of Articles of Association of the Company *inter-alia* pursuant to the Companies Act, 2013

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
84	46982098 99.9994%	2	265 0.0006%	NIL	NIL

CS Mukesh D. Parakh (Scrutinizer)
Company Secretary in Practice
Membership No. FCS - 4343
Certificate of Practice No. 13693



For Sunflag Iron and Steel Company Limited



CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186

P. B. Bhardwaj
Chairman
DIN - 00136076

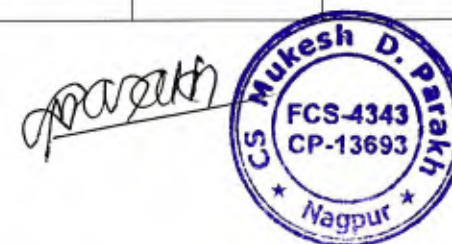
SUMMARY OF e-VOTING

NAME OF THE COMPANY	- SUNFLAG IRON AND STEEL COMPANY LIMITED
CORPORATE IDENTIFICATION NUMBER (CIN)	- L 27100 MH 1984 PLC 034003
REGISTERED OFFICE	- 33, MOUNT ROAD, SADAR, NAGPUR – 440001, MAHARASHTRA
TWENTY-NINTH (29) ANNUAL GENERAL MEETING	- FRIDAY, THE 25 DAY OF SEPTEMBER 2015 AT 15:00 HRS.
CUT-OFF DATE	- FRIDAY, THE 18 DAY OF SEPTEMBER 2015
E-VOTING PERIOD	- FROM 10:00 HRS. ON TUESDAY, THE 22 SEPTEMBER 2015 TO 17:00 HRS. ON THURSDAY, THE 24 SEPTEMBER 2015

Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
1	Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Board's Report and Statutory Auditors for the Financial Year ended 31 March 2015	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
		Public	23819304	23819204	100	99.9996%	0.0004%
		Total	46982198	46982098	100	99.9998%	0.0002%
2	Ordinary Resolution - Appointment of a Director in place of Mr. Pranav Bhardwaj, (DIN : 00054805) who retires by rotation and being eligible, offers himself for re-appointment	Promoters & Promoters Group	8333356	8333356	0	100%	0%
		Public	23819469	23819204	265	99.9989%	0.0011%
		Total	32152825	32152560	265	99.9992%	0.0008%



A	B	C	D	E	F	G	H
3	Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No.107768W) as the Statutory Auditors of the Company	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
		Public	23819304	23819204	100	99.9996%	0.0004%
		Total	46982198	46982098	100	99.9998%	0.0002%
4	Ordinary Resolution - Appointment of Mrs. Neelam Kothari (DIN : 06709241) as a Non-executive, Independent Director of the Company	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
		Public	23819469	23819204	265	99.9989%	0.0011%
		Total	46982363	46982098	265	99.9994%	0.0006%
5	Ordinary Resolution - Revision in remuneration of Mr. Ravi Bhushan Bhardwaj (DIN : 00054700) as the Vice-Chairman & Managing Director of the Company	Promoters & Promoters Group	8333356	8333356	0	100%	0%
		Public	23819469	23810254	9215	99.9613%	0.0387%
		Total	32152825	32143610	9215	99.97%	0.03%
6	Ordinary Resolution - Revision in remuneration of Mr. Pranav Bhardwaj (DIN : 00054805) as the Joint Managing Director of the Company effective 1 April 2014 and Re-designation as the Managing Director of the Company effective 12 August 2015	Promoters & Promoters Group	8333356	8333356	0	100%	0%
		Public	23819469	23810254	9215	99.9613%	0.0387%
		Total	32152825	32143610	9215	99.97%	0.03%



A	B	C	D	E	F	G	H
7	Ordinary Resolution - Revision in remuneration of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Whole-time Director designated as the Director & CEO of the Company effective 1 April 2014 and Re-designation as the Deputy Managing Director of the Company effective 12 August 2015	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
		Public	23819469	23810704	8765	99.9632%	0.0368%
		Total	46982363	46973598	8765	99.98%	0.02%
8	Ordinary Resolution - Appointment of Mr. Pranav Bhardwaj (DIN : 00054805) as the Managing Director of the Company for a further period of five (5) years effective 17 January 2016	Promoters & Promoters Group	8333356	8333356	0	100%	0%
		Public	23819469	23810704	8765	99.9632%	0.0368%
		Total	32152825	32144060	8765	99.97%	0.03%
9	Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
		Public	23819469	23819204	265	99.9989%	0.0011%
		Total	46982363	46982098	265	99.9994%	0.0006%
10	Special Resolution - Adoption of new set of Articles of Association of the Company <i>inter-alia</i> pursuant to the Companies Act, 2013	Promoters & Promoters Group	23162894	23162894	0	100.00%	0%
		Public	23819469	23819204	265	99.9989%	0.0011%
		Total	46982363	46982098	265	99.9994%	0.0006%

CS Mukesh D Parakh
Scrutinizer
FCS-4343, CP – 13693



CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186



P. B. Bhardwaj
Chairman
DIN - 00136076



CS MUKESH D. PARAKH

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Saturday, the 26 September 2015

**To,
The Chairman of Twenty-ninth (29) Annual General Meeting of the
Members of Sunflag Iron and Steel Company Limited held on Friday, the 25
September 2015 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw
Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra**

**Sub : Voting through Physical Ballot Form (Form No. MGT-12) pursuant to
the provisions of Section 109 of the Companies Act, 2013 read with Rule
21 of the Companies (Management and Administration) Rules, 2014, as
amended**

Dear Sirs,

I, CS Mukesh D. Parakh, Company Secretary in Practice, Nagpur have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide resolution passed at their meeting held on Wednesday, the 12 August 2015 as a Scrutinizer for the 29 Annual general meeting of the members (equity shareholder/s) of the Company to be held on Friday, the 25 September 2015 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra for the purpose of scrutinizing the physical ballot voting process in a fair and transparent manner and ascertaining the requisite majority on physical ballot voting carried out pursuant to the provisions of Section 109 of the Companies Act, 2013 ("Act") read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended, ("Rules") on all the ordinary and special resolution/s referred to in this report.

The Board of Directors of the Company have, vide resolution passed at their meeting held on Wednesday, the 12 August 2015 decided to provide the members of the Company, who do not have access the remote e-voting facility and whose names appear as on Friday, the 18 September 2015 ("Cut-off Date"), a facility to exercise their right to vote on all the ordinary and special resolution/s as set out in the Notice dated Wednesday, the 12 August 2015 calling for the 29 Annual general meeting to be held on Friday, the 25 September 2015 at Nagpur ("29 AGM Notice") by physical ballot voting at the 29 AGM of the Company.





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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to physical ballot voting on all the ordinary and special resolution/s contained in the 29 AGM Notice.

My responsibility as a Scrutinizer for the physical ballot voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" "against" or "invalid / abstain / by interested parties" for the ordinary and special resolution/s stated above.

The 29 AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the members (equity shareholder/s) in respect of all the below mentioned ordinary and special resolution/s to be placed at the 29 AGM of the members of the Company to be held on Friday, the 25 September 2015 at Nagpur.

The 29 AGM Notice was sent through electronic means (e-mail) on 29 August 2015 to 13,712 members of the Company whose names were appearing in the Register of members / list of beneficial owners and who had provided e-mail id for receipt of such documents in electronic mode.

The 29 AGM Notice was sent through India Post (registered) to 548 members during the period 27 August 2015 to 28 August 2015 and through Couriers to 49,697 members during the period 27 August 2015 to 28 August 2015, (after eliminating 3,961 members with duplicate e-mail id and addresses) whose names were appearing in the Register of members / list of beneficial owners of the Company.

The Company has also published a Notice on 30 August 2015 in "Indian Express" in english language and in "Loksatta" in vernacular (marathi) language mentioning about the 29 AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system) and also voting through physical ballot process at the 29 AGM of the Company.

The 29 AGM Notice mentioned that the business may be transacted through electronic means (remote e-voting system) and also by physical ballot voting by the member/s who do not have access the remote e-voting facility.





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The members (equity shareholders) of the Company holding equity shares as on Friday the 18 September 2015 ("cut-off date") were entitled to vote on all the proposed ordinary and special resolution/s as set out at item nos. 1 to 10 of the 29 AGM Notice of the Company.

Accordingly, a scrutinizer's report for physical ballot voting process conducted at the 29 AGM of the Company is provided in the prescribed Form No. MGT-13.

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014, as amended]

I, CS Mukesh D. Parakh, Company Secretary in Practice, Nagpur appointed as a Scrutinizer for the purpose of the poll taken on all the below mentioned ordinary and special resolution/s at the 29 Annual general meeting of the members (equity shareholder/s) of the Company held on Friday, the 25 September 2015 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra submit my report as under :-

- a. After the time fixed for closing of the poll by the Chairman, two empty ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- b. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
- c. I did not find any poll paper/s incomplete or defective so as to treat it as invalid.





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d. The result of the Poll is as under :-

1. Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Board's Report and Statutory Auditors for the Financial Year ended 31 March 2015

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468

2. Ordinary Resolution - Appointment of a Director in place of Mr. Pranav Bhardwaj, (DIN : 00054805) who retires by rotation and being eligible, offers himself for re-appointment

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468

3. Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W) as the Statutory Auditors of the Company





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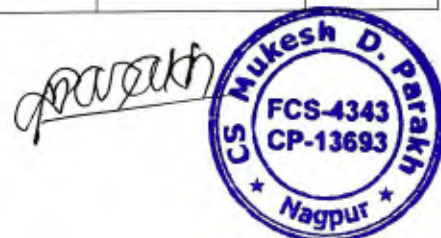
Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468

4. Ordinary Resolution - Appointment of Mrs. Neelam Kothari (DIN : 06709241) as a Non-executive, Independent Director of the Company

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468

5. Ordinary Resolution - Revision in remuneration of Mr. Ravi Bhushan Bhardwaj (DIN : 00054700) as the Vice-Chairman & Managing Director of the Company

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468





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6. Ordinary Resolution - Revision in remuneration of Mr. Pranav Bhardwaj (DIN : 00054805) as the Joint Managing Director of the Company effective 1 April 2014 and Re-designation as the Managing Director of the Company effective 12 August 2015

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468

7. Ordinary Resolution - Revision in remuneration of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Whole-time Director designated as the Director & CEO of the Company effective 1 April 2014 and Re-designation as the Deputy Managing Director of the Company effective 12 August 2015

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468

8. Ordinary Resolution - Appointment of Mr. Pranav Bhardwaj (DIN : 00054805) as the Managing Director of the Company for a further period of five (5) years effective 17 January 2016





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Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468

9. Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468

10. Special Resolution - Adoption of new set of Articles of Association of the Company *inter-alia* pursuant to the Companies Act, 2013

Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
18	83281552 100.00%	NIL	NIL	3	468





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- e. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution/s is enclosed.
- f. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorised by the Board of Directors for safe keeping by the Company.

You may accordingly declare the result of voting by physical ballot process.

Sincerely,



**CS Mukesh D. Parakh (Scrutinizer)
Company Secretary in Practice
Membership No. FCS - 4343
Certificate of Practice No. 13693**

For Sunflag Iron and Steel Company Limited



**CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186**

**P. B. Bhardwaj
Chairman
DIN - 00136076**

SUMMARY OF PHYSICAL POLL VOTING

NAME OF THE COMPANY	- SUNFLAG IRON AND STEEL COMPANY LIMITED
CORPORATE IDENTIFICATION NUMBER (CIN)	- L 27100 MH 1984 PLC 034003
REGISTERED OFFICE	- 33, MOUNT ROAD, SADAR, NAGPUR – 440001, MAHARASHTRA
TWENTY-NINTH (29) ANNUAL GENERAL MEETING	- FRIDAY, THE 25 DAY OF SEPTEMBER 2015 AT 15:00 HRS.
CUT-OFF DATE	- FRIDAY, THE 18 DAY OF SEPTEMBER 2015

Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Valid Votes	Votes in Numbers		Votes in %	
				Favour	Against	Favour	Against
A	B	C	D	E	F	G	H
1	Ordinary Resolution - 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 March 2015	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%
2	Ordinary Resolution - Appointment of a Director in place of Mr. Pranav Bhardwaj, (DIN : 00054805) who retires by rotation and being eligible, offers himself for re-appointment	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%



A	B	C	D	E	F	G	H
3	Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI-Firm Registration No.107768W) as the Statutory Auditors of the Company	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%
4	Ordinary Resolution - Appointment of Mrs. Neelam Kothari (DIN : 06709241) as a Non-executive, Independent Director of the Company	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%
5	Ordinary Resolution - Revision in remuneration of Mr. Ravi Bhushan Bhardwaj (DIN : 00054700) as the Vice-Chairman & Managing Director of the Company	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%
6	Ordinary Resolution - Revision in remuneration of Mr. Pranav Bhardwaj (DIN : 00054805) as the Joint Managing Director of the Company effective 1 April 2014 and Re-designation as the Managing Director of the Company effective 12 August 2015	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%



A	B	C	D	E	F	G	H
7	Ordinary Resolution - Revision in remuneration of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Whole-time Director designated as the Director & CEO of the Company effective 1 April 2014 and Re-designation as the Deputy Managing Director of the Company effective 12 August 2015	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%
8	Ordinary Resolution - Appointment of Mr. Pranav Bhardwaj (DIN : 00054805) as the Managing Director of the Company for a further period of five (5) years effective 17 January 2016	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%
9	Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%
10	Special Resolution - Adoption of new set of Articles of Association of the Company <i>inter-alia</i> pursuant to the Companies Act, 2013	Promoter & Promoter Group	65253582	65253582	0	100%	0%
		Public	18027970	18027970	0	100%	0%
		Total	83281552	83281552	0	100%	0%

CS Mukesh D Parakh
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