

By Email / Online Filling

SECY / 2017/ 595

Friday, September 29, 2017

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



SUNFLAG IRON & STEEL CO. LTD.

REGD. OFFICE :
33, MOUNT ROAD, SADAR, NAGPUR - 440 001 (INDIA)
PH.: 2524661, 2532901, 2520356, 2520358 FAX : 0712-2520360
E-Mail : admin@sunflagsteel.com
Website : www.sunflagsteel.com
CIN:L27100MH1984PLC034003

Sub : Submission of Results regarding the Voting through e-voting and physical ballot for the Thirty-first (31st) Annual General Meeting of the Members of the Company held on 28th September, 2017 along with Scrutinizer's Report

Ref : Script Code : SUNFLAG (NSE)

Dear Sir / Madam,

This is further to our letter Ref. No. SECY/2016/593 of Thursday, the 28th September 2017 regarding outcome of the Thirty-first (31st) Annual General Meeting of the members of the Company held on Thursday, the 28th September 2017 at 3 PM at Nagpur.

In this context, we wish to inform you that the Thirty-first (31st) Annual General Meeting of the members of the Company was held on 28th September, 2017 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 of Monday, the 14th August 2017 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 including Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided facility to its members to exercise vote electronically on all the Ordinary Resolution/s contained in the Notice of Thirty-first (31st) Annual General Meeting. The Remote e-voting was started from 10.00 Hrs of Monday, the 25th September, 2017 and ends on 17.00 Hrs of Wednesday, the 27th September, 2017.

Visit us at www.sunflagsteel.com

P. Rajwar



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At the venue of Thirty-first (31st) Annual General Meeting, voting by physical (ballot) poll on all the Ordinary Resolutions mentioned in the Notice was taken up. Accordingly, the poll was conducted and the members who have not exercised their voting through e-voting process were given due opportunity for voting through physical (ballot) poll process pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014 including Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations),.

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 including Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations], the Scrutinizer's Report for e-voting, physical (ballot) voting (by poll process) and consolidated report is enclosed herewith for your reference and records purposes.

The statement of declaration of the voting results by the Chairman of the Thirty-first (31st) Annual general meeting of the Company based on the Scrutinizer's consolidated report together with information in prescribed format (Annexure – I) is also enclosed herewith.

The voting results so declared by the Chairman of the said meeting and the Scrutinizer's Report have been placed and were made available on the website of the Company, Bigshare Services Private Limited (RTA) and Central Depository Services (India) Limited (CDSIL)

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
ACS – 16186



Encl. a/a.:

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DECLARATION OF THE VOTING RESULTS OF THE E-VOTING AS WELL AS PHYSICAL (BALLOT) VOTING THROUGH POLL CONDUCTED AT THE THIRTY-FIRST (31st) ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY, 28th SEPTEMBER 2017 AT 3.00 PM AT NAGPUR

On the basis of report submitted by M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur ('the Scrutinizer'), appointed by the Board of Directors, in their 164th meeting held on Monday, the 14th August 2017, for conducting e-voting as well as physical (ballot) voting process at the Thirty-first (31st) Annual General Meeting of the Members of the Company in a fair and transparent manner in terms of 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 including Amendment Rules, 2015, I hereby declare the results of the voting on all the Resolutions (Ordinary / Special) by the members of the Company in respect of the Thirty-first (31st) Annual General Meeting held on 28th September, 2017 as follows ;

Date of the AGM :	28th September 2017
Total number of shareholders on record date:	68430
No. of shareholders present in the meeting either in person or through proxy:	68
Promoters and Promoter Group:	4
Public:	64
No. of Shareholders attended the meeting through Video Conferencing :	Not Applicable
Promoters and Promoter Group:	
Public:	

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- Adoption of the audited financial statements of the Company (Standalone and consolidated) for the financial year 2016-2017 ended 31st March 2017 together with the reports of the Statutory Auditors and Board's Report thereof – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.89	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

- Appointment of a Director in place of Mr. Ravi Bhushan Bhardwaj (DIN : 00054700), who retires by rotation and, being eligible, offers himself for re-appointment – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	Yes

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
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		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	23162894	8333356	35.98	8333356	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	52515468	77.98	52515468	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491233	15	99.99	0.01
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526140	15	99.99	0.01
Total		105910416	91041623	85.96	91041608	15	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

3. Ratification of re-appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) as the Statutory Auditors of the Company to hold office from the conclusion of Thirty-first (31st) Annual general meeting until the conclusion of Thirty-second (32nd) Annual general meeting - **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--



I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

4. Appointment of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director (Category - Promoter, Non-executive, Non Independent) of the Company – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	Yes

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	23162894	8333356	35.98	8333356	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	52515468	77.98	52515468	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	91041623	85.96	91041623	--	100.00	--

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

5. Appointment of CA R. Muralidhar (DIN : 00982212) as a Director (Category - Non-independent, Executive) of the Company – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	Mr. Ravi Bhushan Bhardwaj together with Mr. Pranav Bhardwaj and Mr. Suhrit Bhardwaj were considered to be interested in the Agenda / Resolution



Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01
	Total	38565410	38526155	99.90	38524254	1901	99.99	0.01
Total		105910416	105871161	99.96	105869260	1901	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

6. Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category - Non-independent, Executive) of the Company - **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01



Institutions	Total	38565410	38526155	99.90	38524254	1901	99.99	0.01
Total		105910416	105871161	99.96	105869260	1901	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

7. Re-appointment of Dr. E.R.C. Shekar (DIN : 00013670) as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of consecutive five (5) years i.e. from the conclusion of Thirty-first (31st) Annual General Meeting up to the conclusion of Thirty-sixth (36th) Annual General Meeting of the Company to be held in the calendar year 2022 – **Special Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18032907	99.78	18032906	1	99.99	0.01
	Total	38565410	38524155	99.89	38524154	1	99.99	0.01
Total		105910416	105869161	99.96	105869160	1	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as a Special Resolution.

8. Re-appointment of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of consecutive five (5) years i.e. from the conclusion of Thirty-first (31st) Annual General Meeting up to the conclusion of



Thirty-sixth (36th) Annual General Meeting of the Company to be held in the calendar year 2022 – **Special Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20489248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

9. Re-appointment of Mr. S. Gajendran (DIN : 00250136) as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of consecutive two (2) years i.e. from the conclusion of Thirty-first (31st) Annual General Meeting up to the conclusion of Thirty-sixth (33rd) Annual General Meeting of the Company to be held in the calendar year 2019 - **Special Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
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		(1)	(2)	(3)=[(2)/(1)]]* 100	(4)	(5)	(6)=[(4)/(2)]]* 100	(7)=[(5)/(2)]]* 100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01
	Total	38565410	38526155	99.90	38526154	1	99.99	0.01
Total		105910416	105871161	99.96	105871160	1	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as a Special Resolution.

10. Re-appointment of CA Jayesh M Parmar (DIN : 008028436) as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of consecutive two (2) years i.e. from the conclusion of Thirty-first (31st) Annual General Meeting up to the conclusion of Thirty-sixth (33rd) Annual General Meeting of the Company to be held in the calendar year 2019 - **Special Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]]* 100	(4)	(5)	(6)=[(4)/(2)]]* 100	(7)=[(5)/(2)]]* 100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20489248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--



Total		105910416	105871161	99.96	105871161	--	100.00	--
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I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

11. Re-appointment of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Deputy Managing Director (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company for a further period of three (3) years effective 30th July 2017 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

12. Appointment of CA R. Muralidhar (DIN : 00982212) as the Whole-time Director designated as the Executive Director (Finance) & CFO (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company, for a period of three (3) years effective 14th August 2017 – **Ordinary Resolution.**



Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public- Non Institutions	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38524255	1900	99.99	0.01
Total		105910416	105871161	99.96	105869261	1900	99.99	0.01

I, as the Chairmen of the meeting, The Chairmen of the meeting do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

13. Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as the Whole-time Director, designated as the Executive Director (Works), (Category - Non-independent, Executive), designated Key Managerial Personnel, of the Company for a period of three (3) years effective 14th August 2017 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
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		(1)	(2)	(3)= (2)/(1) * 100	(4)	(5)	(6)= (4)/(2) *100	(7)= (5)/(2) *100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01
	Total	38565410	38526155	99.99	38524254	1901	99.99	0.01
Total		105910416	105871161	99.96	105869260	1901	99.99	0.01

I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

14. Ratification of payment of remuneration to M/s. G. R. Paliwal & Company, Cost Accountant, Nagpur as the Cost Auditors of the Company for the Financial Year 2017-2018 – **Ordinary Resolution.**

Mode of Voting : Poll/E-voting

Resolution required : (Ordinary / Special)	Ordinary
Where Promoter / Promoter Group are interested in the Agenda / Resolution ?	No

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= (2)/(1) * 100	(4)	(5)	(6)= (4)/(2) *100	(7)= (5)/(2) *100
Promoter and Promoter Group	E-Voting	23162894	23162894	100.00	23162894	--	100.00	--
	Poll	44182112	44182112	100.00	44182112	--	100.00	--
	Total	67345006	67345006	100.00	67345006	--	100.00	--
Public-Non Institutions	E-Voting	20491248	20491248	100.00	20491248	--	100.00	--
	Poll	18074162	18034907	99.78	18034907	--	100.00	--
	Total	38565410	38526155	99.90	38526155	--	100.00	--
Total		105910416	105871161	99.96	105871161	--	100.00	--



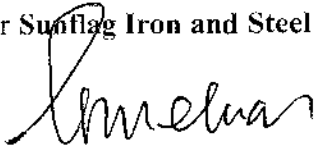
I, as the Chairmen of the meeting, do hereby declare that the aforesaid resolution placed before the Thirty-first (31st) Annual General Meeting of the Members of the Company was passed UNANIMOUSLY as an Ordinary Resolution.

Accordingly, It is hereby declared that all the Resolution/s (both ordinary and Special) placed before the **Thirty-first (31st) Annual General Meeting** of the Members of the Company held on Thursday, the 28th September 2017 were passed either Unanimously or with requisite majority.

Thanking you.

Yours faithfully,

For Sunflag Iron and Steel Company Limited


Dr. E. R. C. Shekar
Non-executive, Independent Director
(Chairman of the Meeting)
(DIN : 00013670)



Place : Nagpur

Date : 29th September, 2017



MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

203, Level 2, Manomay Plaza, 272, Central Bazar Road,
Ramdaspeth, Nagpur - 440010, Maharashtra
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Friday, the 29 September 2017

To,

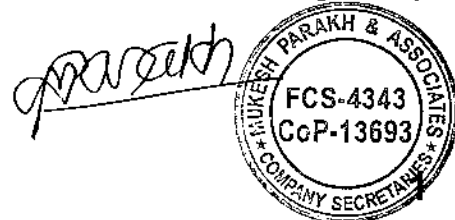
The Chairman of Thirty-first (31) Annual General Meeting of the Members of Sunflag Iron and Steel Company Limited held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra, India

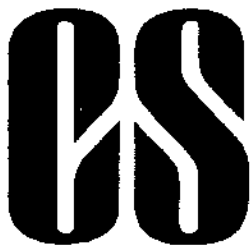
Sub : Voting through electronic means (remote e-voting) process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations']

Dear Sirs,

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide resolution passed at their 164 meeting held on Monday, the 14 August 2017 as a Scrutinizer for the Thirty-first (31) Annual general meeting of the members (equity shareholders) of the Company to be held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra, India 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 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") and the SEBI (LODR) Regulations, 2015 (as amended) 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 164 meeting held on Thursday, the 14 August 2017 decided to provide the members of the Company, whose names appear as on Thursday, the 21 September 2017 ("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 of Monday, the 14 August 2017 calling for the Thirty-first (31) Annual general meeting to be held on Thursday, the 28 September 2017 at Nagpur ("Thirty-first (31) AGM Notice") by electronic means (remote e-voting) through e-voting platform of Central Depository Services (India) Limited (CDSL).





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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 voting through electronic means (remote e-voting) on all the ordinary and special resolution/s contained in the Thirty-first (31) AGM Notice. Our 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, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited (CDSL), the authorised agency to provide the e-voting facilities engaged by the Company.

The Thirty-first (31) AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the 68,430 members (equity shareholders) in respect of all the ordinary and special resolution/s to be placed at the Thirty-first (31) AGM of the members of the Company to be held on Thursday, the 28 September 2017 at Nagpur.

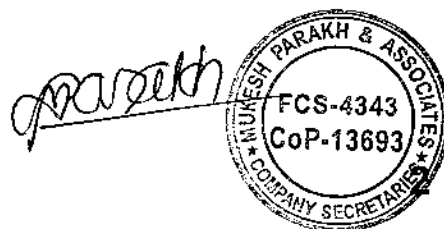
The Thirty-first (31) AGM Notice was sent through electronic means (e-mail) on 1 September 2017 to 20,083 members of the Company whose names were appearing in the Register of members / list of beneficial owners and who had provided e-mail id for receipt of such documents in electronic mode.

The Thirty-first (31) AGM Notice was sent through India Post (registered) to 402 members on 1 September 2017 and through Couriers to 44,382 members during the period 28 August 2017 to 31 August 2017, (after eliminating 3,563 members with duplicate e-mail id and postal 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 Saturday, the 2 September 2017 in "The Indian Express" in English language and in "Loksatta" in Marathi (Vernacular) language mentioning about the Thirty-first (31) AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system).

The Thirty-first (31) AGM Notice :-

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





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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 Monday, the 25 September 2017 to 17:00 Hrs. on Wednesday, the 27 September 2017 during which period the members may cast their votes through electronic means (remote e-voting system);
- c. CDSIL 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 Thursday the 21 September 2017 ("cut-off date") were entitled to vote on all the proposed ordinary and special resolution/s as set out at item nos. 1 to 14 of the Thirty-first (31) AGM Notice of the Company.

The period for remote e-voting commenced at from 10:00 Hrs. on Monday, the 25 September 2017 to 17:00 Hrs. on Wednesday, the 27 September 2017. The CDSIL remote e-voting platform facility was blocked thereafter.

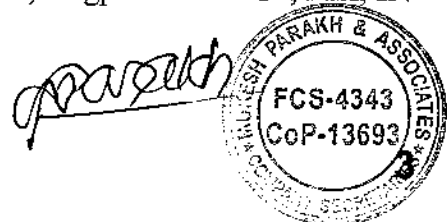
Subsequently, the votes cast under remote e-voting facility were unblocked at 19:45:25 Hrs. on Thursday, the 28 September 2017 in the presence in two (2) witnesses namely Ms. Ruchita Brijratan Lakhota and Ms. Ayusha Ajay Khandelwal who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence :-

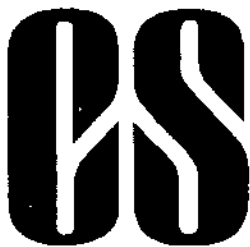
Ruchita

1. Ms. Ruchita Brijratan Lakhota
201, Ameya Towers, Opp. Dinanath School, Dhantoli, Nagpur - 440012, MH, IN

Ayusha

2. Ms. Ayusha Ajay Khandelwal
2nd Floor, Shakun Apartments, Shila Nagar, Katol Road, Nagpur - 440013, MH, IN





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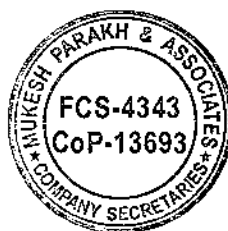
Thereafter, the details containing *inter-alia* list of members (equity shareholders) with their shareholding as on cut-off date, who voted "In favour" "against" or "invalid / abstain / by interested parties" for each of the ordinary and special resolution/s that were put to vote, were generated from the e-voting website of the CDSIL <https://www.evotingindia.com> and based on such reports generated, scrutinized and reviewed by us, 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 our safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Thirty-first (31) AGM and the same will be 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).

Signed and Issued on Friday, the 29 September 2017 at Nagpur.

CS Mukesh D. Parakh
FCS-4343, CP - 13693
M/s. Mukesh Parakh & Associates
Company Secretaries (Scrutinizer)



Based on Scrutinizer's Report, the Resolution Nos. 1 to 14 are passed with requisite majority

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

Company Secretary
M No. ACS - 16186

Dr. E. R. C. Shekar
Chairman of the Meeting

Director
DIN - 00013670





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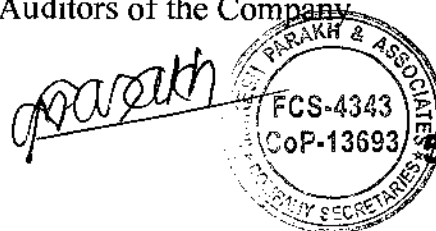
1. Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2016-2017 ended 31 March 2017

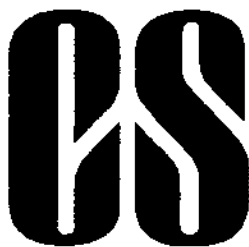
Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

2. Ordinary Resolution - Appointment of a Director in place of Mr. Ravi Bhushan Bhardwaj, (DIN : 00054700) who retires by rotation and being eligible, offers himself for re-appointment

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
100	28824589 (99.99%)	1	15 (0.01%)	2	14829538

3. Ordinary Resolution – Ratification of Re-appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI-Firm Registration No. 000756N) as the Statutory Auditors of the Company





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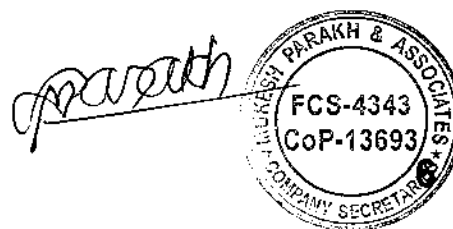
Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

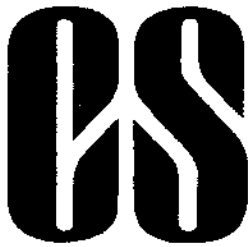
4. Ordinary Resolution - Appointment of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director (Category – Promoter, Non-executive, Non-independent) of the Company

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
101	28824604 (100.00%)	NIL	NIL	2	14829538

5. Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as a Director (Category – Non-independent, Executive) 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
102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL





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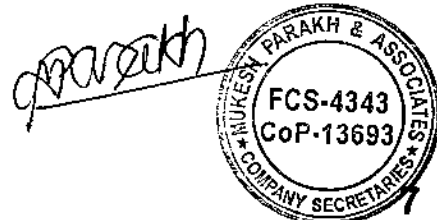
6. Ordinary Resolution – Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category – Non-independent, Executive) of the Company

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
102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL

7. Special Resolution – Re-appointment of Dr. E. R. C. Shekar (DIN : 00013670) as a Director (Category – Non-executive, Independent) 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
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

8. Special Resolution – Re-appointment of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category – Non-executive, Independent) of the Company





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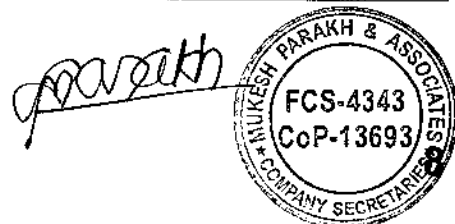
Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

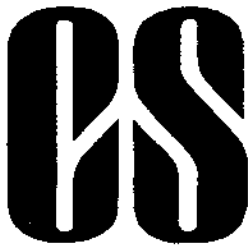
9. Special Resolution – Re-appointment of Mr. S. Gajendran (DIN : 00250136) as a Director (Category – Non-executive, Independent) of the Company

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
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

10. Special Resolution – Re-appointment of CA Jayesh M. Parmar (DIN : 000802843) as a Director (Category – Non-executive, Independent) 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
103	43654142 (100.00%)	NIL	NIL	NIL	NIL





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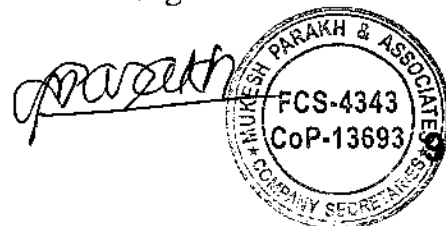
11. Ordinary Resolution – Re-appointment of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Deputy Managing Director (Category – Non-Independent, Executive) of the Company for a further period of three (3) years effective 30 July 2017

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
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

12. Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as the Whole-time Director designated as the Executive Director (Finance) & CFO (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017

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
102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL

13. Ordinary Resolution – Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as the Whole-time Director designated as the Executive Director (Works) (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017





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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
102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL

14. 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
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

Signed and Issued on Friday, the 29 September 2017 at Nagpur.

CS Mukesh D. Parakh
FCS-4343, CP – 13693
M/s. Mukesh Parakh & Associates
Company Secretaries (Scrutinizer)



Based on Scrutinizer's Report, the Resolution Nos. 1 to 14 are passed with requisite majority

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi
Company Secretary
M No. ACS – 16186

Dr. E. R. C. Shekar
Chairman of the Meeting
Director
DIN - 00013670





MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

203, Level 2, Manomay Plaza, 272, Central Bazar Road,
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Friday, the 29 September 2017

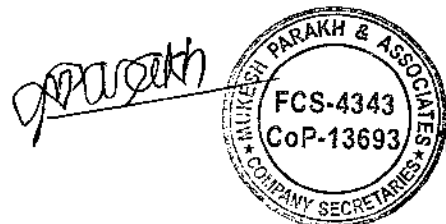
To,
The Chairman of Thirty-first (31) Annual General Meeting of the Members of Sunflag Iron and Steel Company Limited held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra, India

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 including Amendment Rules, 2015

Dear Sirs,

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide resolution passed at their 164 meeting held on Monday, the 14 August 2017 as a Scrutinizer for the Thirty-first (31) Annual general meeting of the members (equity shareholders) of the Company to be held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra, India 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 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ('the 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 164 meeting held on Monday, the 14 August 2017 decided to provide the members of the Company, who do not have access the remote e-voting facility and whose names appear as on Thursday, the 21 September 2017 ('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 of Monday, the 14 August 2017 calling for the Thirty-first (31) Annual general meeting to be held on Thursday, the 28 September 2017 at Nagpur ('31 AGM Notice') by physical ballot voting at the Thirty-first (31) AGM of the Company.





MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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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 Thirty-first (31) AGM Notice.

Our 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 all the ordinary and special resolution/s contained in the Thirty-first (31) AGM Notice.

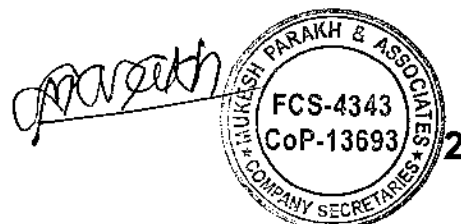
The Thirty-first (31) AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the 65,608 members (equity shareholder/s) in respect of all the ordinary and special resolution/s to be placed at the Thirty-first (31) AGM of the members of the Company to be held on Thursday, the 28 September 2017 at Nagpur.

The Thirty-first (31) AGM Notice was sent through electronic means (e-mail) on 1 September 2017 to 20,083 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 Thirty-first (31) AGM Notice was sent through India Post (registered) to 402 members on 1 September 2017 and through Couriers to 44,382 members during the period 28 August 2017 to 31 August 2017, (after eliminating 3,563 members with duplicate e-mail id and postal 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 Saturday, the 2 September 2017 in "The Indian Express" in English language and in "Loksatta" in Marathi (Vernacular) language mentioning about the Thirty-first (31) 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 Thirty-first (31) AGM of the Company.

The Thirty-first (31) 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 Thursday the 21 September 2017 ("cut-off date") were entitled to vote on all the proposed ordinary and special resolution/s as set out at item nos. 1 to 14 of the Thirty-first (31) AGM Notice of the Company.

Accordingly, a Scrutinizer's Report for physical ballot voting process conducted at the Thirty-first (31) AGM of the Company is provided in the prescribed Form No. MGT-13.

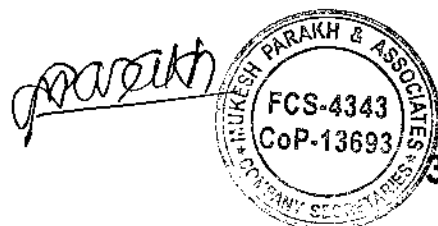
FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109(5) of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015]

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur appointed as a Scrutinizer for the purpose of the poll taken on all the ordinary and special resolution/s at the Thirty-first (31) Annual general meeting of the members (equity shareholder/s) of the Company held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra submit our report as under :-

- a. After the time fixed for closing of the poll by the Chairman, an empty ballot box kept for polling was locked in our presence with due identification mark placed by us.
- b. The locked ballot box was subsequently opened in our 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.





MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

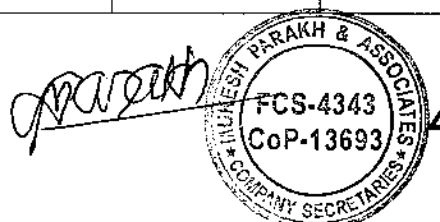
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- c. One (1) poll paper submitted by the proxy holder, on which the e-voting right was already exercised by the concerned member (shareholder) has been considered or treated as an invalid vote. Also, Ten (10) members (shareholders), who attended the 31 AGM, had failed to exercise their vote/s either through e-voting or physical poll (ballot) voting. Accordingly, their vote/s has not been considered for poll and the poll results thereof.
- d. Accordingly, 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, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2016-2017 ended 31 March 2017

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
16	62217019 (100.00%)	NIL	NIL	1	39255

2. Ordinary Resolution - Appointment of a Director in place of Mr. Ravi Bhushan Bhardwaj, (DIN : 00054700) who retires by rotation and being eligible, offers himself for re-appointment

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
16	62217019 (100.00%)	NIL	NIL	1	39255





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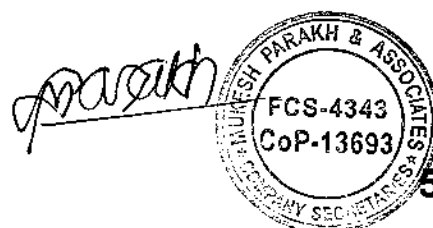
3. Ordinary Resolution – Ratification of Re-appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI-Firm Registration No. 000756N) as the Statutory Auditors of the Company

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
16	62217019 (100.00%)	NIL	NIL	1	39255

4. Ordinary Resolution - Appointment of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director (Category – Promoter, Non-executive, Non-independent) 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
16	62217019 (100.00%)	NIL	NIL	1	39255

5. Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as a Director (Category – Non-independent, Executive) of the Company





MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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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
15	62217018 (99.99%)	1	1 (0.01%)	1	39255

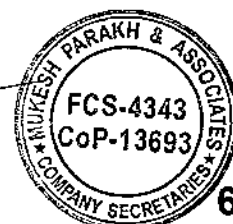
6. Ordinary Resolution – Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category – Non-independent, Executive) of the Company

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
15	62217018 (99.99%)	1	1 (0.01%)	1	39255

7. Special Resolution – Re-appointment of Dr. E. R. C. Shekar (DIN : 00013670) as a Director (Category – Non-executive, Independent) of the Company



Parakh





MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

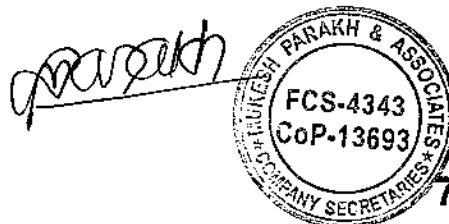
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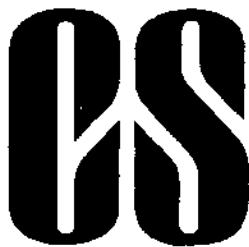
Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes 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
14	62215018 (99.99%)	1	1 (0.01%)	2	41255

8. Special Resolution – Re-appointment of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category – Non-executive, Independent) 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
16	62217019 (100.00%)	NIL	NIL	1	39255

9. Special Resolution – Re-appointment of Mr. S. Gajendran (DIN : 00250136) as a Director (Category – Non-executive, Independent) of the Company





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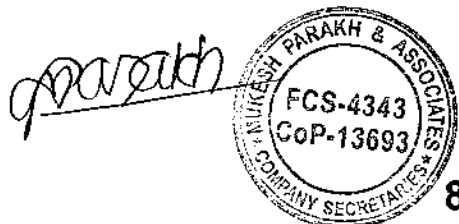
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Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present 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
15	62217018 (99.99%)	1	1 (0.01%)	1	39255

10. Special Resolution – Re-appointment of CA Jayesh M. Parmar (DIN : 000802843) as a Director (Category – Non-executive, Independent) 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
16	62217019 (100.00%)	NIL	NIL	1	39255

11. Ordinary Resolution – Re-appointment of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Deputy Managing Director (Category – Non-Independent, Executive) of the Company for a further period of three (3) years effective 30 July 2017





MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

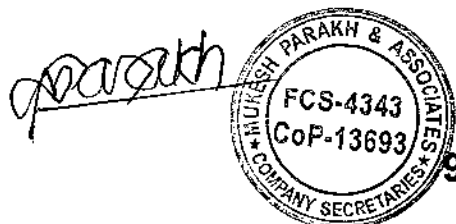
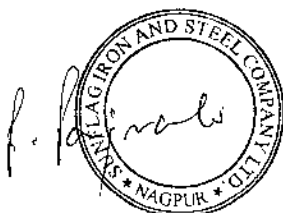
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Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present 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
16	62217019 (100.00%)	NIL	NIL	1	39255

12. Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as the Whole-time Director designated as the Executive Director (Finance) & CFO (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017

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
16	62217019 (100.00%)	NIL	NIL	1	39255

13. Ordinary Resolution – Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as the Whole-time Director designated as the Executive Director (Works) (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017





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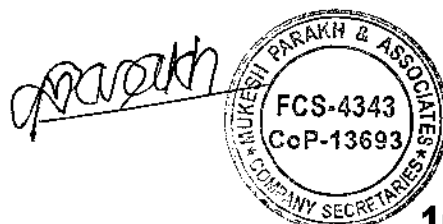
203, Level 2, Manomay Plaza, 272, Central Bazar Road
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+91 712 2434703 / 9371234703 E-mail ID csmukesh@live.com

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
15	62217018 (99.99%)	1	1 (0.01%)	1	39255

14. 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
16	62217019 (100.00%)	NIL	NIL	1	39255

- e. The Register containing a list of members (equity shareholders) who voted "FOR" and "AGAINST" or whose vote/s were treated as an "invalid / abstain / by interested parties" for each resolution/s is enclosed.





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- f. The poll paper/s and all other relevant records were sealed and handed over to the Director / Company Secretary authorised by the Board of Directors for safe keeping by the Company.

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

Signed and Issued on Friday, the 29 September 2017 at Nagpur.

CS Mukesh D. Parakh
FCS-4343, CP – 13693
M/s. Mukesh Parakh & Associates
Company Secretaries (Scrutinizer)



Based on Scrutinizer's Report, the Resolution Nos. 1 to 14 are passed with requisite majority

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

Company Secretary
M No. ACS – 16186

Dr. E. R. C. Shekar
Chairman of the Meeting
Director
DIN - 00013670





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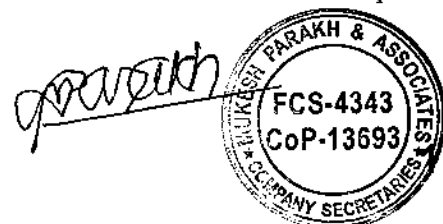
Friday, the 29 September 2017

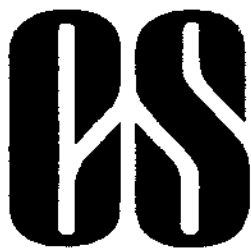
To,
The Chairman of Thirty-first (31) Annual General Meeting of the Members of Sunflag Iron and Steel Company Limited held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra, India

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, 109 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20, 21 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (as amended) and the SEBI (LODR) Regulations, 2015 (as amended), conducted at the Thirty-first (31) Annual General Meeting of Sunflag Iron and Steel Company Limited held on Thursday, the 28 September 2017 at 15:00 Hrs. at Nagpur

Dear Sirs,

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ("the Company") vide resolution passed at their 164 meeting held on Monday, the 14 August 2017 as a Scrutinizer for the Thirty-first (31) Annual general meeting of the members (equity shareholder/s) of the Company to be held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra, India 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, 109 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20, 21 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") and the SEBI (LODR) Regulations, 2015 (as amended) on all the ordinary and special resolution/s referred to in this report.





MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

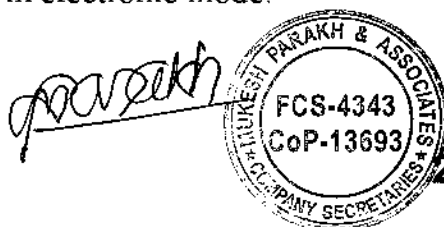
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Ramdaspeth, Nagpur - 440010, Maharashtra
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The Board of Directors of the Company have, vide resolution passed at their 164 meeting held on Monday, the 14 August 2017 decided to provide the members of the Company, whose names appear as on Thursday, the 21 September 2017 ("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 of Monday, the 14 August 2017 calling for the Thirty-first (31) Annual general meeting to be held on Thursday, the 28 September 2017 at Nagpur ("Thirty-first (31) AGM Notice") by electronic means (remote e-voting) through e-voting platform of Central Depository Services (India) Limited (CDSIL) and also by physical ballot voting at the Thirty-first (31) 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 Act 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 Thirty-first (31) AGM Notice. Our 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, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited (CDSIL), 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 Thirty-first (31) AGM of the Company.

The Thirty-first (31) AGM Notice of the Company along with statement setting out material facts under Section 102 of the Act were sent to all the 68,430 members (equity shareholders) in respect of all the below mentioned ordinary and special resolution/s to be placed at the Thirty-first (31) AGM of the members of the Company to be held on Thursday, the 28 September 2017 at Nagpur.

The Thirty-first (31) AGM Notice was sent through electronic means (e-mail) on 1 September 2017 to 20,083 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.





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The Thirty-first (31) AGM Notice was sent through India Post (registered) to 402 members on 1 September 2017 and through Couriers to 44,382 members during the period 28 August 2017 to 31 August 2017, (after eliminating 3,563 members with duplicate e-mail id and postal 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 Saturday, the 2 September 2017 in "The Indian Express" in English language and in "Loksatta" in Marathi (Vernacular) language mentioning about the Thirty-first (31) AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system).

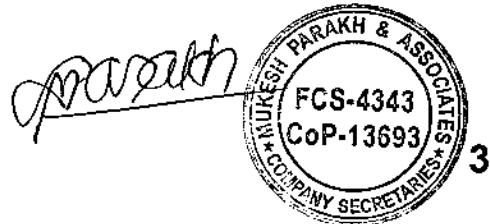
The Thirty-first (31) AGM Notice :-

- 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 Monday, the 25 September 2017 to 17:00 Hrs. on Wednesday, the 27 September 2017 during which period the members may cast their votes through electronic means (remote e-voting system);
- the CDSIL 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 Thursday the 21 September 2017 ("cut-off date") were entitled to vote on all the proposed ordinary and special resolution/s as set out at item nos. 1 to 14 of the Thirty-first (31) AGM Notice of the Company.

The period for remote e-voting commenced at 10:00 Hrs. on Monday the 25 September 2017 and ended at 17:00 Hrs. on Wednesday, the 27 September 2017. The CDSIL remote e-voting platform facility was blocked thereafter.

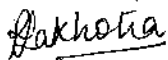




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Subsequently, the votes cast under remote e-voting facility were unblocked at 19:45:25 Hrs. on Thursday, the 28 September 2017 in the presence in two (2) witnesses namely Ms. Ruchita Brijratan Lakhota and Ms. Ayusha Ajay Khandelwal who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence :-



1. Ms. Ruchita Brijratan Lakhota
201, Ameya Towers, Opp. Dinanath School, Dhantoli, Nagpur - 440012, MH, IN

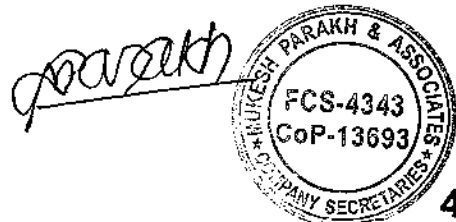


2. Ms. Ayusha Ajay Khandelwal
2nd Floor, Shakun Apartments, Shila Nagar, Katol Road, Nagpur - 440013, MH, IN

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 Thirty-first (31) 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 Thirty-first (31) 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 (CDSIL), 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, an empty ballot box kept for polling was locked in my presence with due identification mark placed by me.





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The locked ballot box was 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.

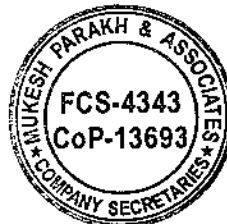
Accordingly, the physical ballot paper/s so submitted by the members (in person or by proxy) were duly scrutinized and reviewed by me, *inter-alia* list of members (equity shareholders) with their shareholding as on cut-off date, who voted "In favour" "against" or "invalid / abstain / by interested parties" 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.

One (1) poll paper submitted by the proxy holder, on which the e-voting right was already exercised by the concerned member (shareholder) has been considered or treated as an invalid vote. Also, Ten (10) members (shareholders), who attended the 31 AGM, had failed to exercise their vote/s either through e-voting or physical poll (ballot) voting. Accordingly, their vote/s has not been considered for poll and the poll results thereof.

Based on aforesaid, we submit our consolidated report on the result of the voting by electronic means (remote e-voting) and voting by physical ballot forms at the Thirty-first (31) AGM of the Company for all the ordinary and special resolution/s placed before the Thirty-first (31) AGM of the members of the Company are attached as an Annex, which forms part and parcel of this report.

Signed and Issued on Friday, the 29 September 2017 at Nagpur.

CS Mukesh D. Parakh
FCS-4343, CP - 13693
M/s. Mukesh Parakh & Associates
Company Secretaries (Scrutinizer)



Encl : Annex (As Above)





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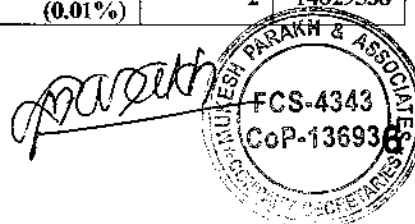
ANNEX TO THE CONSOLIDATED SCRUTINISER'S REPORT

1. Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2016-2017 ended 31 March 2017

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

2. Ordinary Resolution - Appointment of a Director in place of Mr. Ravi Bhushan Bhardwaj, (DIN : 00054700) who retires by rotation and being eligible, offers himself for re-appointment

Category & Manner (Mode) 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						
Promoters & Promoters Group	1	8333356 (28.91%)	NIL	NIL	2	14829538
Public	99	20491233 (71.08%)	1	15 (0.01%)	NIL	NIL
Total e-Voting (a)	100	28824589 (99.99%)	1	15 (0.01%)	2	14829538





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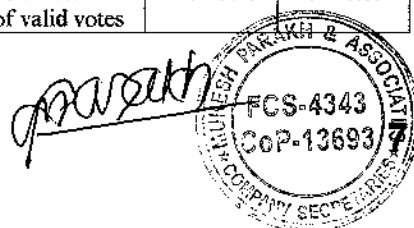
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	116	91041608 (99.99%)	1	15 (0.01%)	3	14868793

3. Ordinary Resolution – Ratification of Re-appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI-Firm Registration No. 000756N) as the Statutory Auditors of the Company

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

4. Ordinary Resolution - Appointment of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director (Category – Promoter, Non-executive, Non-independent) of the Company

Category & Manner (Mode) 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





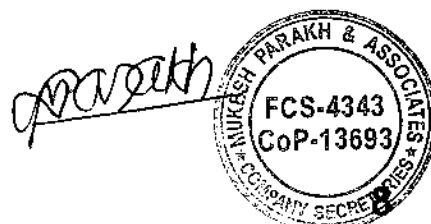
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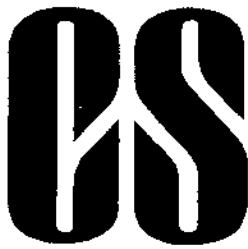
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e-Voting						
Promoters & Promoters Group	1	8333356 (28.91%)	NIL	NIL	2	14829538
Public	100	20491248 (71.09%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	101	28824604 (100.00%)	NIL	NIL	2	14829538
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	117	91041623 (100.00%)	NIL	NIL	3	14868793

5. Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as a Director (Category – Non-independent, Executive) of the Company

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.05%)	NIL	NIL	NIL	NIL
Public	99	20489348 (46.94%)	1	1900 (0.01%)	NIL	NIL
Total e-Voting (a)	102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	10	18034906 (28.98%)	1	1 (0.01%)	1	39255
Total Physical Poll (b)	15	62217018 (99.99%)	1	1 (0.01%)	1	39255
Grand-Total	117	105869260 (99.99%)	2	1901 (0.01%)	1	39255





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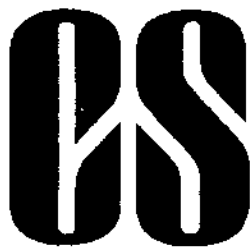
6. Ordinary Resolution – Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category – Non-independent, Executive) of the Company

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	99	20489348 (46.93%)	1	1900 (0.01%)	NIL	NIL
Total e-Voting (a)	102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	10	18034906 (28.98%)	1	1 (0.01%)	1	39255
Total Physical Poll (b)	15	62217018 (99.99%)	1	1 (0.01%)	1	39255
Grand-Total	117	105869260 (99.99%)	2	1901 (0.01%)	1	39255

7. Special Resolution – Re-appointment of Dr. E. R. C. Shekar (DIN : 00013670) as a Director (Category – Non-executive, Independent) of the Company

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL





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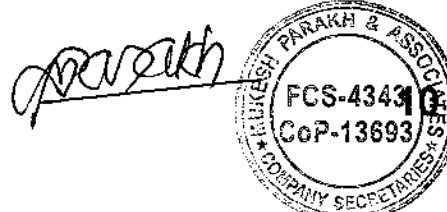
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	9	18032906 (28.98%)	1	1 (0.01%)	2	41255
Total Physical Poll (b)	14	62215018 (99.99%)	1	1 (0.01%)	2	41255
Grand-Total	117	105869160 (99.99%)	1	1 (0.01%)	2	41255

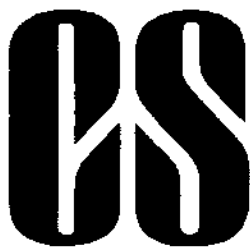
8. Special Resolution – Re-appointment of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category – Non-executive, Independent) of the Company

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

9. Special Resolution – Re-appointment of Mr. S. Gajendran (DIN : 00250136) as a Director (Category – Non-executive, Independent) of the Company

Category & Manner (Mode) 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





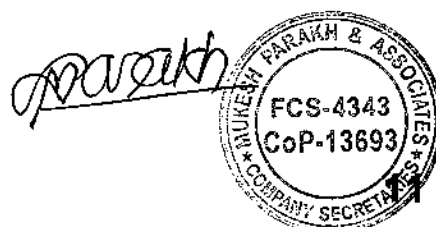
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e-Voting						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	10	18034906 (28.98%)	1	1 (0.01%)	1	39255
Total Physical Poll (b)	15	62217018 (99.99%)	1	1 (0.01%)	1	39255
Grand-Total	118	105871160 (99.99%)	1	1 (0.01%)	1	39255

10. Special Resolution – Re-appointment of CA Jayesh M. Parmar (DIN : 000802843) as a Director (Category – Non-executive, Independent) of the Company

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255





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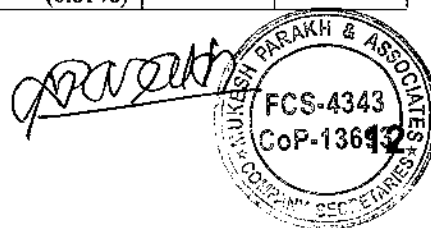
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11. Ordinary Resolution – Re-appointment of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Deputy Managing Director (Category – Non-Independent, Executive) of the Company for a further period of three (3) years effective 30 July 2017

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

12. Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as the Whole-time Director designated as the Executive Director (Finance) & CFO (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	99	20489348 (46.93%)	1	1900 (0.01%)	NIL	NIL
Total e-Voting (a)	102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL





MUKESH PARAKH & ASSOCIATES 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

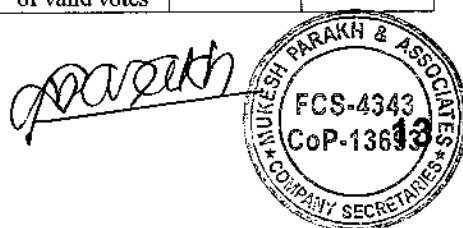
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	118	105869261 (99.99%)	1	1900 (0.01%)	1	39255

13. Ordinary Resolution – Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as the Whole-time Director designated as the Executive Director (Works) (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017

Category & Manner (Mode) 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						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	99	20489348 (46.93%)	1	1900 (0.01%)	NIL	NIL
Total e-Voting (a)	102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	10	18034906 (28.99%)	1	1 (0.01%)	1	39255
Total Physical Poll (b)	15	62217018 (99.99%)	1	1 (0.01%)	1	39255
Grand-Total	117	105869260 (99.99%)	2	1901 (0.01%)	1	39255

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

Category & Manner (Mode) 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





MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

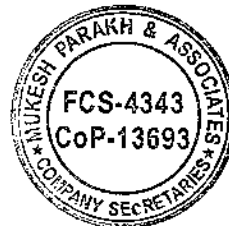
203, Level 2, Manomay Plaza, 272, Central Bazar Road
Ramdaspeth, Nagpur - 440010, Maharashtra
+91 712 2434703 / 9371234703 E-mail ID : csmukesh@live.com

e-Voting						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

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 Thirty-first (31) 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.

Signed and Issued on Friday, the 29 September 2017 at Nagpur.

CS Mukesh D. Parakh
FCS-4343, CP – 13693
M/s. Mukesh Parakh & Associates
Company Secretaries (Scrutinizer)



Based on Scrutinizer's Report, the Resolution Nos. 1 to 14 are passed with requisite majority

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

Company Secretary
M No. ACS – 16186

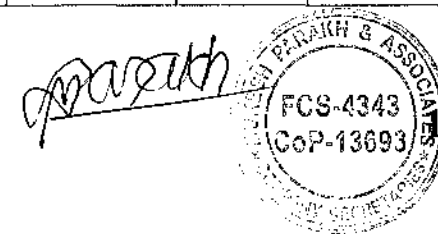
Dr. E. R. C. Shekar
Chairman of the Meeting
Director
DIN - 00013670



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
THIRTY-FIRST (31) ANNUAL GENERAL MEETING	- THURSDAY, THE 28 DAY OF SEPTEMBER 2017 AT 15:00 HRS.
CUT-OFF DATE	- THURSDAY, THE 21 DAY OF SEPTEMBER 2017
e-VOTING PERIOD	- FROM 10:00 HRS. ON MONDAY, THE 25 SEPTEMBER 2017 TO 17:00 HRS. ON WEDNESDAY, THE 27 SEPTEMBER 2017

Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
1	Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2016-2017 ended 31 March 2017	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20491248	0	100%	0%
		Total	43654142	43654142	43654142	0	100%	0%



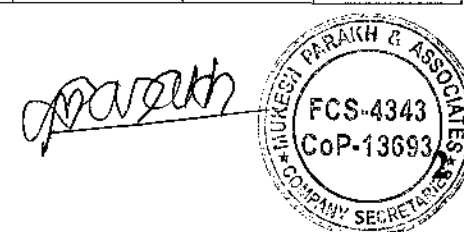
Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled*	No of Valid Votes	Votes in Numbers		Votes In %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
2	Ordinary Resolution - Appointment of a Director in place of Mr. Ravi Bhushan Bhardwaj, (DIN : 00054700) who retires by rotation and being eligible, offers himself for re-appointment	Promoters & Promoters Group	23162894	8333356	8333356	0	100%	0%
		Public	20491248	20491248	20491233	15	99.99%	0.01%
		Total	43654142	28824604	28824589	15	99.99%	0.01%

* Includes 14829538 Shares – Voted Invalid / Abstained / By Interested Parties

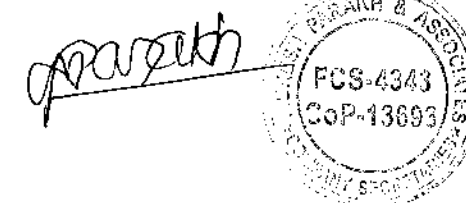
3	Ordinary Resolution – Ratification of Re-appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) as the Statutory Auditors of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20491248	0	100%	0%
		Total	43654142	43654142	43654142	0	100%	0%

4	Ordinary Resolution - Appointment of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director (Category – Promoter, Non-executive, Non-independent) of the Company	Promoters & Promoters Group	23162894	8333356	8333356	0	100%	0%
		Public	20491248	20491248	20491248	0	100%	0%
		Total	43654142	28824604	28824604	0	100%	0%

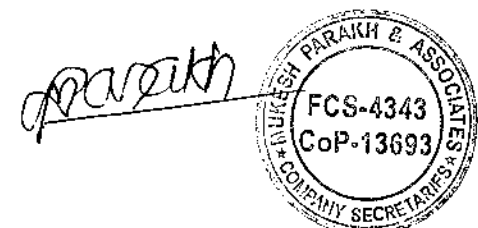
* Includes 14829538 Shares – Voted Invalid / Abstained / By Interested Parties



Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
5	Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as a Director (Category – Non-independent, Executive) of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20489348	1900	99.99%	0.01%
		Total	43654142	43654142	43652242	1900	99.99%	0.01%
6	Ordinary Resolution - Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category – Non-independent, Executive) of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20489348	1900	99.99%	0.01%
		Total	43654142	43654142	43652242	1900	99.99%	0.01%
7	Special Resolution - Re-appointment of Dr. E. R. C. Shekar (DIN : 00013670) as a Director (Category – Non-executive, Independent) of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20491248	0	100%	0%
		Total	43654142	43654142	43654142	0	100%	0%
8	Special Resolution - Re-appointment of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category – Non-executive, Independent) of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20491248	0	100%	0%
		Total	43654142	43654142	43654142	0	100%	0%



9	Special Resolution - Re-appointment of Mr. S. Gajendran (DIN : 00250136) as a Director (Category – Non-executive, Independent) of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20491248	0	100%	0%
		Total	43654142	43654142	43654142	0	100%	0%
10	Special Resolution - Re-appointment of CA Jayesh M. Parmar (DIN : 000802843) as a Director (Category – Non-executive, Independent) of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20491248	0	100%	0%
		Total	43654142	43654142	43654142	0	100%	0%
11	Ordinary Resolution - Re-appointment of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Deputy Managing Director (Category – Non-Independent, Executive) of the Company for a further period of three (3) years effective 30 July 2017	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20491248	0	100%	0%
		Total	43654142	43654142	43654142	0	100%	0%
12	Ordinary Resolution - Appointment of CA R. Muralidhar (DIN : 00982212) as the Whole-time Director designated as the Executive Director (Finance) & CFO (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20489348	1900	99.99%	0.01%
		Total	43654142	43654142	43652242	1900	99.99%	0.01%



13	Ordinary Resolution - Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as the Whole-time Director designated as the Executive Director (Works) (Category - Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20489348	1900	99.99%	0.01%
		Total	43654142	43654142	43652242	1900	99.99%	0.01%
14	Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	20491248	20491248	20491248	0	100%	0%
		Total	43654142	43654142	43654142	0	100%	0%

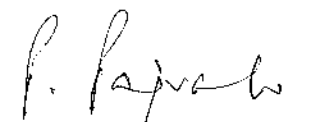
For M/s. Mukesh Parakh & Associates
Company Secretaries



CS Mukesh D. Parakh
Proprietor
FCS-4343, CP – 13693
(Scrutinizer)



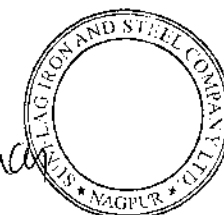
For Sunflag Iron and Steel Company Limited



CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186



Dr. E. R. C. Shekar
DIRECTOR
Chairman of the Meeting
DIN - 00013670



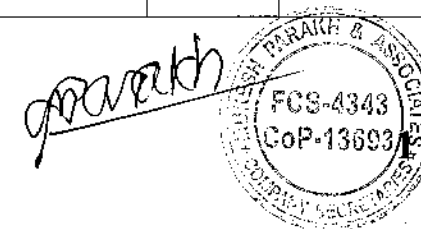
Signed and Issued on Friday, the 29 September 2017 at Nagpur.

SUMMARY OF PHYSICAL POLL (BALLOT) 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
THIRTY-FIRST (31) ANNUAL GENERAL MEETING	- THURSDAY, THE 28 DAY OF SEPTEMBER 2017 AT 15:00 HRS.
CUT-OFF DATE	- THURSDAY, THE 21 DAY OF SEPTEMBER 2017

Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled*	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
1	Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2016-2017 ended 31 March 2017	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034907	0	100%	0%
		Total	62256274	62217019	62217019	0	100%	0%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties



Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled*	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
2	Ordinary Resolution - Appointment of a Director in place of Mr. Ravi Bhushan Bhardwaj, (DIN : 00054700) who retires by rotation and being eligible, offers himself for re-appointment	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034907	0	100%	0%
		Total	62256274	62217019	62217019	0	100%	0%

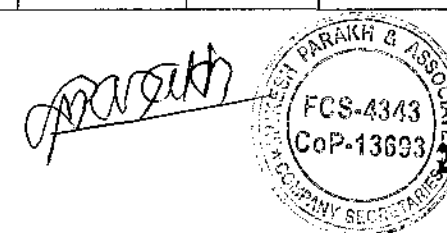
* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

3	Ordinary Resolution – Ratification of Re-appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N) as the Statutory Auditors of the Company	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034907	0	100%	0%
		Total	62256274	62217019	62217019	0	100%	0%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

4	Ordinary Resolution - Appointment of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director (Category – Promoter, Non-executive, Non-independent) of the Company	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034907	0	100%	0%
		Total	62256274	62217019	62217019	0	100%	0%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties



Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled*	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
5	Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as a Director (Category – Non-independent, Executive) of the Company	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034906	1	99.99%	0.01%
		Total	62256274	62217019	62217018	1	99.99%	0.01%

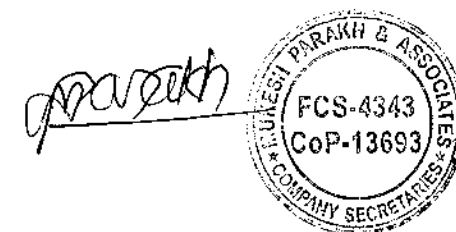
* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

6	Ordinary Resolution – Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category – Non-independent, Executive) of the Company	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034906	1	99.99%	0.01%
		Total	62256274	62217019	62217018	1	99.99%	0.01%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

7	Special Resolution - Re-appointment of Dr. E. R. C. Shekar (DIN : 00013670) as a Director (Category – Non-executive, Independent) of the Company	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18032907	18032906	1	99.99%	0.01%
		Total	62256274	62215019	62215018	1	99.99%	0.01%

* Includes 41255 Shares – Voted Invalid / Abstained / By Interested Parties



Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Poiled*	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
8	Special Resolution - Re-appointment of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category – Non-executive, Independent) of the Company	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034907	0	100%	0%
		Total	62256274	62217019	62217019	0	100%	0%

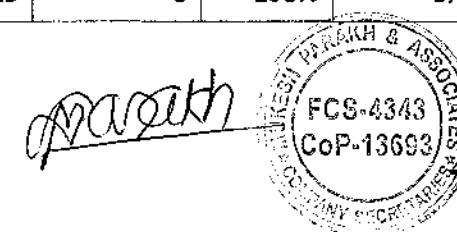
* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

9	Special Resolution - Re-appointment of Mr. S. Gajendran (DIN : 00250136) as a Director (Category – Non-executive, Independent) of the Company	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034906	1	99.99%	0.01%
		Total	62256274	62217019	62217018	1	99.99%	0.01%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

10	Special Resolution - Re-appointment of CA Jayesh M. Parmar (DIN : 000802843) as a Director (Category – Non-executive, Independent) of the Company	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034907	0	100%	0%
		Total	62256274	62217019	62217019	0	100%	0%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties



Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled*	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
11	Ordinary Resolution – Re-appointment of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Deputy Managing Director (Category – Non-Independent, Executive) of the Company for a further period of three (3) years effective 30 July 2017	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034907	0	100%	0%
		Total	62256274	62217019	62217019	0	100%	0%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

12	Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as the Whole-time Director designated as the Executive Director (Finance) & CFO (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034907	0	100%	0%
		Total	62256274	62217019	62217019	0	100%	0%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

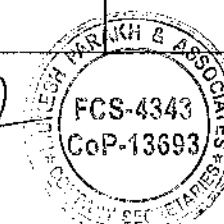
13	Ordinary Resolution – Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as the Whole-time Director designated as the Executive Director (Works) (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034906	1	99.99%	0.01%
		Total	62256274	62217019	62217018	1	99.99%	0.01%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

f. parakh



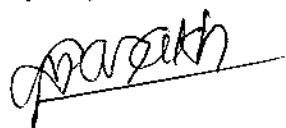
parakh



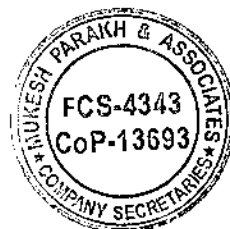
Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled*	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
14	Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
		Public	18074162	18034907	18034907	0	100%	0%
		Total	62256274	62217019	62217019	0	100%	0%

* Includes 39255 Shares – Voted Invalid / Abstained / By Interested Parties

For M/s. Mukesh Parakh & Associates
Company Secretaries



CS Mukesh D. Parakh
Proprietor
FCS-4343, CP – 13693
(Scrutinizer)



For Sunflag Iron and Steel Company Limited



CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186



Dr. E. R. C. Shekar
DIRECTOR
Chairman of the Meeting
DIN - 00013670



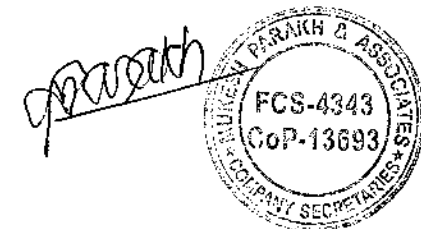
Signed and Issued on Friday, the 29 September 2017 at Nagpur.

CONSOLIDATED REPORT FOR e-VOTING AND PHYSICAL POLL (BALLOT) 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
THIRTY-FIRST (31) ANNUAL GENERAL MEETING	- THURSDAY, THE 28 DAY OF SEPTEMBER 2017 AT 15:00 HRS.
CUT-OFF DATE	- THURSDAY, THE 21 DAY OF SEPTEMBER 2017
E-VOTING PERIOD	- FROM 10:00 HRS. ON MONDAY, THE 25 SEPTEMBER 2017 TO 17:00 HRS. ON WEDNESDAY, THE 27 SEPTEMBER 2017

Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Total Votes Polled*	No of Total Valid Votes	Votes in Numbers		Votes in %	
						Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I	J
1	Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2016-2017 ended 31 March 2017	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20491248	0	100%	0%
			Sub-Total	43654142	43654142	43654142	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034907	0	100%	0%
			Sub-Total	62256274	62217019	62217019	0	100%	0%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38526155	0	100%	0%
			Grand Total	105910416	105871161	105871161	0	100%	0%

* Includes 39255 (Physical Poll Ballot Voting) Shares – Voted Invalid / Abstained / By Interested Parties

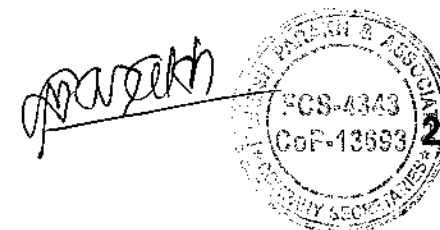


Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Total Votes Polled*	No of Total Valid Votes	Votes in Numbers		Votes in %	
						Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I	J
2	Ordinary Resolution - Appointment of a Director in place of Mr. Ravi Bhushan Bhardwaj, (DIN : 00054700) who retires by rotation and being eligible, offers himself for re-appointment	e-Voting	Promoters & Promoters Group	23162894	8333356	8333356	0	100%	0%
			Public	20491248	20491248	20491233	15	99.99%	0.01%
			Sub-Total	43654142	28824604	28824589	15	99.99%	0.01%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034907	0	100%	0%
			Sub-Total	62256274	62217019	62217019	0	100%	0%
		Grand Total	Promoters & Promoters Group	67345006	52515468	52515468	0	100%	0%
			Public	38565410	38526155	38526140	15	99.99%	0.01%
			Grand Total	105910416	91041623	91041608	15	99.99%	0.01%

* Includes 14829538 (e-Voting) and 39255 (Physical Poll Ballot Voting) Shares – Voted Invalid / Abstained / By Interested Parties

A	B	C	D	E	F	G	H	I	J
3	Ordinary Resolution – Ratification of re-appointment of Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI-Firm Registration No. 000756N) as the Statutory Auditors of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20491248	0	100%	0%
			Sub-Total	43654142	43654142	43654142	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034907	0	100%	0%
			Sub-Total	62256274	62217019	62217019	0	100%	0%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38526155	0	100%	0%
			Grand Total	105910416	105871161	105871161	0	100%	0%

* Includes 39255 (Physical Poll Ballot Voting) Shares – Voted Invalid / Abstained / By Interested Parties

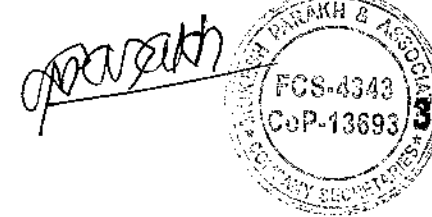


Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Total Votes Polled*	No of Total Valid Votes	Votes in Numbers		Votes in %	
						Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I	J
4	Ordinary Resolution - Appointment of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director (Category - Promoter, Non-executive, Non-independent) of the Company	e-Voting	Promoters & Promoters Group	23162894	8333356	8333356	0	100%	0%
			Public	20491248	20491248	20491248	0	100%	0%
			Sub-Total	43654142	28824604	28824604	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034907	0	100%	0%
			Sub-Total	62256274	62217019	62217019	0	100%	0%
		Grand Total	Promoters & Promoters Group	67345006	52515468	52515468	0	100%	0%
			Public	38565410	38526155	38526155	0	100%	0%
			Grand Total	105910416	91041623	91041623	0	100%	0%

* Includes 14829538 (e-Voting) and 39255 (Physical Poll Ballot Voting) Shares - Voted Invalid / Abstained / By Interested Parties

A	B	C	D	E	F	G	H	I	J
5	Ordinary Resolution - Appointment of CA R. Muralidhar (DIN : 00982212) as a Director (Category - Non-independent, Executive) of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20489348	1900	99.99%	0.01%
			Sub-Total	43654142	43654142	43652242	1900	99.99%	0.01%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034906	1	99.99%	0.01%
			Sub-Total	62256274	62217019	62217018	1	99.99%	0.01%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38524254	1901	99.99%	0.01%
			Grand Total	105910416	105871161	105869260	1901	99.99%	0.01%

* Includes 39255 (Physical Poll Ballot Voting) Shares - Voted Invalid / Abstained / By Interested Parties

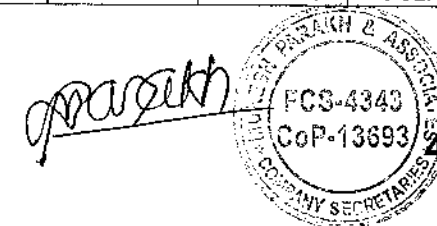


Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Total Votes Polled*	No of Total Valid Votes	Votes in Numbers		Votes in %	
						Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I	J
6	Ordinary Resolution - Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category – Non-independent, Executive) of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20489348	1900	99.99%	0.01%
			Sub-Total	43654142	43654142	43652242	1900	99.99%	0.01%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034906	1	99.99%	0.01%
			Sub-Total	62256274	62217019	62217018	1	99.99%	0.01%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38524254	1901	99.99%	0.01%
			Grand Total	105910416	105871161	105869260	1901	99.99%	0.01%

* Includes 39255 (Physical Poll Ballot Voting) Shares – Voted Invalid / Abstained / By Interested Parties

A	B	C	D	E	F	G	H	I	J
7	Special Resolution – Re-appointment of Dr. E. R. C. Shekar (DIN : 00013670) as a Director (Category – Non-executive, Independent) of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20491248	0	100%	0%
			Sub-Total	43654142	43654142	43654142	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18032907	18032906	1	99.99%	0.01%
			Sub-Total	62256274	62215019	62215018	1	99.99%	0.01%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38524155	38524154	1	99.99%	0.01%
			Grand Total	105910416	105869161	105869160	1	99.99%	0.01%

* Includes 41255 (Physical Poll Ballot Voting) Shares – Voted Invalid / Abstained / By Interested Parties

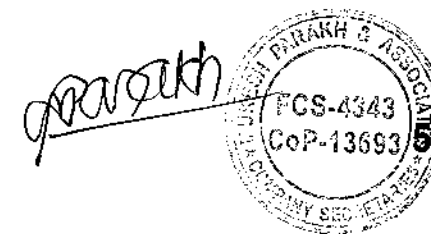


Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Total Votes Polied*	No of Total Valid Votes	Votes in Numbers		Votes in %	
						Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I	J
8	Special Resolution - Re-appointment of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category - Non-executive, Independent) of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20491248	0	100%	0%
			Sub-Total	43654142	43654142	43654142	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034907	0	100%	0%
			Sub-Total	62256274	62217019	62217019	0	100%	0%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38526155	0	100%	0%
			Grand Total	105910416	105871161	105871161	0	100%	0%

* Includes 39255 (Physical Poll Ballot Voting) Shares - Voted Invalid / Abstained / By Interested Parties

A	B	C	D	E	F	G	H	I	J
9	Special Resolution - Re-appointment of Mr. S. Gajendran (DIN : 00250136) as a Director (Category - Non-executive, Independent) of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20491248	0	100%	0%
			Sub-Total	43654142	43654142	43654142	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034906	1	99.99%	0.01%
			Sub-Total	62256274	62217019	62217018	1	99.99%	0.01%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38526154	1	99.99%	0.01%
			Grand Total	105910416	105871161	105871160	1	99.99%	0.01%

* Includes 39255 (Physical Poll Ballot Voting) Shares - Voted Invalid / Abstained / By Interested Parties

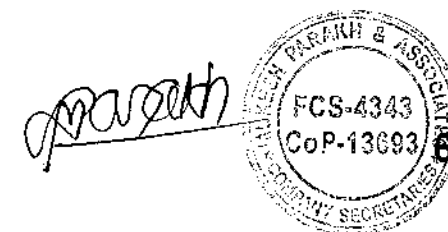


Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Total Votes Polled*	No of Total Valid Votes	Votes in Numbers		Votes in %	
						Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I	J
10	Special Resolution - Re-appointment of CA Jayesh M. Parmar (DIN : 000802843) as a Director (Category - Non-executive, Independent) of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20491248	0	100%	0%
			Sub-Total	43654142	43654142	43654142	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034907	0	100%	0%
			Sub-Total	62256274	62217019	62217019	0	100%	0%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38526155	0	100%	0%
			Grand Total	105910416	105871161	105871161	0	100%	0%

* Includes 39255 (Physical Poll Ballot Voting) Shares - Voted Invalid / Abstained / By Interested Parties

A	B	C	D	E	F	G	H	I	J
11	Ordinary Resolution - Re-appointment of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Deputy Managing Director (Category - Non-Independent, Executive) of the Company for a further period of three (3) years effective 30 July 2017	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	D	100%	0%
			Public	20491248	20491248	20491248	0	100%	0%
			Sub-Total	43654142	43654142	43654142	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034907	D	100%	0%
			Sub-Total	62256274	62217019	62217019	0	100%	0%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38526155	0	100%	0%
			Grand Total	105910416	105871161	105871161	0	100%	0%

* Includes 39255 (Physical Poll Ballot Voting) Shares - Voted Invalid / Abstained / By Interested Parties

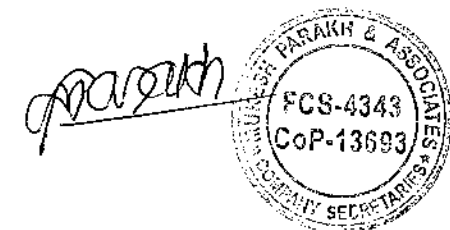


Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Total Votes Polled*	No of Total Valid Votes	Votes in Numbers		Votes in %	
						Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I	J
12	Ordinary Resolution - Appointment of CA R. Muralidhar (DIN : 00982212) as the Whole-time Director designated as the Executive Director (Finance) & CFO (Category - Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20489348	1900	99.99%	0.01%
			Sub-Total	43654142	43654142	43652242	1900	99.99%	0.01%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034907	0	100%	0%
			Sub-Total	62256274	62217019	62217019	0	100%	0%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38524255	1900	99.99%	0.01%
			Grand Total	105910416	105871161	105869261	1900	99.99%	0.01%

* Includes 39255 (Physical Poll Ballot Voting) Shares - Voted Invalid / Abstained / By Interested Parties

A	B	C	D	E	F	G	H	I	J
13	Ordinary Resolution - Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as the Whole-time Director designated as the Executive Director (Works) (Category - Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20489348	1900	99.99%	0.01%
			Sub-Total	43654142	43654142	43652242	1900	99.99%	0.01%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034906	1	99.99%	0.01%
			Sub-Total	62256274	62217019	62217018	1	99.99%	0.01%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38524254	1901	99.99%	0.01%
			Grand Total	105910416	105871161	105869260	1901	99.99%	0.01%

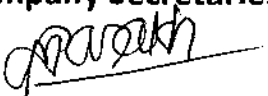
* Includes 39255 (Physical Poll Ballot Voting) Shares - Voted Invalid / Abstained / By Interested Parties

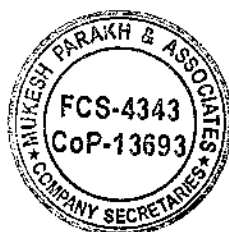


Sr. No. of the Resolution	Particulars of Resolution	Mode of Voting	Type of Shareholding	No of Total Votes Polled*	No of Total Valid Votes	Votes in Numbers		Votes in %	
						Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I	J
14	Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	20491248	20491248	20491248	0	100%	0%
			Sub-Total	43654142	43654142	43654142	0	100%	0%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	0%
			Public	18074162	18034907	18034907	0	100%	0%
			Sub-Total	62256274	62217019	62217019	0	100%	0%
		Grand Total	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	0%
			Public	38565410	38526155	38526155	0	100%	0%
			Grand Total	105910416	105871161	105871161	0	100%	0%

* Includes 39255 (Physical Poll Ballot Voting) Shares – Voted Invalid / Abstained / By Interested Parties

For M/s. Mukesh Parakh & Associates
Company Secretaries


CS Mukesh D. Parakh
Proprietor
FCS-4343, CP – 13693
(Scrutinizer)



For Sunflag Iron and Steel Company Limited


CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186


Dr. E. R. C. Shekar
DIRECTOR
Chairman of the Meeting
DIN - 00013670



Signed and Issued on Friday, the 29 September 2017 at Nagpur.