ANNEXURE I

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. **Name of Listed Entity** : **SUNFLAG IRON AND STEEL COMPANY LIMITED**
2. **Second Quarter Ending** : **30th September, 2017**

I. Composition of Board of Directors

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

SUNFLAG IRON AND STEEL COMPANY LTD. * NAGPUR *

5. Mr.	CA Jayesh M. Parmar	AAFPP4048N 00802843	Non-executive, (Independent Director) ID	26.09.2017	25.09.2019	24	1	1	-	1. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee
6. Mr.	Kumar Jitendra Singh	AIMPS9257K 00626836	Non-executive, (Independent Director) ID	26.09.2017	25.09.2022	60	1	1	-	1. Audit Committee
7. Mrs.	Neealm Kothari	ADUPK4991P 06709241	Non-executive, (Independent Director) ID	25.09.2015	24.09.2020	60	1	1	-	1. Audit Committee
8. Mr.	Surendra Kumar Gupta	ABPPG5613D 00054836	Dy. Managing Director (Executive) ED	21.05.2007	-	-	1	1	-	1. Stakeholders' Relationship Committee 2. Risk Management Committee 3. Corporate Social Responsibility Committee
9. Mr.	Suhrit Ravi Bhushan Bhardwaj	AUNPB5842Q 02318190	Director Non-executive, Non-independent,	27.03.2017	-	-	1	-	-	-
10. Mr.	R. Muralidhar	AAMPR4451N 00982212	Whole-time Director (Non-executive, independent)	14.08.2017	-	-	1	-	-	1. Risk Management Committee
11. Mr.	Ramchandra Vasant Dalvi	AAAPD4056D 00012065	Whole-time Director (Non-executive, independent)	14.08.2017	-	-	1	-	-	-
12. Mr.	Rooshad Russi Patel	AADPP3638A 00473945	Additional Director (Non-executive, independent)	29.09.2017	-	-	1	-	-	-

Note :

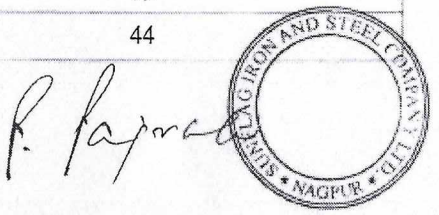
$ PAN number of any Director would not be displayed on the website of Stock Exchange

& Category of directors means Executive / Independent / Nominee. Is a directors fits into than one category write all categories separating them with hyphen

** To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

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

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
26th May 2017	14th August 2017	79
--	28th September 2017	44



IV. Meeting of Committees – Audit Committee			
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
26th May 2017	Yes	14th August 2017	79

Meeting of Committees – Nomination & Remuneration Committee			
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
26th May 2017	Yes	14th August 2017	79
-	Yes	28th September 2017	44

Meeting of Committees – Stakeholders' Relationship Committee			
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
26th May 2017	Yes	14th August 2017	79

Meeting of Committees – Risk Management Committee			
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
4th March 2017	-	-	-

Meeting of Committees – Corporate Social Responsibility Committee			
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
26th May 2017	Yes	14th August 2017	79

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

VI. Affirmations :

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**

2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**

   a. Audit Committee
   b. Nomination & Remuneration Committee
   c. Stakeholders Relationship Committee
   d. Risk Management Committee (applicable to the top 100 listed entities)

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**

5. This report and / or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here : **Yes**

For Sunflag Iron and Steel Company Limited

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

Place : Nagpur
Date : 10th October, 2017

ANNEXURE - III

HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. **Name of Listed Entity** : **SUNFLAG IRON AND STEEL COMPANY LIMITED**
2. **Half Year Ending** : **30th September, 2017**

I. Affirmations

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

Note :

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

For Sunflag Iron and Steel Company Limited

SUNFLAG IRON AND STEEL COMPANY LTD. * NAGPUR *

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

Place : Nagpur
Date : 10th October, 2017