

**By Email / Online Filling**

SECY / 2016/ 603  
Saturday, September 24, 2016

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



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

**Sub : Submission of Results regarding the Voting through e-voting and physical ballot for the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Members of the Company held on 23<sup>rd</sup> September, 2016 along with Scrutinizer's Report**

**Ref : Script Code : SUNFLAG (NSE)**

Dear Sir / Madam,

This is further to our letter Ref. No. SECY/2016/601 of Friday, the 23<sup>rd</sup> September 2016 regarding outcome of the Thirtieth (30<sup>th</sup>) Annual General Meeting of the members of the Company held on Friday, the 23<sup>rd</sup> September 2016 at 3 PM at Nagpur.

In this context, we wish to inform you that the Thirtieth (30<sup>th</sup>) Annual General Meeting of the members of the Company was held on 23<sup>rd</sup> September, 2016 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 Friday, the 19<sup>th</sup> August 2016 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 30<sup>th</sup> Annual General Meeting. The Remote e-voting was started from 10.00 Hrs of Tuesday, the 20<sup>th</sup> September, 2016 and ends on 17.00 Hrs of Thursday, the 22<sup>nd</sup> September, 2016.


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KHARALWADI, PIMPRI,  
PUNE - 411 018,  
TEL.: 020 - 27424685, 27425607  
FAX : 020 - 27423013  
E-mail : sunpun@sunflagsteel.com



At the venue of 30<sup>th</sup> 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.

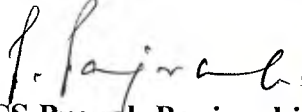
The statement of declaration of the voting results by the Chairman of the 30<sup>th</sup> Annual general meeting of the Company based on the Scrutinizer's consolidated report together with information in prescribed format (Annexure – I) is also enclosed herewith.

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.:

**E Mail : [Pranab\\_panigrahi@sunflagsteel.com](mailto:Pranab_panigrahi@sunflagsteel.com)**  
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**DECLARATION OF THE VOTING RESULTS OF THE E-VOTING AS WELL AS PHYSICAL (BALLOT) VOTING THROUGH POLL CONDUCTED AT THE THIRTIETH (30<sup>th</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, 23<sup>rd</sup> SEPTEMBER 2016 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 158<sup>th</sup> meeting held on Friday, the 19<sup>th</sup> August 2016, for conducting e-voting as well as physical (ballot) voting process at the Thirtieth (30<sup>th</sup>) 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 Ordinary Resolutions by the members of the Company in respect of the Thirtieth (30<sup>th</sup>) Annual General Meeting held on 23<sup>rd</sup> September, 2016 as follows ;

<b>Date of the AGM :</b>	<b>23<sup>rd</sup> September 2016</b>
<b>Total number of shareholders on record date:</b>	<b>65608</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>63</b>
<b>Promoters and Promoter Group:</b>	<b>4</b>
<b>Public:</b>	<b>59</b>
<b>No. of Shareholders attended the meeting through Video Conferencing :</b>	<b>Not Applicable</b>
<b>Promoters and Promoter Group:</b>	
<b>Public:</b>	

- Adoption of the audited financial statements of the Company (Standalone as well as consolidated) for the financial year 2015-2016 ended 31<sup>st</sup> March 2016 together with the reports of the Statutory Auditors and Board's Report thereof **Ordinary Resolution.**

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FAX : 020 - 27423013  
E-mail : sunpun@sunflagsteel.com



**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	65253582	65253582	100.00	65253582	--	100.00	--
	Total	88416476	88416476	100.00	88416476	--	100.00	--
Public-Non Institutions	E-Voting	33273940	33273940	100.00	32507530	766410	97.70	2.30
	Poll	18126513	18126513	100.00	18126513	--	100.00	--
	Total	51400453	51400453	100.00	50634043	766410	98.51	1.49
Total		139816929	139816929	100.00	139050519	766410	99.45	0.55

The Chairmen of the meeting do hereby declare that the aforesaid resolution placed before the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.

2. Appointment of a Director in place of Mr. Surendra Kumar Gupta (DIN : 00054836), 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 ?	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	65253582	65253582	100.00	65253582	--	100.00	--
	Total	88416476	88416476	100.00	88416476	--	100.00	--





Public-Non Institutions	E-Voting	33273840	33273840	100.00	32589346	684494	97.94	2.06
	Poll	18126513	18126513	100.00	18126513	--	100.00	--
	Total	51400353	51400353	100.00	50715859	684494	98.67	1.33
Total		139816829	139816829	100.00	139132335	684494	99.51	0.49

**The Chairmen of the meeting do hereby declare that the aforesaid resolution placed before the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.**

3. 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 Thirtieth (30<sup>th</sup>) Annual general meeting until the conclusion of Thirty-second (32<sup>nd</sup>) Annual general meeting, subject to ratification by the Members at the Thirty-first (31<sup>st</sup>) Annual general meeting 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	65253582	65253582	100.00	65253582	--	100.00	--
	Total	88416476	88416476	100.00	88416476	--	100.00	--
Public-Non Institutions	E-Voting	33273940	33273940	100.00	30665946	2607994	92.16	7.84
	Poll	18126513	18126513	100.00	18126513	--	100.00	--
	Total	51400453	51400453	100.00	48792459	2607994	94.93	5.07
Total		139816929	139816929	100.00	137208935	2607994	98.13	1.87

**The Chairmen of the meeting do hereby declare that the aforesaid resolution placed before the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.**



4. Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W) as the Joint Statutory Auditors 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	65253582	65253582	100.00	65253582	--	100.00	--
	Total	88416476	88416476	100.00	88416476	--	100.00	--
Public-Non Institutions	E-Voting	34445137	34445137	100.00	5039203	29405934	14.63	85.37
	Poll	18126513	18126513	100.00	18126513	--	100.00	--
	Total	52571650	52571650	100.00	23165716	29405934	44.07	55.93
Total		140988126	140988126	100.00	111582192	29405934	79.14	20.86

**The Chairmen of the meeting do hereby declare that the aforesaid resolution placed before the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.**

5. Payment of remuneration by way of Commission @1% of Net Profits to the Non-executive Director/s 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	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes	% of Votes against on votes
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		(1)	(2)	Shares (3)=[(2)/(1)] * 100	(4)	(5)	polled (6)=[(4)/(2)] *100	polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	8333356	8333356	100.00	8333356	--	100.00	--
	Poll	65253582	65253582	100.00	43502388	21751194	66.67	33.33
	Total	73586938	73586938	100.00	51585744	21751194	70.44	29.56
Public-Non Institutions	E-Voting	34445137	34445137	100.00	5038773	29406364	14.63	85.37
	Poll	18126513	18126513	100.00	18126406	107	99.99	0.01
	Total	52571650	52571650	100.00	23165179	29406471	44.06	55.94
Total		126158588	126158588	100.00	75000923	51157665	59.45	40.55

**The Chairmen of the meeting do hereby declare that the aforesaid resolution placed before the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.**

6. Ratification of remuneration to M/s. G. R. Paliwal & Company, Cost Accountant, Nagpur as the Cost Auditors of the Company for the Financial Year 2016–2017 – **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	65253582	65253582	100.00	65253582	--	100.00	--
	Total	88416476	88416476	100.00	88416476	--	100.00	--
Public-Non Institutions	E-Voting	33273940	33273940	100.00	30663946	2609994	92.16	7.84
	Poll	18126513	18126513	100.00	18126513	--	100.00	--
	Total	51400453	51400453	100.00	48790459	2609994	94.92	5.08
Total		139816929	139816929	100.00	137206935	2609994	98.13	1.87




**The Chairmen of the meeting do hereby declare that the aforesaid resolution placed before the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Members of the Company was passed with requisite majority as an Ordinary Resolution.**

Accordingly, It is hereby declared that all the Ordinary Resolution/s placed before the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Members of the Company held on Friday, the 23<sup>rd</sup> September 2016 were passed with requisite majority

Thanking you.

Yours faithfully,

**For Sunflag Iron and Steel Company Limited**

  
**Ravi Bhushan Bhardwaj**  
Vice-Chairman  
(Chairman of the Meeting)  
(DIN : 00054700)



**Place : Nagpur**

**Date : 24<sup>th</sup> September, 2016**





## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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

Saturday, the 24 September 2016

To,  
**The Chairman of Thirtieth (30) Annual General Meeting of the Members of Sunflag Iron and Steel Company Limited held on Friday, the 23 September 2016 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra**

Sub : Voting through Physical Ballot Form (Form No. MGT-12) pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 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 158 meeting held on Friday, the 19 August 2016 as a Scrutinizer for the Thirtieth (30) Annual general meeting of the members (equity shareholder/s) of the Company to be held on Friday, the 23 September 2016 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra for the purpose of scrutinizing the physical ballot voting process in a fair and transparent manner and ascertaining the requisite majority on physical ballot voting carried out pursuant to the provisions of Section 109 of the Companies Act, 2013 ("the Act") read with Rule 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") on all the ordinary resolution/s referred to in this report.

The Board of Directors of the Company have, vide resolution passed at their 158 meeting held on Friday, the 19 August 2016 decided to provide the members of the Company, who do not have access the remote e-voting facility and whose names appear as on Friday, the 16 September 2016 ("Cut-off Date"), a facility to exercise their right to vote on all the ordinary resolution/s as set out in the Notice of Friday, the 19 August 2016 calling for the Thirtieth (30) Annual general meeting to be held on Friday, the 23 September 2016 at Nagpur ("30 AGM Notice") by physical ballot voting at the Thirtieth (30) AGM of the Company.





## 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

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 resolution/s contained in the Thirtieth (30) 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 resolution/s contained in the Thirtieth (30) AGM Notice.

The Thirtieth (30) 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 resolution/s to be placed at the Thirtieth (30) AGM of the members of the Company to be held on Friday, the 23 September 2016 at Nagpur.

The Thirtieth (30) AGM Notice was sent through electronic means (e-mail) on 27 August 2016 to 12,226 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 Thirtieth (30) AGM Notice was sent through India Post (registered) to 2,610 members on 27 August 2016 and through Couriers to 44,913 members during the period 23 August 2016 to 27 August 2016, (after eliminating 5,859 members with duplicate e-mail id and addresses) whose names were appearing in the Register of members / list of beneficial owners of the Company.

The Company has also published a Notice on 30 August 2016 in "The Indian Express" in English language and in "Loksatta" in Marathi (Vernacular) language mentioning about the Thirtieth (30) 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 Thirtieth (30) AGM of the Company.

The Thirtieth (30) 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.

*P. Parakh*

*Parakh*



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

The members (equity shareholders) of the Company holding equity shares as on Friday the 16 September 2016 ("cut-off date") were entitled to vote on all the proposed ordinary resolution/s as set out at item nos. 1 to 6 of the Thirtieth (30) AGM Notice of the Company.

Accordingly, a Scrutinizer's Report for physical ballot voting process conducted at the Thirtieth (30) 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 resolution/s at the Thirtieth (30) Annual general meeting of the members (equity shareholder/s) of the Company held on Friday, the 23 September 2016 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.
- c. We did not find any poll paper/s incomplete or defective so as to treat it as invalid.

*P. Parakh*  


*Parakh*  






## 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

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

1. Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2015-2016 ended 31 March 2016

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
13	83380095 100.00%	NIL	NIL	NIL	NIL

2. Ordinary Resolution - Appointment of a Director in place of Mr. Surendra Kumar Gupta, (DIN : 00054836) who retires by rotation and being eligible, offers himself for re-appointment

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
13	83380095 100.00%	NIL	NIL	NIL	NIL

3. Ordinary Resolution - 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 <b>favour</b> of the resolution		Voted <b>against</b> 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
13	83380095 100.00%	NIL	NIL	NIL	NIL

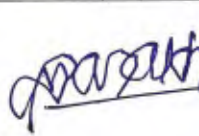

4. Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI-Firm Registration No. 107768W) as the Joint Statutory Auditors of the Company

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
13	83380095 100.00%	NIL	NIL	NIL	NIL

5. Ordinary Resolution - Payment of Remuneration by way of Commission @1% of Net Profits to the Non-executive Director/s of the Company

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
11	61628794 (73.91%)	2	21751301 (26.09%)	NIL	NIL


  
 5



## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
13	83380095 100.00%	NIL	NIL	NIL	NIL

- e. The Register containing a list of members (equity shareholders) who voted "FOR" and "AGAINST" for each resolution/s is enclosed.
- 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 Saturday, the 24 September 2016 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 No. 1 to 6 are passed with requisite majority**

**For Sunflag Iron and Steel Company Limited**

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

**Ravi Bhushan Bhardwaj**  
**Vice-Chairman**  
**DIN - 00054700**

**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
THIRTIETH (30) ANNUAL GENERAL MEETING	- FRIDAY, THE 23 DAY OF SEPTEMBER 2016 AT 15:00 HRS.
CUT-OFF DATE	- FRIDAY, THE 16 DAY OF SEPTEMBER 2016

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 2015-2016 ended 31 March 2016	Promoters & Promoters Group	65253582	65253582	65253582	0	100%	0%
		Public	18126513	18126513	18126513	0	100%	0%
		Total	83380095	83380095	83380095	0	100%	0%



*P. 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
2	Ordinary Resolution - Appointment of a Director in place of Mr. Surendra Kumar Gupta, (DIN : 00054836) who retires by rotation and being eligible, offers himself for re-appointment	Promoters & Promoters Group	65253582	65253582	65253582	0	100%	0%
		Public	18126513	18126513	18126513	0	100%	0%
		Total	83380095	83380095	83380095	0	100%	0%

3	Ordinary Resolution - 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	65253582	65253582	65253582	0	100%	0%
		Public	18126513	18126513	18126513	0	100%	0%
		Total	83380095	83380095	83380095	0	100%	0%

4	Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W) as the Joint Statutory Auditors of the Company	Promoters & Promoters Group	65253582	65253582	65253582	0	100%	0%
		Public	18126513	18126513	18126513	0	100%	0%
		Total	83380095	83380095	83380095	0	100%	0%



*f. Rajwade*

*g. Rajwade*





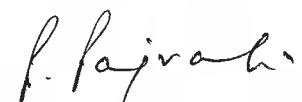
Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled*	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
5	Ordinary Resolution – Payment of Remuneration by way of Commission @1% of Net Profits to the Non-executive Director/s of the Company	Promoters & Promoters Group	65253582	65253582	43502388	21751194	66.67%	33.33%
		Public	18126513	18126513	18126406	107	99.99%	0.01%
		Total	83380095	83380095	61628794	21751301	73.91%	26.09%
6	Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company	Promoters & Promoters Group	65253582	65253582	65253582	0	100%	0%
		Public	18126513	18126513	18126513	0	100%	0%
		Total	83380095	83380095	83380095	0	100%	0%

For 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



Ravi Bhushan Bhardwaj  
Vice-Chairman  
DIN - 00054700

Signed and Issued on Saturday, the 24 September 2016 at Nagpur.



## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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

Saturday, the 24 September 2016


To,  
**The Chairman of Thirtieth (30) Annual General Meeting of the Members of Sunflag Iron and Steel Company Limited held on Friday, the 23 September 2016 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra**

Sub : Voting through electronic means (remote e-voting) process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 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 158 meeting held on Friday, the 19 August 2016 as a Scrutinizer for the Thirtieth (30) Annual general meeting of the members (equity shareholder/s) of the Company to be held on Friday, the 23 September 2016 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") on all the ordinary resolution/s referred to in this report.

The Board of Directors of the Company have, vide resolution passed at their 158 meeting held on Friday, the 19 August 2016 decided to provide the members of the Company, whose names appear as on Friday, the 16 September 2016 ("Cut-off Date"), a facility to exercise their right to vote on all the ordinary resolution/s as set out in the Notice of Friday, the 19 August 2016 calling for the Thirtieth (30) Annual general meeting to be held on Friday, the 23 September 2016 at Nagpur ("Thirtieth (30) AGM Notice") by electronic means (remote e-voting) through e-voting platform of Central Depository Services (India) Limited (CDSIL).

*P. Jayaram*  


*M. Parakh*  
 1



## 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 voting through electronic means (remote e-voting) on all the ordinary resolution/s contained in the Thirtieth (30) 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 resolution/s stated above, 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.

The Thirtieth (30) 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 resolution/s to be placed at the Thirtieth (30) AGM of the members of the Company to be held on Friday, the 23 September 2016 at Nagpur.

The Thirtieth (30) AGM Notice was sent through electronic means (e-mail) on 27 August 2016 to 12,226 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 Thirtieth (30) AGM Notice was sent through India Post (registered) to 2,610 members on 27 August 2016 and through Couriers to 44,913 members during the period 23 August 2016 to 27 August 2016, (after eliminating 5,859 members with duplicate e-mail id and addresses) whose names were appearing in the Register of members / list of beneficial owners of the Company.

The Company has also published a Notice on 30 August 2016 in "The Indian Express" in English language and in "Loksatta" in Marathi (Vernacular) language mentioning about the Thirtieth (30) AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system).

The Thirtieth (30) AGM Notice :-

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


  
 2



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- b. indicated the process and manner for voting through electronic means (remote e-voting) and mentioned that the e-voting period remained open from 10:00 Hrs. on Tuesday, the 20 September 2016 to 17:00 Hrs. on Thursday, the 22 September 2016 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.

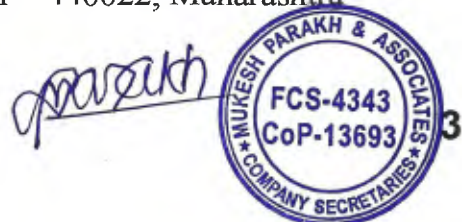
The members (equity shareholders) of the Company holding equity shares as on Friday the 16 September 2016 ("cut-off date") were entitled to vote on all the proposed ordinary resolution/s as set out at item nos. 1 to 6 of the Thirtieth (30) AGM Notice of the Company.

The period for remote e-voting commenced at 10:00 Hrs. on Tuesday the 20 September 2016 and ended at 17:00 Hrs. on Thursday, the 22 September 2016. The CDSIL remote e-voting platform facility was blocked thereafter.

Subsequently, the votes cast under remote e-voting facility were unblocked at 20:13 Hrs. on Friday, the 23 September 2016 in the presence in two (2) witnesses namely Mr. Ujwal M. Bharade and Ms. Anuja R. Sharma who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence :-

1. Mr. Ujwal M. Bharade  
Plot No. 110, Rakhunde Nagar, Kharabi, Nagpur – 440034, Maharashtra

2. Ms. Anuja R. Sharma  
Plot No. 51, P & T Colony, Pratap nagar, Nagpur – 440022, Maharashtra







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Thereafter, the details containing *inter-alia* list of members (equity shareholders) with their shareholding as on cut-off date, who voted "In favour" "against" or "invalid / abstain / by interested parties" for each of the ordinary 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 Thirtieth (30) AGM and the same are handed over to the authorised Director / Company Secretary for safe keeping by the Company.

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

Signed and Issued on Saturday, the 24 September 2016 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 No. 1 to 6 are passed with requisite majority**

**For Sunflag Iron and Steel Company Limited**

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

**Ravi Bhushan Bhardwaj**  
**Vice-Chairman**  
**DIN - 00054700**



## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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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 2015-2016 ended 31 March 2016

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
104	55670424 (98.64%)	4	766410 (1.36%)	3	1171197

2. Ordinary Resolution - Appointment of a Director in place of Mr. Surendra Kumar Gupta, (DIN : 00054836) who retires by rotation and being eligible, offers himself for re-appointment

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
104	55752240 (98.79%)	3	684494 (1.21%)	4	1171297

3. Ordinary Resolution - 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 <b>favour</b> of the resolution		Voted <b>against</b> 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
<b>100</b>	<b>53828840 (95.38%)</b>	<b>8</b>	<b>2607994 (4.62%)</b>	<b>3</b>	<b>1171197</b>

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

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
<b>91</b>	<b>28202097 (48.96%)</b>	<b>20</b>	<b>29405934 (51.04%)</b>	<b>NIL</b>	<b>NIL</b>

5. Ordinary Resolution - Payment of Remuneration by way of Commission @1% of Net Profits to the Non-executive Director/s of the Company

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
<b>84</b>	<b>13372129 (31.26%)</b>	<b>24</b>	<b>29406364 (68.74%)</b>	<b>3</b>	<b>14829538</b>





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### 6. Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company

Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
99	53826840 (95.38%)	9	2609994 (4.62%)	3	1171197

Signed and Issued on Saturday, the 24 September 2016 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 No. 1 to 6 are passed with requisite majority

**For Sunflag Iron and Steel Company Limited**

CS Pranab Panigrahi Ravi Bhushan Bhardwaj  
Company Secretary Vice-Chairman  
M No. ACS – 16186 DIN - 00054700



**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
THIRTIETH (30) ANNUAL GENERAL MEETING	- FRIDAY, THE 23 DAY OF SEPTEMBER 2016 AT 15:00 HRS.
CUT-OFF DATE	- FRIDAY, THE 16 DAY OF SEPTEMBER 2016
e-VOTING PERIOD	- FROM 10:00 HRS. ON TUESDAY, THE 20 SEPTEMBER 2016 TO 17:00 HRS. ON THURSDAY, THE 22 SEPTEMBER 2016

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 2015-2016 ended 31 March 2016	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	34445137	33273940	32507530	766410	97.70%	2.30%
		Total	57608031	56436834	55670424	766410	98.64%	1.36%

\* Includes 1171197 Shares – Voted Invalid / Abstained / By Interested Parties

*f. fajre*



*gpraveeth*



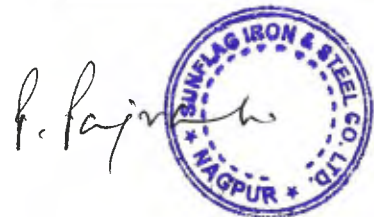
Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled*	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
2	Ordinary Resolution - Appointment of a Director in place of Mr. Surendra Kumar Gupta, (DIN : 00054836) who retires by rotation and being eligible, offers himself for re-appointment	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	34445137	33273840	32589346	684494	97.94%	2.06%
		Total	57608031	56436734	55752240	684494	98.79%	1.21%

\* Includes 1171297 Shares – Voted Invalid / Abstained / By Interested Parties

3	Ordinary Resolution - 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	34445137	33273940	30665946	2607994	92.16%	7.84%
		Total	57608031	56436834	53828840	2607994	95.38%	4.62%

\* Includes 1171197 Shares – Voted Invalid / Abstained / By Interested Parties

4	Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W) as the Joint Statutory Auditors of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	34445137	34445137	5039203	29405934	14.63%	85.37%
		Total	57608031	57608031	28202097	29405934	48.96%	51.04%



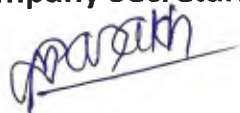
Sr. No. of the Resolution	Particulars of Resolution	Type of Shareholding	No of Total Votes Polled*	No of Valid Votes	Votes in Numbers		Votes in %	
					Favour	Against	Favour	Against
A	B	C	D	E	F	G	H	I
5	Ordinary Resolution – Payment of Remuneration by way of Commission @1% of Net Profits to the Non-executive Director/s of the Company	Promoters & Promoters Group	23162894	8333356	8333356	0	100%	0%
		Public	34445137	34445137	5038773	29406364	14.63%	85.37%
		Total	57608031	42778493	13372129	29406364	31.26%	68.74%

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

6	Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
		Public	34445137	33273940	30663946	2609994	92.16%	7.84%
		Total	57608031	56436834	53826840	2609994	95.38%	4.62%

\* Includes 1171197 Shares – Voted Invalid / Abstained / By Interested Parties

**For 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**



**Ravi Bhushan Bhardwaj**  
**Vice-Chairman**  
**DIN - 00054700**

**Signed and Issued on Saturday, the 24 September 2016 at Nagpur.**



## 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

Saturday, the 24 September 2016

To,  
**The Chairman of Thirtieth (30) Annual General Meeting of the Members of Sunflag Iron and Steel Company Limited held on Friday, the 23 September 2016 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra**

Sub : Consolidated Scrutinizer's Report on voting by electronic means (remote e-voting) for, and voting through physical ballot paper pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 conducted at, the Thirtieth (30) Annual General Meeting of Sunflag Iron and Steel Company Limited held on Friday, the 23 September 2016 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 158 meeting held on Friday, the 19 August 2016 as a Scrutinizer for the Thirtieth (30) Annual general meeting of the members (equity shareholder/s) of the Company to be held on Friday, the 23 September 2016 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra for the purpose of scrutinizing the e-voting and physical ballot voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting as well as physical ballot voting carried out pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") on all the ordinary resolution/s referred to in this report.

*P. Rajwar*



*M. Parakh*







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The Board of Directors of the Company have, vide resolution passed at their 158 meeting held on Friday, the 19 August 2016 decided to provide the members of the Company, whose names appear as on Friday, the 16 September 2016 ("Cut-off Date"), a facility to exercise their right to vote on all the ordinary resolution/s as set out in the Notice of Friday, the 19 August 2016 calling for the Thirtieth (30) Annual general meeting to be held on Friday, the 23 September 2016 at Nagpur ("Thirtieth (30) 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 Thirtieth (30) 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 resolution/s contained in the Thirtieth (30) 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 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 Thirtieth (30) AGM of the Company.

The Thirtieth (30) 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 below mentioned ordinary resolution/s to be placed at the Thirtieth (30) AGM of the members of the Company to be held on Friday, the 23 September 2016 at Nagpur.

The Thirtieth (30) AGM Notice was sent through electronic means (e-mail) on 27 August 2016 to 12,226 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.

*P. Rajiv*  


*M. Parakh*  
 2



## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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The Thirtieth (30) AGM Notice was sent through India Post (registered) to 2,610 members on 27 August 2016 and through Couriers to 44,913 members during the period 23 August 2016 to 27 August 2016, (after eliminating 5,859 members with duplicate e-mail id and addresses) whose names were appearing in the Register of members / list of beneficial owners of the Company.

The Company has also published a Notice on 30 August 2016 in "The Indian Express" in English language and in "Loksatta" in Marathi (Vernacular) language mentioning about the Thirtieth (30) AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system).

The Thirtieth (30) AGM Notice :-

- mentioned that the business may be transacted through electronic means (remote e-voting system);
- indicated the process and manner for voting through electronic means (remote e-voting) and mentioned that the e-voting period remained open from 10:00 Hrs. on Tuesday, the 20 September 2016 to 17:00 Hrs. on Thursday, the 22 September 2016 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 Friday the 16 September 2016 ("cut-off date") were entitled to vote on all the proposed ordinary resolution/s as set out at item nos. 1 to 6 of the Thirtieth (30) AGM Notice of the Company.

The period for remote e-voting commenced at 10:00 Hrs. on Tuesday the 20 September 2016 and ended at 17:00 Hrs. on Thursday, the 22 September 2016. 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 20:13 Hrs. on Friday, the 23 September 2016 in the presence in two (2) witnesses namely Mr. Ujwal M. Bharade and Ms. Anuja R. Sharma who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence :-



1. Mr. Ujwal M. Bharade  
Plot No. 110, Rakhunde Nagar, Kharabi, Nagpur – 440034, Maharashtra



2. Ms. Anuja R. Sharma  
Plot No. 51, P & T Colony, Pratap nagar, Nagpur – 440022, Maharashtra

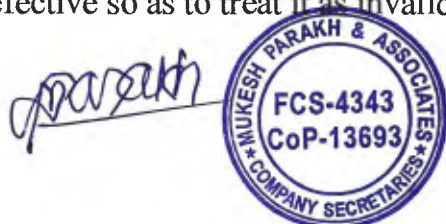
Thereafter, the details containing *inter-alia* list of members (equity shareholders) with their shareholding as on cut-off date, who voted “In favour” “against” or “invalid / abstain / by interested parties” for each of the ordinary resolution/s that were put to vote, were generated from the e-voting 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 Thirtieth (30) 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 Thirtieth (30) 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.

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.

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







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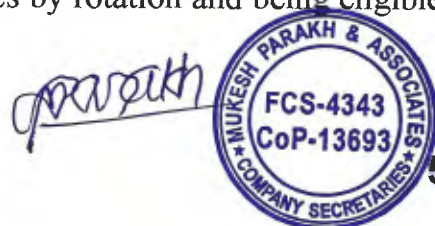
Accordingly, the physical ballot paper/s so submitted by the members (in person or by proxy) were duly scrutinized and reviewed by me, *inter-alia* list of members (equity shareholders) with their shareholding as on cut-off date, who voted "In favour" "against" or "invalid / abstain / by interested parties"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

Based on aforesaid, 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 Thirtieth (30) AGM of the Company for all the ordinary resolution/s placed before the Thirtieth (30) AGM of the members of the Company as under :-

1. Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2015-2016 ended 31 March 2016

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
<b>e-Voting</b>						
Promoters & Promoters Group	4	23162894 (41.04%)	NIL	NIL	NIL	NIL
Public	100	32507530 (57.60%)	4	766410 (1.36%)	3	1171197
<b>Total e-Voting (a)</b>	<b>104</b>	<b>55670424 (98.64%)</b>	<b>4</b>	<b>766410 (1.36%)</b>	<b>3</b>	<b>1171197</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	2	65253582 (78.26%)	NIL	NIL	NIL	NIL
Public	11	18126513 (21.74%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83380095 (100%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>117</b>	<b>139050519 (99.45%)</b>	<b>4</b>	<b>766410 (0.55%)</b>	<b>3</b>	<b>1171197</b>

2. Ordinary Resolution - Appointment of a Director in place of Mr. Surendra Kumar Gupta, (DIN : 00054836) who retires by rotation and being eligible, offers himself for re-appointment







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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
<b>e-Voting</b>						
Promoters & Promoters Group	4	23162894 (41.04%)	NIL	NIL	NIL	NIL
Public	100	32589346 (57.75%)	3	684494 (1.21%)	4	1171297
<b>Total e-Voting (a)</b>	<b>104</b>	<b>55752240 (98.79%)</b>	<b>3</b>	<b>684494 (1.21%)</b>	<b>4</b>	<b>1171297</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	2	65253582 (78.26%)	NIL	NIL	NIL	NIL
Public	11	18126513 (21.74%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83380095 (100%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>117</b>	<b>139132335 (99.51%)</b>	<b>3</b>	<b>684494 (0.49%)</b>	<b>4</b>	<b>1171297</b>

3. Ordinary Resolution - 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
<b>e-Voting</b>						
Promoters & Promoters Group	4	23162894 (41.04%)	NIL	NIL	NIL	NIL
Public	96	30665946 (54.34%)	8	2607994 (4.62%)	3	1171197
<b>Total e-Voting (a)</b>	<b>100</b>	<b>53828840 (95.38%)</b>	<b>8</b>	<b>2607994 (4.62%)</b>	<b>3</b>	<b>1171197</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	2	65253582 (78.26%)	NIL	NIL	NIL	NIL
Public	11	18126513 (21.74%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83380095 (100%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>113</b>	<b>137208935 (98.13%)</b>	<b>8</b>	<b>2607994 (1.87%)</b>	<b>3</b>	<b>1171197</b>

*P. Raju*



*Mukesh Parakh*





## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

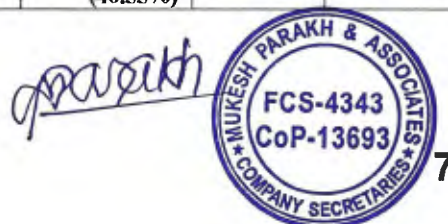
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4. Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI-Firm Registration No. 107768W) as the Joint Statutory Auditors of the Company

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
<b>e-Voting</b>						
Promoters & Promoters Group	4	23162894 (40.21%)	NIL	NIL	NIL	NIL
Public	87	5039203 (8.75%)	20	29405934 (51.04%)	NIL	NIL
<b>Total e-Voting (a)</b>	<b>91</b>	<b>28202097 (48.96%)</b>	<b>20</b>	<b>29405934 (51.04%)</b>	<b>NIL</b>	<b>NIL</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	2	65253582 (78.26%)	NIL	NIL	NIL	NIL
Public	11	18126513 (21.74%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83380095 (100%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>104</b>	<b>111582192 (79.14%)</b>	<b>20</b>	<b>29405934 (20.86%)</b>	<b>NIL</b>	<b>NIL</b>

5. Ordinary Resolution – Payment of Remuneration by way of Commission @1% of Net Profits to the Non-executive Director/s 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
<b>e-Voting</b>						
Promoters & Promoters Group	1	8333356 (19.48%)	NIL	NIL	3	14829538
Public	83	5038773 (11.78%)	24	29406364 (68.74%)	NIL	NIL
<b>Total e-Voting (a)</b>	<b>84</b>	<b>13372129 (31.26%)</b>	<b>24</b>	<b>29406364 (68.74%)</b>	<b>3</b>	<b>14829538</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	1	43502388 (52.17%)	1	21751194 (26.08%)	NIL	NIL
Public	10	18126406 (21.74%)	1	107 (0.01%)	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>11</b>	<b>61628794 (73.91%)</b>	<b>2</b>	<b>21751301 (26.08%)</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>95</b>	<b>75000923 (59.45%)</b>	<b>26</b>	<b>51157665 (40.55%)</b>	<b>3</b>	<b>14829538</b>





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### 6. Ordinary Resolution - Ratification of Remuneration of Cost Auditors of the Company

Category & Manner (Mode) of Voting	Voted in <b>favour</b> of the resolution		Voted <b>against</b> 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
<b>e-Voting</b>						
Promoters & Promoters Group	4	23162894 (41.04%)	NIL	NIL	NIL	NIL
Public	95	30663946 (54.34%)	9	2609994 (4.62%)	3	1171197
<b>Total e-Voting (a)</b>	<b>99</b>	<b>53826840 (95.38%)</b>	<b>9</b>	<b>2609994 (4.62%)</b>	<b>3</b>	<b>1171197</b>
<b>Physical Poll</b>						
Promoters & Promoters Group	2	65253582 (78.26%)	NIL	NIL	NIL	NIL
Public	11	18126513 (21.74%)	NIL	NIL	NIL	NIL
<b>Total Physical Poll (b)</b>	<b>13</b>	<b>83380095 (100%)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand-Total</b>	<b>112</b>	<b>137206935 (98.13%)</b>	<b>9</b>	<b>2609994 (1.87%)</b>	<b>3</b>	<b>1171197</b>

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 Thirtieth (30) 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 Saturday, the 24 September 2016 at Nagpur.

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





## MUKESH PARAKH & ASSOCIATES COMPANY SECRETARIES

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**Based on Scrutinizer's Report, the Resolution No. 1 to 6 are passed with requisite majority**

**For Sunflag Iron and Steel Company Limited**

**CS Pranab Panigrahi**   **Ravi Bhushan Bhardwaj**  
**Company Secretary**   **Vice-Chairman**  
**M No. ACS - 16186**   **DIN - 00054700**

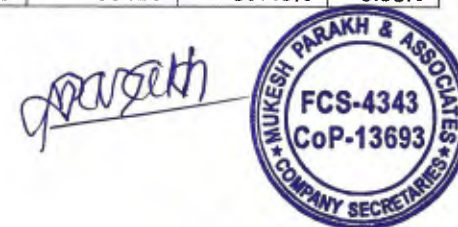


**CONSOLIDATED REPORT FOR e-VOTING AND PHYSICAL POLL (BALLOT) VOTING**

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
THIRTIETH (30) ANNUAL GENERAL MEETING	- FRIDAY, THE 23 DAY OF SEPTEMBER 2016 AT 15:00 HRS.
CUT-OFF DATE	- FRIDAY, THE 16 DAY OF SEPTEMBER 2016
E-VOTING PERIOD	- FROM 10:00 HRS. ON TUESDAY, THE 20 SEPTEMBER 2016 TO 17:00 HRS. ON THURSDAY, THE 22 SEPTEMBER 2016

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 2015-2016 ended 31 March 2016	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	34445137	33273940	32507530	766410	97.70%	2.30%
			Sub-Total	57608031	56436834	55670424	766410	98.64%	1.36%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	65253582	65253582	65253582	0	100.00%	0%
			Public	18126513	18126513	18126513	0	100.00%	0%
			Sub-Total	83380095	83380095	83380095	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	88416476	0	100.00%	0%
			Public	52571650	51400453	50634043	766410	98.51%	1.49%
			Grand Total	140988126	139816929	139050519	766410	99.45%	0.55%

\* Includes 1171197 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. Surendra Kumar Gupta, (DIN : 00054836) who retires by rotation and being eligible, offers himself for re-appointment	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	34445137	33273840	32589346	684494	97.94%	2.06%
			Sub-Total	57608031	56436734	55752240	684494	98.79%	1.21%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	65253582	65253582	65253582	0	100.00%	0%
			Public	18126513	18126513	18126513	0	100.00%	0%
			Sub-Total	83380095	83380095	83380095	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	88416476	0	100.00%	0%
			Public	52571650	51400353	50715859	684494	98.67%	1.33%
			Grand Total	140988126	139816829	139132335	684494	99.51%	0.49%

\* Includes 1171297 Shares – Voted Invalid / Abstained / By Interested Parties

A	B	C	D	E	F	G	H	I	J
3	Ordinary Resolution - 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	34445137	33273940	30665946	2607994	92.16%	7.84%
			Sub-Total	57608031	56436834	53828840	2607994	95.38%	4.62%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	65253582	65253582	65253582	0	100.00%	0%
			Public	18126513	18126513	18126513	0	100.00%	0%
			Sub-Total	83380095	83380095	83380095	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	88416476	0	100.00%	0%
			Public	52571650	51400453	48792459	2607994	94.93%	5.07%
			Grand Total	140988126	139816929	137208935	2607994	98.13%	1.87%

\* Includes 1171197 Shares – Voted Invalid / Abstained / By Interested Parties

*S. Rajiv*



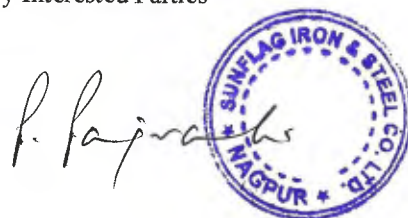
*parakh*



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 - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI-Firm Registration No. 107768W) as the Joint Statutory Auditors of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	34445137	34445137	5039203	29405934	14.63%	85.37%
			Sub-Total	57608031	57608031	28202097	29405934	48.96%	51.04%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	65253582	65253582	65253582	0	100.00%	0%
			Public	18126513	18126513	18126513	0	100.00%	0%
			Sub-Total	83380095	83380095	83380095	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	88416476	0	100.00%	0%
			Public	52571650	52571650	23165716	29405934	44.07%	55.93%
			Grand Total	140988126	140988126	111582192	29405934	79.14%	20.86%

A	B	C	D	E	F	G	H	I	J
5	Ordinary Resolution – Payment of Remuneration by way of Commission @1% of Net Profits to the Non-executive Director/s of the Company	e-Voting	Promoters & Promoters Group	23162894	8333356	8333356	0	100%	0%
			Public	34445137	34445137	5038773	29406364	14.63%	85.37%
			Sub-Total	57608031	42778493	13372129	29406364	31.26%	68.74%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	65253582	65253582	43502388	21751194	66.67%	33.33%
			Public	18126513	18126513	18126406	107	99.99%	0.01%
			Sub-Total	83380095	83380095	61628794	21751301	73.91%	26.09%
		Grand Total	Promoters & Promoters Group	88416476	73586938	51835744	21751194	70.44%	29.56%
			Public	52571650	52571650	23165179	29406471	44.06%	55.94%
			Grand Total	140988126	126158588	75000923	51157665	59.45%	40.55%

\* Includes 14829538 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 - Ratification of Remuneration of Cost Auditors of the Company	e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	0%
			Public	34445137	33273940	30663946	2609994	92.16%	7.84%
			Sub-Total	57608031	56436834	53826840	2609994	95.38%	4.62%
		Physical Poll (Ballot) Voting	Promoters & Promoters Group	65253582	65253582	65253582	0	100.00%	0%
			Public	18126513	18126513	18126513	0	100.00%	0%
			Sub-Total	83380095	83380095	83380095	0	100.00%	0%
		Grand Total	Promoters & Promoters Group	88416476	88416476	88416476	0	100.00%	0%
			Public	52571650	51400453	48790459	2609994	94.92%	5.08%
			Grand Total	140988126	139816929	137206935	2609994	98.13%	1.87%

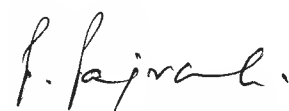
\* Includes 1171197 Shares – Voted Invalid / Abstained / By Interested Parties

**For 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**



**Ravi Bhushan Bhardwaj**  
**Vice-Chairman**  
**DIN - 00054700**

**Signed and Issued on Saturday, the 24 September 2016 at Nagpur.**