

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

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

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

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

Mode of Voting : Poll/E-voting

| Type of Holding | No. of Valid votes | No. of Votes – in favour | No. of Votes – against | % of Votes in favour | % of Votes against |
|-----------------|--------------------|--------------------------|------------------------|----------------------|--------------------|
| | | | | | |

Visit us at www.sunflagsteel.com

BHANDARA OFFICE :
BHANDARA ROAD,
WARTHI - 441 905
TEL.: 285551 TO 285555
FAX : 07184 - 285570
GRAM : FLAGDYER
E-mail : admin@sunflagsteel.com

DELHI OFFICE :
11th FLOOR, 1116A-1119B,
E BLOCK, INTERNATIONAL
TRADE TOWER, NEHRU PLACE
NEW DELHI - 110 019
TEL.: 011-26465122/5487
FAX : 011-26280074

MUMBAI OFFICE :
307, HAMILTON - B
HIRANANDANI BUSINESS PARK
GHODBUNDER ROAD,
THANE - 400 607
TEL. : 022-25862294/5/6
FAX : 022-25861931
E-mail : sunbom@sunflagsteel.com

KOLKATA OFFICE :
8, B.T. ROAD,
BELGHORIA,
KOLKATA - 700 056
TEL.: 033 - 25442429, 25442430
FAX : 033 - 25442431
E-mail : cal@sunflagsteel.com

CHENNAI OFFICE :
No. 705, 7th FLOOR,
'CHELLAMALL' 11/11-A,
SIR THIAGARAYA ROAD, T. NAGAR,
CHENNAI - 600 017
TEL.: 044 - 24342262, 24342263
FAX : 044 - 24347649
E-mail : sunchn@sunflagsteel.com

FARIDABAD OFFICE :
PLOT No. 12, SCTOR-B
MATHURA ROAD,
FARIDABAD,
TEL.: 0129 - 4290800/12
FAX : 0129 - 4290820
E-mail : fbd@sunflagsteel.com

PUNE OFFICE :
OFF. No. 65-69, FIFTH FLOOR,
'SAI KRIPA BHAVAN',
PUNE MUMBAI HIGHWAY,
OPP. KSB PUMPS, S. No. 5743,
KHARALWADI, PIMPRI,
PUNE - 411 018.
TEL.: 020 - 27424685, 27425607
FAX : 020 - 27423013
E-mail : sunpun@sunflagsteel.com



| | | | | | |
|------------------------------------|------------------|------------------|------------|-----------------|----------------|
| Promoter and Promoter Group | 88416476 | 88416476 | 0 | 100.00% | 0% |
| Public-Others | 41847274 | 41847174 | 100 | 99.9998% | 0.0002% |
| Total | 130263750 | 130263650 | 100 | 99.9999% | 0.0001% |

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

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

Mode of Voting : Poll/E-voting

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

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

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

Mode of Voting : Poll/E-voting

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

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

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



Mode of Voting : Poll/E-voting

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

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

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

Mode of Voting : Poll/E-voting

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

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

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

Mode of Voting : Poll/E-voting

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



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

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

Mode of Voting : Poll/E-voting

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

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

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

Mode of Voting : Poll/E-voting

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

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

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

Mode of Voting : Poll/E-voting

| Type of Holding | No. of Valid votes | No. of Votes – in favour | No. of Votes – against | % of Votes in favour | % of Votes against |
|-----------------|--------------------|--------------------------|------------------------|----------------------|--------------------|
| | | | | | |



| | | | | | |
|------------------------------------|------------------|------------------|------------|-----------------|----------------|
| Promoter and Promoter Group | 88416476 | 88416476 | 0 | 100% | 0% |
| Public-Others | 41847439 | 41847174 | 265 | 99.9994% | 0.0006% |
| Total | 130263915 | 130263650 | 265 | 99.9998% | 0.0002% |

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

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

Mode of Voting : Poll/E-voting

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

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

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

Thanking you.

Yours faithfully,

For Sunflag Iron and Steel Company Limited

P. B. Bhardwaj
Chairman
(DIN : 00136076)



Place : Nagpur
Date : 26th September, 2015



CS MUKESH D. PARAKH

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

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

Saturday, the 26 September 2015

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

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

Dear Sirs,

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

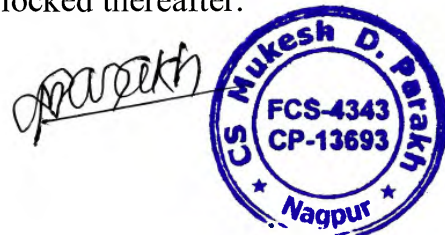
The 29 AGM Notice :-

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

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

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

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






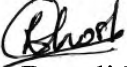
CS MUKESH D. PARAKH

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

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

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


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


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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

Sincerely,

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



For Sunflag Iron and Steel Company Limited



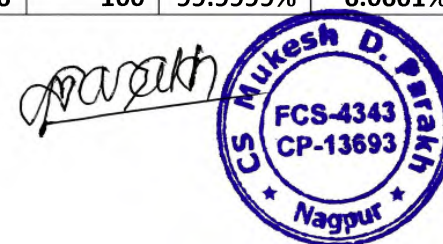
CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186

P. B. Bhardwaj
Chairman
DIN - 00136076

CONSOLIDATED REPORT FOR e-VOTING AND PHYSICAL POLL VOTING

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

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



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

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



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

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



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

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



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


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



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



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

CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186




P. B. Bhardwaj
Chairman
DIN - 00136076



CS MUKESH D. PARAKH

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

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

Saturday, the 26 September 2015

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

Sub : Voting through electronic means (remote e-voting) process pursuant to
the provisions of Section 108 of the Companies Act, 2013 read with Rule
20 of the Companies (Management and Administration) Rules, 2014, as
amended, and Clause 35B of the Listing Agreement with the Stock
Exchange/s

Dear Sirs,

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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

The 29 AGM Notice :-

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





CS MUKESH D. PARAKH

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

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


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


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

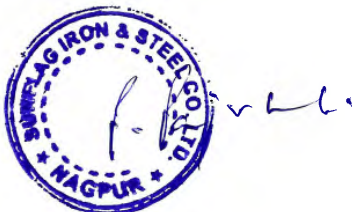
The members (equity shareholders) of the Company holding equity shares as on Friday the 18 September 2015 ("cut-off date") were entitled to vote on all the proposed ordinary and special resolution/s as set out at item nos. 1 to 10 of the 29 AGM Notice of the Company.

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

Sincerely,



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

For Sunflag Iron and Steel Company Limited



CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186

P. B. Bhardwaj
Chairman
DIN - 00136076



CS MUKESH D. PARAKH

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

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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



For Sunflag Iron and Steel Company Limited



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

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

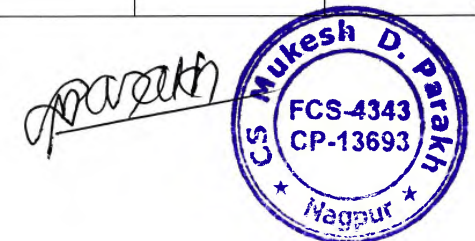
SUMMARY OF e-VOTING

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

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



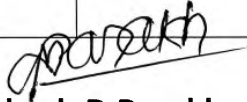
| A | B | C | D | E | F | G | H |
|---|---|-----------------------------|----------|----------|------|----------|---------|
| 3 | Ordinary Resolution - Re-appointment of Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No.107768W) as the Statutory Auditors of the Company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

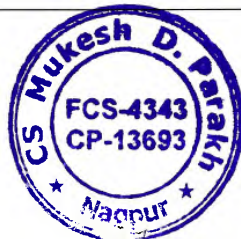


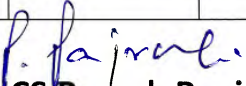
CS Mukesh D. Parakh
Company Secretaries

Continuation Sheet

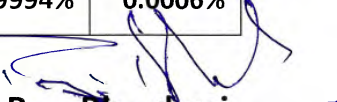
| A | B | C | D | E | F | G | H |
|----|--|-----------------------------|----------|----------|------|----------|---------|
| 7 | Ordinary Resolution - Revision in remuneration of Mr. Surendra Kumar Gupta (DIN : 00054836) as the Whole-time Director designated as the Director & CEO of the Company effective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


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




CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186




P. B. Bhardwaj
Chairman
DIN - 00136076



CS MUKESH D. PARAKH

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

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

Saturday, the 26 September 2015

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

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

Dear Sirs,

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

FORM No. MGT-13

Report of Scrutinizer(s)

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

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

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

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





CS MUKESH D. PARAKH

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

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

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

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

Sincerely,



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

For Sunflag Iron and Steel Company Limited



CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186

P. B. Bhardwaj
Chairman
DIN - 00136076

SUMMARY OF PHYSICAL POLL VOTING

NAME OF THE COMPANY - **SUNFLAG IRON AND STEEL COMPANY LIMITED**

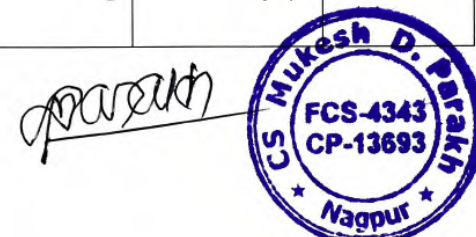
CORPORATE IDENTIFICATION NUMBER (CIN) - **L 27100 MH 1984 PLC 034003**

REGISTERED OFFICE - **33, MOUNT ROAD, SADAR, NAGPUR – 440001, MAHARASHTRA**

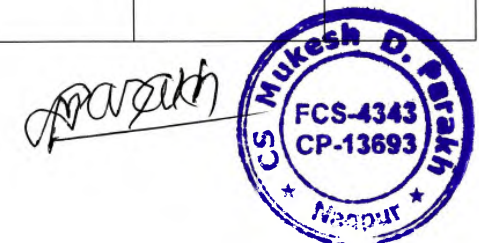
TWENTY-NINTH (29) ANNUAL GENERAL MEETING - **FRIDAY, THE 25 DAY OF SEPTEMBER 2015 AT 15:00 HRS.**

CUT-OFF DATE - **FRIDAY, THE 18 DAY OF SEPTEMBER 2015**

| Sr. No. of the Resolution | Particulars of Resolution | Type of Shareholding | No of Valid Votes | Votes in Numbers | | Votes in % | |
|---------------------------|---|---------------------------|-------------------|------------------|---------|------------|---------|
| | | | | Favour | Against | Favour | Against |
| A | B | C | D | E | F | G | H |
| 1 | Ordinary Resolution - Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Board of Directors and Auditors for the Year ended 31 March 2015 | Promoter & Promoter Group | 65253582 | 65253582 | 0 | 100% | 0% |
| | | Public | 18027970 | 18027970 | 0 | 100% | 0% |
| | | Total | 83281552 | 83281552 | 0 | 100% | 0% |
| 2 | Ordinary Resolution - Appointment of a Director in place of Mr. Pranav Bhardwaj, (DIN : 00054805) who retires by rotation and being eligible, offers himself for re-appointment | Promoter & Promoter Group | 65253582 | 65253582 | 0 | 100% | 0% |
| | | Public | 18027970 | 18027970 | 0 | 100% | 0% |
| | | Total | 83281552 | 83281552 | 0 | 100% | 0% |



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



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

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



CS Pranab Panigrahi
Company Secretary
M No. ACS - 16186



P. B. Bhardwaj
Chairman
DIN - 00136076