

SECY / 2017/ 494 Friday, September 29, 2017

Deputy General Manager, Department of Corporate Services, **BSE** Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI 4 0 0 0 0 1



SUNFLAG IRON & STEEL CO. LTD.

REGD. OFFICE

33, MOUNT ROAD, SADAR, NAGPUR - 440 001 (INDIA) PH.: 2524661, 2532901, 2520356, 2520358 FAX: 0712-2520360

E-Mail: admin@sunflagsteel.com Website: www.sunflagsteel.com CIN:L27100MH1984PLC034003

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

Ref: Script Code: 500404 (BSE)

Dear Sir / Madam,

This is further to our letter Ref. No. SECY/2016/592 of Thursday, the 28th September 2017 regarding outcome of the Thirty-first (31st) Annual General Meeting of the members of the Company held on Thursday, the 28th September 2017 at 3 PM at Nagpur.

In this context, we wish to inform you that the Thirty-first (31st) Annual General Meeting of the members of the Company was held on 28th September, 2017 at 3 PM at the Indian Medical Association's J R Shaw Auditorium, North Ambazari Road, Nagpur - 440010 to consider and approve the business contained in the Notice of Monday, the 14th August 2017 convening the said meeting.

As required by the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 including Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided facility to its members to exercise vote electronically on all the Ordinary Resolution/s contained in the Notice of Thirty-first (31st) Annual General Meeting. The Remote evoting was started from 10.00 Hrs of Monday, the 25th September, 2017 and ends on 17.00 Hrs of Wednesday, the 27th September, 2017.

Visit us at www.sunflagsteel.com

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

Pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations], the Scrutinizer's Report for e-voting, physical (ballot) voting (by poll process) and consolidated report is enclosed herewith for your reference and records purposes.

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

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

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

Sincerely,

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi Company Secretary

ACS - 16186

Encl. a/a.:

E Mail: 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 THIRTY-FIRST (31st) ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY, 28th SEPTEMBER 2017 AT 3.00 PM AT NAGPUR

On the basis of report submitted by M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur ('the Scrutinizer'), appointed by the Board of Directors, in their 164th meeting held on Monday, the 14th August 2017, for conducting e-voting as well as physical (ballot) voting process at the Thirty-first (31st) Annual General Meeting of the Members of the Company in a fair and transparent manner in terms of the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015, I hereby declare the results of the voting on all the Resolutions (Ordinary / Special) by the members of the Company in respect of the Thirty-first (31st) Annual General Meeting held on 28th September, 2017 as follows;

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

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

Mode of Voting: Poll/E-voting

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

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

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

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

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

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on	No. of Votes – in	No. of Votes –	% of Votes in favour	% of Votes against on
	·		_	outstanding Shares	favour	against	on votes polled	votes polled



		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-Voting	23162894	8333356	35.98	8333356		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112		100.00	
Group	Total	67345006	52515468	77.98	52515468		100.00	
Public-	E-Voting	20491248	20491248	100.00	20491233	15	99.99	0.01
Non	Poll	18074162	18034907	99.78	18034907		100.00	
Institutions	Total	38565410	38526155	99.90	38526140	15	99.99	0.01
Total		105910416	91041623	85.96	91041608	15	99.99	0.01

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

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

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	E-Voting	23162894	23162894	100.00	23162894		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112		100.00	
Group	Total	67345006	67345006	100.00	67345006		100.00	7-
Public-	E-Voting	20491248	20491248	100.00	20491248		100.00	
Non	Poll	18074162	18034907	99.78	18034907		100.00	
Institutions	Total	38565410	38526155	99.90	38526155		100.00	
Total		105910416	105871161	99.96	105871161		100.00	



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

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

Mode of Voting: Poll/E-voting

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

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstandin g 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	E-Voting	23162894	8333356	35.98	8333356		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112		100.00	
Group	Total	67345006	52515468	77.98	52515468		100.00	
Public-	E-Voting	20491248	20491248	100.00	20491248		100.00	
Non	Poll	18074162	18034907	99.78	18034907		100.00	
Institutions	Total	38565410	38526155	99.90	38526155		100.00	
Total		105910416	91041623	85.96	91041623		100.00	

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

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

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



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

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

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

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	E-Voting	23162894	23162894	100.00	23162894		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112		100.00	
Group	Total	67345006	67345006	100.00	67345006		100.00	
Public- Non	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01



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

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

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

Mode of Voting: Poll/E-voting

Resolution required : (Ordinary / Special)	Special
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	E-Voting	23162894	23162894	100.00	23162894		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112	·	100.00	
Group	Total	67345006	67345006	100.00	67345006		100.00	
Public-	E-Voting	20491248	20491248	100.00	20491248		100.00	
Non	Poll	18074162	18032907	99.78	18032906	1	99.99	0.01
Institutions	Total	38565410	38524155	99.89	38524154	1	99.99	0.01
Total		105910416	105869161	99.96	105869160	1	99.99	0.01

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

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



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

Mode of Voting: Poll/E-voting

Resolution required : (Ordinary / Special)	Special
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	E-Voting	23162894	23162894	100.00	23162894		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112		100.00	
Group	Total	67345006	67345006	100.00	67345006		100.00	
Public-	E-Voting	20491248	20491248	100.00	20491248		100.00	
Non	Poll	18074162	18034907	99.78	18034907		100.00	
Institutions	Total	38565410	38526155	99.90	38526155		100.00	
Total		105910416	105871161	99.96	105871161		100.00	

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

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

Resolution required : (Ordinary / Special)	Special
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	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes	% of Votes against on votes polled
				Shares	lavoui	agamsi	polled	votes poned



		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2) *100	(7)=[(5)/(2) *100
Promoter	E-Voting	23162894	23162894	100.00	23162894		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112		100.00	
Group	Total	67345006	67345006	100.00	67345006		100.00	
Public-	E-Voting	20491248	20491248	100.00	20491248		100.00	
Non	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01
Institutions	Total	38565410	38526155	99.90	38526154	1	99.99	0.01
Total		105910416	105871161	99.96	105871160	1	99.99	0.01

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

10. Re-appointment of CA Jayesh M Parmar (DIN: 00802843) as a Director (Category - Non-executive, Independent) of the Company for a fixed second term of consecutive two (2) years i.e. from the conclusion of Thirty-first (31st) Annual General Meeting up to the conclusion of Thirty-third (33rd) Annual General Meeting of the Company to be held in the calendar year 2019 - Special Resolution.

Resolution required : (Ordinary / Special)	Special
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	E-Voting	23162894	23162894	100.00	23162894		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112		100.00	
Group	Total	67345006	67345006	100.00	67345006		100.00	
Public-	E-Voting	20491248	20491248	100.00	20491248		100.00	
Non	Poll	18074162	18034907	99.78	18034907		100.00	
Institutions	Total	38565410	38526155	99.90	38526155		100.00	



Total	105910416	105871161	99.96	105871161	 100.00]
Total						

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

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

Mode of Voting: Poll/E-voting

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

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

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

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



Mode of Voting: Poll/E-voting

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

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

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

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

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
l					Shares			poncu	



		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2) [*100
Promoter	E-Voting	23162894	23162894	100.00	23162894		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112		100.00	
Group	Total	67345006	67345006	100.00	67345006		100.00	
Public-	E-Voting	20491248	20491248	100.00	20489348	1900	99.99	0.01
Non	Poll	18074162	18034907	99.78	18034906	1	99.99	0.01
Institutions	Total	38565410	38526155	99.99	38524254	1901	99.99	0.01
Total		105910416	105871161	99.96	105869260	1901	99.99	0.01

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

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

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	E-Voting	23162894	23162894	100.00	23162894		100.00	
and Promoter	Poll	44182112	44182112	100.00	44182112		100.00	
Group	Total	67345006	67345006	100.00	67345006		100.00	
Public-	E-Voting	20491248	20491248	100.00	20491248		100.00	
Non	Poll	18074162	18034907	99.78	18034907		100.00	
Institutions	Total	38565410	38526155	99.90	38526155		100.00	
Total		105910416	105871161	99.96	105871161		100.00	



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

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

Thanking you.

Yours faithfully,

For Sunflag Iron and Steel Company Limited NOST

Dr. E. R. C. Shekar

Non-executive, Independent Director

(Chairman of the Meeting)

(DIN: 00013670)

Place: Nagpur

Date: 29th September, 2017



203, Level 2, Manomay Plaza, 272, Central Bazar Road Ramdaspeth, Nagpur - 440010, Maharashtra +91712 2434703 / 9371234703 E-mail ID: csmukesh@live.com

Friday, the 29 September 2017

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

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

Dear Sirs.

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide resolution passed at their 164 meeting held on Monday, the 14 August 2017 as a Scrutinizer for the Thirty-first (31) Annual general meeting of the members (equity shareholders) of the Company to be held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra, India for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") and the SEBI (LODR) Regulations, 2015 (as amended) on all the ordinary and special resolution/s referred to in this report.

The Board of Directors of the Company have, vide resolution passed at their 164 meeting held on Thursday, the 14 August 2017 decided to provide the members of the Company, whose names appear as on Thursday, the 21 September 2017 ("Cut-off Date"), a facility to exercise their right to vote on all the ordinary and special resolution/s as set out in the Notice of Monday, the 14 August 2017 calling for the Thirty-first (31) Annual general meeting to be held on Thursday, the 28 September 2017 at Nagpur ("Thirty-first (31) AGM Notice") by electronic means (remote e-voting) through e-voting platform of Central Depository Services (India) Limited (CDSIL).

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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to voting through electronic means (remote e-voting) on all the ordinary and special resolution/s contained in the Thirty-first (31) AGM Notice. Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" "against" or "invalid / abstain / by interested parties" for all the ordinary and special resolution/s, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited (CDSIL), the authorised agency to provide the e-voting facilities engaged by the Company.

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

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

The Thirty-first (31) AGM Notice was sent through India Post (registered) to 402 members on 1 September 2017 and through Couriers to 44,382 members during the period 28 August 2017 to 31 August 2017, (after eliminating 3,563 members with duplicate e-mail id and postal addresses) whose names were appearing in the Register of members / list of beneficial owners of the Company.

The Company has also published a Notice on Saturday, the 2 September 2017 in "The Indian Express" in English language and in "Loksatta" in Marathi (Vernacular) language mentioning about the Thirty-first (31) AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system).

The Thirty-first (31) AGM Notice:

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



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- b. indicated the process and manner for voting through electronic means (remote e-voting) and mentioned that the e-voting period remained open from 10:00 Hrs. on Monday, the 25 September 2017 to 17:00 Hrs. on Wednesday, the 27 September 2017 during which period the members may cast their votes through electronic means (remote e-voting system);
- c. CDSIL provided the login id and also the password / facility for generating password to enable casting of the vote by electronic means (remote e-voting system).

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

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

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

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

Dakhotia

1. Ms. Ruchita Brijratan Lakhotia

201, Ameya Towers, Opp. Dinanath School, Dhantoli, Nagpur - 440012, MH, IN

2. Ms. Ayusha Ajay Khandelwal

2nd Floor, Shakun Apartments, Shila Nagar, Katol Road, Nagpur - 440013, MH, IN



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

The register, all other papers and relevant records relating to voting through electronic means (remote e-voting system) shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Thirty-first (31) AGM and the same will be handed over to the authorised Director / Company Secretary for safe keeping by the Company.

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

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

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

M/s. Mukesh Parakh & Associates Company Secretaries (Scrutinizer) FCS-4343 CoP-13693

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

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

Company Secretary M No. ACS-16186

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

Director DIN - 00013670



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

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

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

	favour of the solution		against the solution		Abstain / sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
100	28824589 (99.99%)	1	15 (0.01%)	2	14829538

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

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CoP-13693



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

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

	favour of the	Voted against the		Invalid / Abstain /	
res	olution	resolution		By Interes	sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
101	28824604 (100.00%)	NIL	NIL	2	14829538

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

1	favour of the solution	Voted against the resolution		1	Abstain / sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL

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

	favour of the olution	Voted against the resolution			Abstain / sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL

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

1	favour of the solution	Voted against the resolution			Abstain / Sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

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



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

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

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

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

1	favour of the solution	Voted against the resolution			Abstain / Sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

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

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

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

	favour of the solution	Voted against the resolution		Invalid / Abstain By Interested Parti	
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL

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



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1	favour of the solution	Voted against the resolution			Abstain / sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL

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

1	favour of the solution	Voted against the resolution		1	Abstain / sted Parties
No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
103	43654142 (100.00%)	NIL	NIL	NIL	NIL

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

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

M/s. Mukesh Parakh & Associates Company Secretaries (Scrutinizer)

FCS-4343 COP-13693

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

For Sunflag Iron and Steel Company Limited

CS'Pranab Panigrahi

Company Secretary M No. ACS-16186

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

DIN - 00013670

SUMMARY OF e-VOTING

NAME OF THE COMPANY

SUNFLAG IRON AND STEEL COMPANY LIMITED

CORPORATE IDENTIFICATION NUMBER (CIN)

L 27100 MH 1984 PLC 034003

REGISTERED OFFICE

33, MOUNT ROAD, SADAR, NAGPUR – 440001, MAHARASHTRA

THIRTY-FIRST (31) ANNUAL GENERAL MEETING

THURSDAY, THE 28 DAY OF SEPTEMBER 2017 AT 15:00 HRS.

CUT-OFF DATE

THURSDAY, THE 21 DAY OF SEPTEMBER 2017

e-VOTING PERIOD

- FROM 10:00 HRS. ON MONDAY, THE 25 SEPTEMBER 2017 TO 17:00 HRS. ON WEDNESDAY, THE 27 SEPTEMBER 2017

Sr. No. of		Type of	No of Total	No of	Votes in Numbers	lumbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled	Valid Votes	Favour	Against	Favour	Against
4	8	J	٥	ш	L	g	Ŧ	
	Ordinary Resolution - Adoption of Financial Statements (Standalone &	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	%0
-	Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash	Public	20491248 20491248	20491248	20491248	0	100%	%0
1	Flow Statements, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2016-2017 ended 31 March 2017	Total	43654142	43654142	43654142	0	100%	%0



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Sr. No. of		Type of	No of Total	No of	Votes in Numbers	lumbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled*	Valid Votes	Favour	Against	Favour	Against
A	В	U	۵	ш	L	9	=	
	Ordinary Resolution - Appointment of Promoters & a Director in place of Mr. Ravi Promoters Group	Promoters & Promoters Group	23162894	8333356	8333356	0	100%	%0
2	Bhushan Bhardwaj, (DIN: 00054700) who retires by rotation and being	Public	20491248 20491248	20491248	20491233	15	%66'66	0.01%
	eligible, offers himself for re- appointment	Total	43654142 28824604	28824604	28824589	15	15 99.99%	0.01%

^{*} Includes 14829538 Shares - Voted Invalid / Abstained / By Interested Parties

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

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



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Sr. No. of	•	Type of	No of Total	No of	Votes in Numbers	lumbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled	Valid Votes	Favour	Against	Favour	Against
	В	C	O	w	4	g	I	_
	Ordinary Resolution – Appointment of CA R. Muralidhar (DIN: 00982212) as	Promoters & Promoters Group	23162894 23162894	23162894	23162894	0	100%	%0
	a Director (Category – Non- independent, Executive) of the	Public	20491248 20491248	20491248	20489348	1900	%66.66	0.01%
	Сотрапу	Total	43654142 43654142	43654142	43652242	1900	%66.66	0.01%

Ordinary Resolution - Appointment of Norman Analysis (DIN): Remchandra Vasant Dalvi (DIN): A company Promoters Group 23162894 23162894 23162894 23162894 23162894 031888 0318888 031888 031888 031888
Promoters & Promoters Group 23162894 23162894 23162894 0 Promoters Group 20491248 20491248 20491248 1900 9 Total 43654142 43654142 43652242 1900 9
Promoters & Promoters Group 23162894 23162894 23162894 23162894 Promoters Group 20491248 20489348 20489348 Total 43654142 43654142 43652242
Promoters & 23162894 23162894 23162894 Promoters Group 20491248 20491248 Public 20491248 20491248 Total 43654142 43654142
Promoters & Promoters Group Public Total
Promoters & Promoters Group Public Total
Ordinary Resolution - Appointment of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category – Non-independent, Executive) of the Company

	Special Resolution - Re-appointment of Dr. E. R. C. Shekar (DIN: 00013670)	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	%0
7	as a Director (Category – Non- executive, Independent) of the	Public	20491248	20491248 20491248	20491248	0	100%	%0
	Company	Total	43654142	13654142 43654142	43654142	0	100%	%0

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OMPANY ZO

O'L

%0	%0	%0
100%	100%	100%
0	0	0
23162894	20491248	43654142
23162894 23162894	20491248 20491248	43654142 43654142
23162894	20491248	43654142
Promoters & Promoters Group	Public	Total
Special Resolution - Re-appointment of Mr. S. Gaiendran (DIN : 00250136)	as a Director (Category – Non- executive, Independent) of the	Company
	6	

%0	%0	%0
100%	100%	100%
0	0	0
23162894	20491248	43654142
23162894	3 20491248	43654142
23162894 23162894	20491248	43654142 43654142
Promoters & Promoters Group	Public	Total
Special Resolution - Re-appointment Pro	000802843) as a Director (Category – Non-executive, Independent) of the	Company
	10	

	Ordinary Resolution - Re-appointment	Promoters &						
	of Mr. Surendra Kumar Gupta (DIN : Pro	Promoters Group	23162894	23162894 23162894	23162894	0	100%	%
	00054836) as the Deputy Managing		00000					
11	Director (Category – Non-	- Langue	20491248	20491248 20491248	20491248	0	100%	%0
	Independent, Executive) of the							
	Company for a further period of three	Total	43654142	13654142 43654142	43654142	0	100%	%0
	(3) years effective 30 July 2017							

Ordinary Resolution - Appointment of Promoters & 23162894 23162894 23162894 0 CA R. Muralidhar (DIN : 00982212) as the Whole-time Director designated as the Executive Director (Finance) & Public 20491248 20491248 20489348 1900 CFO (Category - Non-independent, Executive) of the Company for a period of three (3) years effective 14
Promoters & 23162894 23162894 23162894 Promoters Group 20491248 20491248 Public 20491248 43654142
Promoters & Promoters Group Public Total
Ordinary Resolution - Appointment of CA R. Muralidhar (DIN: 00982212) as the Whole-time Director designated as the Executive Director (Finance) & CFO (Category - Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017



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Mukesh Parakh & Associates Secretaries Company

	100% 0% 99.99% 0.01%				99.99% 0.01%		
0			1900 99			1900 99	
23162894			20489348			43652242	
72167894 72167894	#C070TC7	00000	20491248 20491248	43654142 43654142		43654142	
73167894	#C070TC7	00000	20491248		L	43054147	
Promoters &	Promoters Group		Sign		ļ	lotai	
Ordinary Resolution - Appointment of	Mr. Ramchandra Vasant Dalvi (DIN: Promoters Group	00012065) as the Whole-time Director	designated as the Executive Director	(Works) (Category – Non-	independent, Executive) of the	Company for a period of three (3)	years effective 14 August 2017
			'n)			

		Promoters &	12463004	70000		(
	Ordinary Resolution - Ratification of	of Promoters Group	23102894	73162894	73162894	5	100%	%
14	Remuneration of Cost Auditors of	of Public	20491248	20491248	20491248	0	100%	%0
		Total	43654142	43654142	43654142	0	100%	%0

For M/s. Mukesh Parakh & Associates

Company Secretaries

FCS-4343 CS Mukesh D. Parakh

FCS-4343, CP - 13693

For Sunflag Iron and Steel Company Limited CS Pranab Panigrahi Company Secretary

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

M No. ACS - 16186

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

(Scrutinizer)

Proprietor



203, Level 2, Manomay Plaza, 272, Central Bazar Road. Ramdaspeth, Nagpur - 440010, Maharashtra +917122434703/9371234703 E-mail ID: csmukesh@live.com

Friday, the 29 September 2017

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

Sub: Voting through Physical Ballot Form (Form No. MGT-12) pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015

Dear Sirs,

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide resolution passed at their 164 meeting held on Monday, the 14 August 2017 as a Scrutinizer for the Thirty-first (31) Annual general meeting of the members (equity shareholders) of the Company to be held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra, India for the purpose of scrutinizing the physical ballot voting process in a fair and transparent manner and ascertaining the requisite majority on physical ballot voting carried out pursuant to the provisions of Section 109 of the Companies Act, 2013 ("the Act") read with Rule 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 ("the Rules") on all the ordinary and special resolution/s referred to in this report.

The Board of Directors of the Company have, vide resolution passed at their 164 meeting held on Monday, the 14 August 2017 decided to provide the members of the Company, who do not have access the remote e-voting facility and whose names appear as on Thursday, the 21 September 2017 ("Cut-off Date"), a facility to exercise their right to vote on all the ordinary and special resolution/s as set out in the Notice of Monday, the 14 August 2017 calling for the Thirty-first (31) Annual general meeting to be held on Thursday, the 28 September 2017 at Nagpur ("31 AGM Notice") by physical ballot voting at the Thirty-first (31) AGM of the Company.



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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with the rules relating to physical ballot voting on all the ordinary and special resolution/s contained in the Thirty-first (31) AGM Notice.

Our responsibility as a Scrutinizer for the physical ballot voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" "against" or "invalid / abstain / by interested parties" for all the ordinary and special resolution/s contained in the Thirty-first (31) AGM Notice.

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

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

The Thirty-first (31) AGM Notice was sent through India Post (registered) to 402 members on 1 September 2017 and through Couriers to 44,382 members during the period 28 August 2017 to 31 August 2017, (after eliminating 3,563 members with duplicate e-mail id and postal addresses) whose names were appearing in the Register of members / list of beneficial owners of the Company.

The Company has also published a Notice on Saturday, the 2 September 2017 in "The Indian Express" in English language and in "Loksatta" in Marathi (Vernacular) language mentioning about the Thirty-first (31) AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system) and also voting through physical ballot process at the Thirty-first (31) AGM of the Company.

The Thirty-first (31) AGM Notice mentioned that the business may be transacted through electronic means (remote e-voting system) and also by physical ballot voting by the member/s who do not have access the remote e-voting facility.

TO NAGPUR & MAGPUR & CO.



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

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

FORM No. MGT-13

Report of Scrutinizer

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

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

- a. After the time fixed for closing of the poll by the Chairman, an empty ballot box kept for polling was locked in our presence with due identification mark placed by us.
- b. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorisations / proxies lodged with the Company.

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- c. One (1) poll paper submitted by the proxy holder, on which the e-voting right was already exercised by the concerned member (shareholder) has been considered or treated as an invalid vote. Also, Ten (10) members (shareholders), who attended the 31 AGM, had failed to exercise their vote/s either through e-voting or physical poll (ballot) voting. Accordingly, their vote/s has not been considered for poll and the poll results thereof.
- d. Accordingly, the result of the Poll is as under:-
- 1. Ordinary Resolution Adoption of Financial Statements (Standalone & Consolidated) viz. Balance Sheet, Statement of Profit and Loss, Cash Flow Statements, Report of the Statutory Auditors and Board's Report thereof, for the financial year 2016-2017 ended 31 March 2017

Voted in favour of the		Voted against the		Invalid / At	ostain /
resolution		reso	lution	By Interested	l Parties
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	62217019 (100.00%)	NIL	NIL	1	39255

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

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

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

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

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

ľ	Voted in favour of the resolution		gainst the lution	Invalid / Ab By Interested	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	62217019 (100.00%)	NIL	NIL	1	39255

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

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Voted in favour of the		Voted against the		Invalid / At	stain /
resolution		reso	lution	By Interested	Parties
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
15	62217018 (99.99%)	1	1 (0.01%)	1	39255

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

Voted in favour of the resolution			gainst the lution	Invalid / Abstain By Interested Part	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
15	62217018 (99.99%)	1	1 (0.01%)	1	39255

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





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1	Voted in favour of the resolution		against the Invalid / Absta olution By Interested Pa		
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
14	62215018 (99.99%)	1	1 (0.01%)	2	41255

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

	Voted in favour of the resolution		gainst the lution	Invalid / Abstain By Interested Parti	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	62217019 (100.00%)	NIL	NIL	1	39255

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

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1	avour of the lution	1	gainst the lution	Invalid / Ab By Interested	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
15	62217018 (99.99%)	1	1 (0.01%)	1	39255

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

	avour of the lution		gainst the lution	Invalid / Al By Interested	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	62217019 (100.00%)	NIL	NIL	1	39255

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

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1	avour of the lution		gainst the lution	Invalid / At By Interested	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	62217019 (100.00%)	NIL	NIL	1	39255

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

i .	avour of the lution		gainst the lution	Invalid / Al By Interested	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	62217019 (100.00%)	NIL	NIL	1	39255

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





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j .	avour of the lution		gainst the lution	Invalid / At By Interested	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
15	62217018 (99.99%)	1	1 (0.01%)	1	39255

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

	avour of the lution		gainst the	Invalid / At By Interested	
No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	No. of Members present and voting (in person or by proxy)	No. of votes cast by them with % of total no. of valid votes cast	Total No. of Members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
16	62217019 (100.00%)	NIL	NIL	1	39255

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

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

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

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

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

M/s. Mukesh Parakh & Associates Company Secretaries (Scrutinizer)

FCS-4343 COP-13693

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

For Sunflag Iron and Steel Company Limited

ĆS Pranab Panigrahi

Company Secretary M No. ACS-16186

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

DIN - 00013670

Secretaries Mukesh Parakh & Associates Company

SUMMARY OF PHYSICAL POLL (BALLOT) VOTING

NAME OF THE COMPANY

SUNFLAG IRON AND STEEL COMPANY LIMITED

CORPORATE IDENTIFICATION NUMBER (CIN)

L 27100 MH 1984 PLC 034003

REGISTERED OFFICE

33, MOUNT ROAD, SADAR, NAGPUR -- 440001, MAHARASHTRA

THIRTY-FIRST (31) ANNUAL GENERAL MEETING

THURSDAY, THE 28 DAY OF SEPTEMBER 2017 AT 15:00 HRS. 1

CUT-OFF DATE

THURSDAY, THE 21 DAY OF SEPTEMBER 2017

Sr. No. of		Type of	No of Total	No of	Votes in Numbers	umbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled*	Valid Votes	Favour	Against	Favour	Against
A	8	၁	Q	ш	L	g	1	
	Ordinary Resolution - Adoption of	Promoters &	44107117	0110711	44400440	(300	
	Financial Statements (Standalone &	Promoters Group	44107117 44187117	71178144	71179144	>	%00T	%0
	Consolidated) viz. Balance Sheet,	- : d	4 003 44 62	10011001	1001001			
-	Statement of Profit and Loss, Cash	Silony	180/4162 1803490/	18034907	18034907	0	100%	%0
1	Flow Statements, Report of the							
	Statutory Auditors and Board's Report	F	************	0707				
	thereof, for the financial year 2016-	io cai	622562/4 6221/UL9	670/1779	670/1779	5	100%	%0
	2017 ended 31 March 2017							*

^{*} Includes 39255 Shares - Voted Invalid / Abstained / By Interested Parties



Sr. No. of		Type of	No of Total	No of	Votes in Numbers	umbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled*	Valid Votes	Favour	Against	Favour	Against
4	В	3	٥	ш	L.	9	I	
	Ordinary Resolution - Appointment of Page 2 Director in place of Mr. Ravi Pro	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	%0
2	Bhushan Bhardwaj, (DIN: 000S4700) who retires by rotation and being	Public	18074162 18034907	18034907	18034907	0	100%	%0
	eligible, offers himself for reappointment	Total	62256274 62217019	62217019	62217019	0	100%	%0

^{*} Includes 39255 Shares - Voted Invalid / Abstained / By Interested Parties

	Ordinary Resolution – Ratification of	Promoters &	44100111	74402443	(770)	C	,000	200	
-	Re-appointment of Messers S S P	Promoters Group	44107117	71170144	44162112	>	%00T	%0	
n	Kothari Mehta & Co., Chartered	2 4 0	1907/1/62	10024007	100000	•	1000	è	
n	Accountants, New Delhi (ICAI Firm	rublic	7014/00	100/4107	18034907	>	%00T	8	
	Registration No. 000756N) as the	T.+0.T.	VECOUCCO.	0102100	0.05.4000	C	ì	0	
	Statutory Auditors of the Company	<u> </u>	4/700770	610/1770 4/700770	670/1779	>	3001	8	

^{*} Includes 39255 Shares - Voted Invalid / Abstained / By Interested Parties

%0	%0	%0
100%	100%	100%
0	0	0
44182112	18034907	62217019
4182112 44182112	18074162 18034907	62256274 62217019
44182112	18074162	62256274
Promoters & Promoters Group	Public	Total
Ordinary Resolution - Appointment of Mr. Suhrit Ravi Bhushan Bhardwai	(DIN : 02318190) as a Director (Category – Promoter, Non-executive,	Non-independent) of the Company
	4	

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



COMPANY

Sr. No. of		Tvne of	No of Total	No of	Votes in Numbers	umbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled*	Valid Votes	Favour	Against	Favour	Against
A	В	၁	D	ш	4	9	I	_
	Ordinary Resolution – Appointment of CA R. Muralidhar (DIN: 00982212) as	Promoters & Promoters Group	44182112	44182112 44182112	44182112	0	100%	%0
5	a Director (Category – Non- independent Executive) of the	Public	18074162	18074162 18034907	18034906	1	%66'66	0.01%
	Company	Total	62256274	62256274 62217019	62217018	1	%66.66	0.01%

^{*} Includes 39255 Shares - Voted Invalid / Abstained / By Interested Parties

%0	0.01%	0.01%
100%	%66.66	%66.66
0	-	1
44182112	18034906	62217018
44182112	18034907	62217019
44182112 44182112	18074162 18034907	62256274 62217019
Promoters & Promoters Group	Public	Total
Ordinary Resolution – Appointment of Mr. Ramchandra Vasant Dalvi (DIN :	00012065) as a Director (Category – Non-independent. Executive) of the	Company
, ,-	9	

^{*} Includes 39255 Shares - Voted Invalid / Abstained / By Interested Parties

Γ.		· · · · · ·
%0	0.01%	0.01%
100%	99.99%	%66.66
0	1	1
44182112	18032906	62215018
44182112 44182112	18074162 18032907	62256274 62215019
44182112	18074162	62256274
Promoters & Promoters Group	Public	Total
Special Resolution - Re-appointment of Dr. E. R. C. Shekar (DIN : 00013670)	as a Director (Category – Non- executive, Independent) of the	Company

^{*} Includes 41255 Shares -- Voted Invalid / Abstained / By Interested Parties



Mukesh Parakh & Associates Secretaries Company

Sr. No. of		Tyna of	No of Total	No of	Votes in Numbers	umbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled*	Valid Votes	Favour	Against	Favour	Against
A	В	၁	Ο	ш	LL.	9	Ŧ	_
	Special Resolution - Re-appointment of Mr. Kumar litendra Singh (DIN)	Promoters & Promoters Group	44182112 44182112	44182112	44182112	0	100%	%0
∞	00626823) as a Director (Category – Non-executive, Independent) of the	Public	18074162 18034907	18034907	18034907	0	100%	%0
	Company	Total	62256274 62217019	62217019	62217019	0	100%	%0

^{*} Includes 39255 Shares - Voted Invalid / Abstained / By Interested Parties

%0	0.01%	0.01%
100%	%66'66	%66.66
0	ਜ	1
44182112	18034906	62217018
44182112 44182112	18074162 18034907	62256274 62217019
44182112	18074162	62256274
Promoters & Promoters Group	Public	Total
Special Resolution - Re-appointment of Mr. S. Gaiendran (DIN : 00250136)	as a Director (Category – Non- executive, Independent) of the	Company
	თ	

^{*} Includes 39255 Shares -- Voted Invalid / Abstained / By Interested Parties

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

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



Mukesh Parakh & Associates Secretaries Company

Sr. No. of		Type of	No of Total	No of	Votes in Numbers	umbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled*	Valid Votes	Favour	Against	Favour	Against
٧	В	C	٥	ш	ட	9	I	_
	Ordinary Resolution – Re-appointment of Mr. Surendra Kumar Gupta (DIN :	Promoters & Promoters Group	44182112 44182112	44182112	44182112	0	100%	%0
11	00054836) as the Deputy Managing Director (Category - Non-	Public	18074162 18034907	18034907	18034907	0	100%	%0
	Independent, Executive) of the Company for a further period of three (3) years effective 30 July 2017	Total	62256274 62217019	62217019	6221,7019	0	100%	%0

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

%0	%0	%0			
100%	100%	100%			
0	0	0			
44182112	18034907	62217019			
44182112 44182112	18074162 18034907	52256274 62217019			
44182112	18074162	62256274			
Promoters & Promoters Group	Public	Total 622!			
Ordinary Resolution – Appointment of CA R. Muralidhar (DIN : 00982212) as	the Whole-time Director designated as the Executive Director (Finance) &	CFO (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017			
	ç	77			

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

%0	0.01%	0.01%		
100%	%66'66	%66'66 *********************************		
0	T	1		
44182112	1.8034906	62217018		
44182112 44182112	18074162 18034907	62256274 62217019		
44182112	18074162	62256274		
Promoters & Promoters Group	Public	Total		
Ordinary Resolution – Appointment of Promoters & Mr. Ramchandra Vasant Dalvi (DIN: Promoters Group	00012065) as the Whole-time Director designated as the Executive Director	(Works) (Category – Non-independent, Executive) of the Company for a period of three (3) years effective 14 August 2017		
	ç	2		

* Includes 39355 Shares - Voted Invalid / Abstained / By Interested Parties

Sr. No. of		Two of	No of Total	No of	Votes in Numbers	lumbers	Vote	Votes in %
the Resolution	Particulars of Resolution	Shareholding	Votes Polled*	Valid Votes	Favour	Against	Favour	Against
А	В	ပ	Q	ш	L	g	I	
	Ordinary Resolution - Ratification of Proi	Promoters & Promoters Group	44182112	44182112 44182112	44182112	0	100%	%0
14	Remuneration of Cost Auditors of	Public	18074162	18074162 18034907	18034907	0	100%	%
		Total	62256274	62256274 62217019	62217019	0	100%	%0

^{*} Includes 39255 Shares - Voted Invalid / Abstained / By Interested Parties

For M/s. Mukesh Parakh & Associates

Company Secretaries

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



For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

Company Secretary

DIRECTOR

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

M No. ACS - 16186

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



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Friday, the 29 September 2017

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

Sub: Consolidated Scrutinizer's Report on voting by electronic means (remote e-voting) for, and voting through physical ballot paper pursuant to the provisions of Section 108, 109 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20, 21 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (as amended) and the SEBI (LODR) Regulations, 2015 (as amended), conducted at the Thirty-first (31) Annual General Meeting of Sunflag Iron and Steel Company Limited held on Thursday, the 28 September 2017 at 15:00 Hrs. at Nagpur

Dear Sirs,

We, M/s. Mukesh Parakh & Associates, Company Secretaries, Nagpur have been appointed by the Board of Directors of Sunflag Iron and Steel Company Limited ('the Company') vide resolution passed at their 164 meeting held on Monday, the 14 August 2017 as a Scrutinizer for the Thirty-first (31) Annual general meeting of the members (equity shareholder/s) of the Company to be held on Thursday, the 28 September 2017 at 15:00 Hrs. at Indian Medical Association's J. R. Shaw Auditorium, North Ambazari Road, Nagpur - 440010, Maharashtra, India for the purpose of scrutinizing the e-voting and physical ballot voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting as well as physical ballot voting carried out pursuant to the provisions of Section 108, 109 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20, 21 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 Amendment Rules, 2015 ("the Rules") and the SEBI (LODR) Regulations, 2015 (as amended) on all the ordinary and special resolution/s referred to in this report.



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The Board of Directors of the Company have, vide resolution passed at their 164 meeting held on Monday, the 14 August 2017 decided to provide the members of the Company, whose names appear as on Thursday, the 21 September 2017 ("Cut-off Date"), a facility to exercise their right to vote on all the ordinary and special resolution/s as set out in the Notice of Monday, the 14 August 2017 calling for the Thirty-first (31) Annual general meeting to be held on Thursday, the 28 September 2017 at Nagpur ("Thirty-first (31) AGM Notice") by electronic means (remote e-voting) through e-voting platform of Central Depository Services (India) Limited (CDSIL) and also by physical ballot voting at the Thirty-first (31) AGM of the Company for the members of the Company, who do not have access the remote e-voting facility.

The management of the Company is responsible to ensure the compliance with the requirements of the Act read with the Rules relating to voting through electronic means (remote e-voting) and voting through physical ballot on all the ordinary and special resolution/s contained in the Thirty-first (31) AGM Notice. Our responsibility as a Scrutinizer for the e-voting and physical ballot voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" "against" or "invalid / abstain / by interested parties" for all the ordinary and special resolution/s, based on the reports generated from the e-voting system platform provided by the Central Depository Services (India) Limited (CSSIL), the authorised agency to provide the e-voting facilities engaged by the Company and the ballot form/s submitted by the members present (in person or by proxy) at the Thirty-first (31) AGM of the Company.

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

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



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The Thirty-first (31) AGM Notice was sent through India Post (registered) to 402 members on 1 September 2017 and through Couriers to 44,382 members during the period 28 August 2017 to 31 August 2017, (after eliminating 3,563 members with duplicate e-mail id and postal addresses) whose names were appearing in the Register of members / list of beneficial owners of the Company.

The Company has also published a Notice on Saturday, the 2 September 2017 in "The Indian Express" in English language and in "Loksatta" in Marathi (Vernacular) language mentioning about the Thirty-first (31) AGM and also specifying therein the matters prescribed in the rules including with regard to voting through electronic means (remote e-voting system).

The Thirty-first (31) AGM Notice:-

- 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 Monday, the 25 September 2017 to 17:00 Hrs. on Wednesday, the 27 September 2017 during which period the members may cast their votes through electronic means (remote e-voting system);
- c. the CDSIL provided the login id and also the password / facility for generating password to enable casting of the vote by electronic means (remote e-voting system).

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

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

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

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

Pakhotia

1. Ms. Ruchita Brijratan Lakhotia

201, Ameya Towers, Opp. Dinanath School, Dhantoli, Nagpur - 440012, MH, IN

2. Ms. Ayusha Ajay Khandelwal

2nd Floor, Shakun Apartments, Shila Nagar, Katol Road, Nagpur - 440013, MH, IN

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

In addition to voting by electronic means (remote e-voting), at the Thirty-first (31) AGM of the Company, the blank ballot paper/s in prescribed Form No. MGT-12 were distributed to the members present (in person or though proxy) at the Thirty-first (31) AGM of the Company and who have not opted for voting by electronic means (remote e-voting) facility provided by the Company through the Central Depository Services (India) Limited (CDSIL), the authorised agency to provide the e-voting facilities engaged by the Company.

After the time fixed for closing of the poll by the Chairman, an empty ballot box kept for polling was locked in my presence with due identification mark placed by me.

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

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

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

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

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

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

M/s. Mukesh Parakh & Associates Company Secretaries (Scrutinizer)

FCS-4343 CoP-13693

Encl: Annex (As Above)





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ANNEX TO THE CONSOLIDATED SCRUTINISER'S REPORT

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

Category &		favour of the olution		against the olution		Abstain / ted Parties
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

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

Cotogory &		favour of the olution		against the olution	Invalid / By Interes	Abstain / ted Parties
Category & Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting						
Promoters & Promoters Group	1	8333356 (28.91%)	NIL	NIL	2	14829538
Public	99	20491233 (71.08%	1	15 (0.01%)	NIL	NIL
Total e-Voting (a)	100	28824589 (99.99%)	1	15 (0.01%)	2	14829538

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

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

Category &		favour of the olution		against the olution		Abstain / ted Parties
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

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

Category &	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes

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e-Voting	T	························				
Promoters & Promoters Group	1	8333356 (28.91%)	NIL	NIL	2	14829538
Public	100	20491248 (71.09%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	101	28824604 (100.00%)	NIL	NIL	2	14829538
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100,00%)	NIL	NIL	1	39255
Grand-Total	117	91041623 (100,00%)	NIL	NIL	3	14868793

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

Category &		favour of the olution	Voted against the resolution		Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting		·				
Promoters & Promoters Group	3	23162894 (53.05%)	NIL	NIL	NIL	NIL
Public	99	20489348 (46.94%)	1	1900 (0.01%)	NIL	NIL
Total e-Voting (a)	102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	10	18034906 (28.98%)	1	(0.01%)	1	39255
Total Physical Poll (b)	15	62217018 (99.99%)	1	(0.01%)	1	39255
Grand-Total	117	105869260 (99.99%)	2	1901 (0.01%)	1	39255

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

Category &		favour of the olution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes	
e-Voting							
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL	
Public	99	20489348 (46.93%)	1	1900 (0.01%)	NIL	NIL	
Total e-Voting (a)	102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL	
Physical Poll							
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL	
Public	10	18034906 (28.98%)	1	(0.01%)	1	39255	
Total Physical Poll (b)	15	62217018 (99.99%)	1	(0.01%)	1	39255	
Grand-Total	117	105869260 (99.99%)	2	1901 (0,01%)	1	39255	

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

Category &	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL

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

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

Category &	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

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

Cotovora &	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
Category & Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes

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e-Voting						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll		-				
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	10	18034906 (28.98%)	1	(0.01%)	1	39255
Total Physical Poll (b)	15	62217018 (99.99%)	1	(0.01%)	1	39255
Grand-Total	118	105871160 (99,99%)	1	(0.01%)	1	39255

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

Category &		favour of the olution	Voted against the resolution		Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

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203, Level 2, Manomay Plaza, 272, Central Bazar Road Ramdaspeth, Nagpur - 440010, Maharashtra +917122434703/9371234703 E-mail ID: csmukesh@live.com

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

Category & Manner (Mode) of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting				02 varia votos		
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	100	20491248 (46.94%)	NIL	NIL	NIL	NIL
Total e-Voting (a)	103	43654142 (100.00%)	NIL	NIL	NIL	NIL
Physical Poll						
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	11	18034907 (28.99%)	NIL	NIL	1	39255
Total Physical Poll (b)	16	62217019 (100.00%)	NIL	NIL	1	39255
Grand-Total	119	105871161 (100.00%)	NIL	NIL	1	39255

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

Category &	Voted in favour of the resolution		Voted against the resolution		Invalid / Abstain / By Interested Parties	
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes
e-Voting						
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	99	20489348 (46.93%)	1	1900 (0.01%)	NIL	NIL
Total e-Voting (a)	102	43652242 (99.99%)	1	1900 (0,01%)	NIL	NIL

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203, Level 2, Manomay Plaza, 272, Central Bazar Road Ramdaspeth, Nagpur - 440010, Maharashtra +917122434703/9371234703 E-mail ID: csmukesh@live.com

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

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

Category &		favour of the olution		against the		Abstain /
Manner (Mode) of Voting	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				or vana voics		
Promoters & Promoters Group	3	23162894 (53.06%)	NIL	NIL	NIL	NIL
Public	99	20489348 (46.93%)	1	1900 (0.01%)	NIL	NIL
Total e-Voting (a)	102	43652242 (99.99%)	1	1900 (0.01%)	NIL	NIL
Physical Poll				(0.0170)		
Promoters & Promoters Group	5	44182112 (71.01%)	NIL	NIL	NIL	NIL
Public	10	18034906 (28.99%)	1	(0.01%)	1	39255
Total Physical Poll (b)	15	62217018 (99.99%)	1	(0.01%)	1	39255
Grand-Total	117	105869260 (99.99%)	2	1901 (0.01%)	1	39255

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

Category &		favour of the solution		against the solution		Abstain /
Manner (Mode) of Voting	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	No. of votes cast with % of total no. of valid votes	No. of Members	Total No. of votes

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203, Level 2, Manomay Plaza, 272, Central Bazar Road Ramdaspeth, Nagpur - 440010, Maharashtra +917122434703/9371234703 E-mail ID: csmukesh@live.com

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

The register, all other papers and relevant records relating to voting through electronic means (remote e-voting system) and voting through physical ballot shall remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Thirty-first (31) AGM and the same are handed over to the authorised Director / Company Secretary for safe keeping by the Company. You may accordingly declare the consolidated result of voting by electronic means (remote e-voting system) and voting through physical ballot.

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

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

M/s. Mukesh Parakh & Associates Company Secretaries (Scrutinizer)

FCS-4343 COP-13693

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

For Sunflag Iron and Steel Company Limited

CS Pranab Panigrahi

Company Secretary M No. ACS-16186

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

Director

DIN - 00013670

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

NAME OF THE COMPANY

CORPORATE IDENTIFICATION NUMBER (CIN)

REGISTERED OFFICE

THIRTY-FIRST (31) ANNUAL GENERAL MEETING

CUT-OFF DATE

E-VOTING PERIOD

SUNFLAG IRON AND STEEL COMPANY LIMITED

L 27100 MH 1984 PLC 034003

33, MOUNT ROAD, SADAR, NAGPUR -- 440001, MAHARASHTRA

THURSDAY, THE 28 DAY OF SEPTEMBER 2017 AT 15:00 HRS.

THURSDAY, THE 21 DAY OF SEPTEMBER 2017

 FROM 10:00 HRS. ON MONDAY, THE 25 SEPTEMBER 2017 TO 17:00 HRS. ON WEDNESDAY, THE 27 SEPTEMBER 2017

Sr. No. of the	Particulars of Resolution	Mode of	Type of	No of Total	No of	Votes in Numbers	umbers	Votes in %	% u
Resolution		Voting	Shareholding	Votes Polled*	Total Valid Votes	Favour	Against	Favour	Against
∢	m	U	Q	Ш	L	۳	ı	-	-
		0-V.0+ing	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	%0
	Ordinary Resolution - Adoption of		Public	20491248	20491248	20491248	0	100%	%
	Connected Statements (Standalone &		Sub-Total	43654142	43654142	43654142	0	100%	8
↔	Statement of Profit and Loss, Cash	Physical Poll	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	%
	Statuton, Auditors and Board	(Ballot)	Public	18074162	18034907	18034907	0	100%	%
	Report thereof, for the financial year	Voting	Sub-Total	62256274	62217019	62217019	0	100%	%
	2016-2017 ended 31 March 2017	Grand	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	%0
		Total	Public	38565410	38526155	38526155	0	100%	8
			Grand Total	105910416	105871161	105871161	c	100%	8

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



Shareholding	Sr. No. of	Darticulare of Bosel attack	Mode of	Type of	No of Total	No of	Votes in Numbers	umbers	Votes in %	"u
Promoters &	Resolution		Voting	Shareholding	Votes	Total Valid	Favour	Against	Favour	Against
Promoters &	A	a			rolled.	Votes			5045	Agaillot
Promoters & Promoters & Promoters Group 23162894 8333356 8333356 8333356 0 100% Public 20491248 20491248 20491233 15 99.99% Sub-Total 43654142 28824604 28824589 15 99.99% Promoters Group 44182112 44182112 44182112 0 100% Public 18074162 18034907 18034907 0 100% Promoters Group 67256274 62217019 62217019 0 100% Promoters Group 67345006 52515468 52515468 0 100% Public 38565410 38526140 15 99.99% 0 Grand Total 105910416 91041623 91041608 15 90.99%		0	ر	0	ш	ш	g	I	_	-
g Promoters Group Z3102894 8333356 8333356 0 100% Public 20491248 20491248 20491233 15 99.99% Sub-Total 43654142 28824604 28824589 15 99.99% Promoters Group 44182112 44182112 44182112 0 100% Sub-Total 62256274 62217019 62217019 0 100% Promoters Group 67345006 52515468 52515468 0 100% Promoters Group 67345006 38565410 38526140 15 99.99% Public 38565410 38526140 15 99.99%				Promoters &	*0000				-	-
Public 20491248 20491243 15 99.99% Sub-Total 43654142 28824604 28824589 15 99.99% Promoters Group 44182112 44182112 44182112 44182112 0 100% Public 18074162 18034907 18034907 0 100% Promoters & Promoters & Promoters & Promoters Group 67217019 62217019 62217019 0 100% Promoters Group 67345006 52515468 52515468 52515468 99.99% 0 Public 38565410 38526155 38526140 15 99.99% Grand Total 105910416 91041623 91041608 15 90.99%			e-Voting	Promoters Group	73102894	8333356	8333356	0	100%	%
Sub-Total 43654142 28824604 28824589 15 99.99% Promoters & Promoters Group 44182112 44182112 44182112 0 100% Sub-Total 62256274 62217019 62217019 0 100% Promoters & Promoters & Fromoters & From oters Group 67345006 52515468 52515468 0 100% Public 38565410 38526155 38526140 15 99.99% 0 Grand Total 105910416 91041623 91041608 15 90.99% 0				Public	20491248	20491248	20491233	71	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	0.010
Promoters & Promoters & Promoters & Promoters & 44182112 44182112 44182112 44182112 44182112 44182112 44182112 44182112 44182112 0 100% Public Sub-Total Formoters & Promoters & Formoters Group Public Bridge Council Formoters Group Formoters Group Found Council Formoters Group Found Council Formoters Group Found Council Found Counci		Ordinary Resolution - Appointment		Sub-Total	43654142	2827604	300745005	7	WEC:CC	%T0.0
Promoters & Promoters & Promoters Group 44182112 44182112 44182112 0 100% Public 18074162 18034907 18034907 0 100% Sub-Total 62256274 62217019 62217019 0 100% Promoters & Fromoters Group 67345006 52515468 52515468 0 100% Public 38565410 38526155 38526140 15 99.99% Grand Total 105910416 91041623 91041608 15 00.00%		of a Director in place of Mr Bay;	Oberes		7171000	40044004	4864283	15	99.99%	0.01%
Promoters Group 44182112 44182112 0 100% Public 18074162 18034907 18034907 0 100% Sub-Total 62256274 62217019 62217019 0 100% Promoters & Fromoters Group 67345006 52515468 52515468 0 100% Public 38565410 38526155 38526140 15 99.99% Grand Total 105910416 91041623 91041608 15 00.00%		בי בי בייבים יון בייבים	rnysical	Promoters &						
Public 18074162 18034907 18034907 18034907 0 100% Sub-Total 62256274 62217019 62217019 0 100% Promoters & Fromoters Group 67345006 52515468 52515468 0 100% Public 38565410 38526155 38526140 15 99.99% Grand Total 105910416 91041623 91041608 15 00.00%	2	bnushan Bhardwaj, (DIN : 00054700)	Poll	Promoters Group	44182112	44182112	44182112	0	100%	%
Sub-Total 62256274 62217019 62217019 0 100% Promoters & Promoters Group 67345006 52515468 52515468 52515468 0 100% Public 38565410 38526155 38526140 15 99.99% Grand Total 105910416 91041623 91041608 15 00.00%		Who retires by rotation and being	(Ballot)	Public	18074162	18034907	18034907	c	1000	è
Promoters & Foundation of Promoters Group 67345006 52515468 52515468 52515468 0 100% Public 38565410 38526155 38526140 15 99.99% Grand Total 105910416 91041623 91041608 15 90.99%		eligible, offers himself for re-	Voting	Sub-Total	62256374	01071763	2000	> (%00 *	% O
Promoters & G7345006 52515468 52515468 0 100% Promoters Group 38565410 38526155 38526140 15 99.99% Grand Total 105910416 91041623 91041608 15 90.99%		appointment			+ /70074	610/1770	670/1779	0	100%	%
Promoters Group 0/34300b 52515468 0 100% Public 38565410 38526155 38526140 15 99.99% Grand Total 105910416 91041623 91041608 15 90.99%				Promoters &	70017617					
Public 38565410 38526155 38526140 15 99,99% Grand Total 105910416 91041623 91041608 15 90,99%			Grand	Promoters Group	0/345000	2777468	52515468	0	100%	_ %
Grand Total 105910416 91041623 91041608 15 99.99%			Total	- FEE	7.7.2.00					
Grand Total 105910416 91041623 91041608 15 00 000			50.	rapiic	38565410	38526155	38526140	15	%66.66	0.01%
				Grand Total	105910416	91041623	91041608	7	700 00	2000

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

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



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Sr. No. of			,	No of Total	Noof	Water N	la de la constanta de la const		
the	Particulars of Resolution	Mode of	Type of		5	Votes in Numbers	umpers	Votes in %	% ⊑.
Resolution		Voting	Shareholding	Votes	Total Valid	Favour	Against	Favorir	Againe
A	a	(Lolled	votes			3	Agamor
:	0	ر	٥	ш	ц.	9	I	_	-
		e-Voting	Promoters & Promoters Group	23162894	8333356	8333356	0	100%	%
	:		Public	20491248	20491248	20491248	C	100%	8
	Ordinary Resolution - Appointment		Sub-Total	43654142	28824604	28824604		1000	5 8
4	of Mr. Suhrit Ravi Bhushan Bhardwaj (DIN : 02318190) as a Director	Physical Poll	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	%
	(Category - Promoter, Non-	(Ballot)	Public	18074162	18034907	18034907	C	100%	6
	executive, Non-independent) of the	Voting	Sub-Total	62256274	62217019	62217019	0	100%	8 8
	COLLIDATIV	Grand	Promoters & Promoters Group	67345006	52515468	52515468	0	100%	%
		Total	Public	38565410	38526155	38526155	O	100%	8
			Grand Total	105910416	91041623	91041623	0	100%	80

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

	_	%	0.01%	0.01%	%0	0.01%	0.01%	%0	0.01%	0.01%
	_	100%	%66.66	%66.66	100%	%66.66	99.99%	100%	%66.66	%66'66
	I	0	1900	1900	0	-	П	0	1901	1901
	IJ	23162894	20489348	43652242	44182112	18034906	62217018	67345006	38524254	105869260
	L.	23162894	20491248	43654142	44182112	18034907	62217019	67345006	38526155	105871161
	ш	23162894	20491248	43654142	44182112	18074162	62256274	67345006	38565410	105910416
	Ω	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Grand Total
,	ر	e-Voting	29 J		Physical Poll	(Ballot)	Voting	Grand	Total	
a				Ordinary Resolution - Appointment	of CAR. Muralidhar (DIN: 00982212) as a Director (Category - Non-	independent, Executive) of the	Company			Grand Total
4					ŀV					***************************************

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



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Sr. No. of	Darticity of Dood in the	Mode of	Type of	No of Total	No of	Votes in Numbers	umbers	Votes in %	% u
Resolution		Voting	Shareholding	Votes	Total Valid	Favour	Against	Favour	Against
4	8	U	Q	- T	Votes	(20
					-	פ	E		
		e-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	%
		9	Public	20491248	20491248	20489348	1900	766.66	0.01%
	Ordinary Resolution - Appointment		Sub-Total	43654142	43654142	43652242	190	%60 60	0.01%
9	of Mr. Ramchandra Vasant Dalvi (DIN : 00012065) as a Director (Category)	Physical Poll	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	%0.0
	Non-independent, Executive) of the	(Ballot)	Public	18074162	18034907	18034906	-	%66.66	0.01%
	Company	Voting	Sub-Total	62256274	62217019	62217018	1	%66.66	0.01%
		Grand	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	%
		Total	Public	38565410	38526155	38524254	1901	%66.66	0.01%
			Grand Total	105910416	105871161	105869260	1901	%66'66	0.01%
* Includes 39	* Includes 39255 (Dhysical Doll Bollet Weding) Shows - 17 - 17	17 T.						2/2	2

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

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TOURS & STATE OF THE PARTY OF T	
Promoters Group 23162894	e-Votine
Public 20491248	 <u>.</u>
5ub-Total 43654142	
Promoters & 44182112 Promoters Group	Physical Poll
Public 18074162	(Ballot)
Sub-Total 62256274	Voting
Promoters & 67345006 Promoters Group	Grand
Public 38565410	Total
Grand Total 105910416	

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



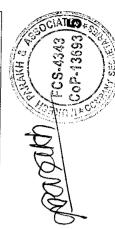
(FCS-4343) (COP-13693)

Sr. No. of		Mode of	Type of	No of Total	No of	Votes in Numbers	umbers	Votes in %	% u
Resolution	Particulars of Resolution	Voting	Shareholding	Votes Polled*	Total Valid Votes	Favour	Against	Favour	Against
4	8	၁	O	Ш	L	9	I	_	_
		o-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	%0
		9 2	Public	20491248	20491248	20491248	0	100%	%0
	Special Resolution - Re-appointment		Sub-Total	43654142	43654142	43654142	0	100%	%
∞	of Mr. Kumar Jitendra Singh (DIN : 00626823) as a Director (Category -	Physical Poll	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	%0
	Non-executive, Independent) of the	(Ballot)	Public	18074162	18034907	18034907	0	100%	%0
	Company	Voting	Sub-Total	62256274	62217019	62217019	0	100%	%
		Grand	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	%
		Total	Public	38565410	38526155	38526155	0	100%	%0
			Grand Total	105910416	105871161	105871161	0	100%	%0

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

	_	%	%0	760	5 %	0.01%	0.01%	%0	0.01%	0.01%
•	_	100%	100%	100%	100%	%66.66	%66'66	100%	99.99%	%66'66
-	-	0	0	0	0	-	-	0	-	П
	9	23162894	20491248	43654142	44182112	18034906	62217018	67345006	38526154	105871160
4	-	23162894	20491248	43654142	44182112	18034907	62217019	67345006	38526155	105871161
L		23162894	20491248	43654142	44182112	18074162	62256274	67345006	38565410	105910416
Q		Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Grand Total
ပ		Voting	8 5 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8		Physical Poll	(Ballot)	Voting	Grand	Total	
8				Special Recolution - Re-angintment	of Mr. S. Gajendran (DIN : 00250136) as a Director (Category Non-	executive, Independent) of the	Company			
٨					ത					

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



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On Call Special Resolution of Campany Voting Non-executive, Independent) of the Campany Chair Promoters & Campany Shareholding Polled* Promoters & Campany Voting Grand Promoters & Campany Shareholding Promoters & Campany Voting Grand Promoters & Campany Total Valid Promoters & Campany Total Public Total 23162894 (A182112) Total Public Total 20491248 (A182112) 20491248 (A182112	Sr. No. of	Section of Description	Mode of	Type of	No of Total	No of	Votes in Numbers	lumbers	Votes in %	%"
Special Resolution - Re-appointment of Company C D E F G Company	Resolution	rai ucuiais Of Nesolution	Voting	Shareholding	Votes Polled*	Total Valid	Favour	Against	Favour	Against
Special Resolution - Re-appointment of the Company Promoters Group Promoters Group Promoters Group Public 20491248 23162894 231	∢	8	ပ	Q	Ш	ı.	٣	J	_	, -
Special Resolution - Re-appointment of CA Jayesh M. Parmar (DIN Company) Physical Promoters & A4182112 Promoters & A4182112 44			-Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	%0
Special Resolution - Re-appointment of CA Jayesh M. Parmar (DIN 200802843) as a Director (Category – Non-executive, Independent) of the Company Physical Promoters & 44182112 44182112 44182112 Company (Ballot) Voting Company Sub-Total Sub-Total Compters & 67345006 67345006 67345006 67345006 Total Public Public Grand Total Contal Company Promoters Group Promoters & 67345006 67345006 67345006 67345006			20.00	Public	20491248	20491248	20491248	0	100%	%0
of CA Jayesh M. Parmar (DIN: Oxide) Physical Oxides Promoters & Promoters Group 44182112 44182112 Non-executive, Independent) of the Company (Ballot) Public Sub-Total 62256274 62217019 Company Promoters Group Promoters Group 67345006 67345006 Total Public 38565410 38526155 Total Grand Total 105910416 105871161		Special Resolution - Re-appointment		Sub-Total	43654142	43654142	43654142	0	100%	8
Ative, Independent) of the Voting Sub-Total 62256274 62217019 Promoters & 67345006 67345006 Grand Promoters Group 704162 18034907 Total Public 38555410 38526155 Grand Total 105910416 105871161 11	10	of CA Jayesh M. Parmar (DIN : 000802843) as a Director (Category -	Physical Poll	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	%0
Voting Sub-Total 62256274 62217019 Promoters & Grand Fromoters Group 67345006 67345006 Total Public 38565410 38526155 Grand Total 105910416 105871161 1		Non-executive, Independent) of the	(Ballot)	Public	18074162	18034907	18034907	0	100%	%0
Promoters & 67345006 67345006 67345006 Promoters Group 38565410 3856155 Grand Total 105910416 105871161 1	-	Company	Voting	Sub-Total	62256274	62217019	62217019	0	100%	%
Public 38565410 38526155 Grand Total 105910416 105871161 1			Grand	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	%
105910416 105871161			Total	Public	38565410	38526155	38526155	0	100%	%
				Grand Total	105910416	105871161	105871161	0	100%	8

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

			%	è	800	3	è	%	60	2	%		%0		%	260
	_		100%	100%	9001	%00T	1000	%00T	100%	2001	300T		100%		100%	100%
-	I		0	0	0	>	C	-	C	, (O		0		0	C
	פ		23162894	20491248	43654142	77.7.7.	44182112	1	18034907	63347040	610/1770		67345006		38526155	105871161
L	_	, 0000	73162894	20491248	43654142		44182112		18034907	62217010	05621/013		6/345006	11700100	38326155	105871161
u	J	10000	4970767	20491248	43654142		44182112		18074162	62256274	-	7007457	0/342006	20000	20202410	105910416
Q		Promoters &	Promoters Group	Public	Sub-Total	Promotere &	500000000000000000000000000000000000000	Promoters Group	Public	Sub-Total		Promoters &	Promoters Group	Dishlic	200	Grand Total
U			o-Voting	9		Physical	1100	5	(Ballot)	Voting			Grand	Total		
8				Ordinary Resolution - Be-	of of Mr. Supposedra V	Spontalient of IVI. Safetials Nullist	enpta (DIN : 00054836) as the	Deputy Managing Director (Category	- Non-Independent, Executive) of	the Company for a further maint		three (3) years effective 30 July 2017				
∢						-		 ;~I	-							

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



MOUDAN 4 400 (FCS-4343) (COP-13693)

Sr. No. of	•	Mode of	Type of	No of Total	No of	Votes in Numbers	umbers	Votes in %	% =
the Resolution	Particulars of Resolution	Voting	Shareholding	Votes Polled*	Total Valid Votes	Favour	Against	Favour	Against
٧	8	ပ	٥	w	ш	g	I	-	-
			Promoters & Promoters Group	23162894	23162894	23162894	0	100%	%0
	Ordinary Resolution - Appointment	ลูบเดง-ล	Public	20491248	20491248	20489348	1900	86.66	0.01%
	of CA R. Muralidhar (DIN:00982212)		Sub-Total	43654142	43654142	43652242	1900	%66.66	0.01%
	as the Whole-time Director	Physical	Promoters &	C+7C0787	770077				
12	designated as the Executive Director	Poli	Promoters Group	44182112	44182112	44182112	0	100%	8
1	(Finance) & CFO (Category	(Ballot)	Public	18074162	18034907	18034907	0	100%	8
	Non-independent, Executive) of the	Voting	Sub-Total	62256274	62217019	62217019	0	100%	8
	Company for a period of three (3) years effective 14 August 2017	Grand	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	%0
		Total	Public	38565410	38526155	38524255	1900	%66.66	0.01%
			Grand Total	105910416	105871161	105869261	1900	%66.66	0.01%

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

ſ	%0	0.01%	0.01%	%0	0.01%	0.01%	%0	0.01%	0.01%
_	100%	99.99%	99.99%	100%	99.99%	99.99%	100%	99.99%	99.99%
I	0	1900	1900	0	1	н	0	1901	1901
ט	23162894	20489348	43652242	44182112	18034906	62217018	67345006	38524254	105869260
ட	23162894	20491248	43654142	44182112	18034907	62217019	67345006	38526155	105871161
E	23162894	20491248	43654142	44182112	18074162	62256274	67345006	38565410	105910416
Q	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Sub-Total	Promoters & Promoters Group	Public	Grand Total
၁		e-voting		Physical Poll	(Ballot)	Voting	Grand	Total	
8		Ordinary Resolution - Appointment	of Mr. Ramchandra Vasant Dalvi (DIN	: 00012065) as the Whole-time Director designated as the Executive	Director (Works) (Category - Non-	independent, Executive) of the	Company for a period of three (3) years effective 14 August 2017		
Ø				<u>,</u>	3				

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



COP-13693 E

Mukesh Parakh & Associates Secretaries Company

Sr. No. of		Mode of	Type of	No of Total	No of Total	Votes in	Votes in Numbers	Votes in %	% u.
Resolution	raruculars of Resolution	Voting	Shareholding	Votes Polled*	Valid Votes	Favour	Against	Favour	Against
4	8	ပ	O	ш	u.	9	1	-	_
		Voting	Promoters & Promoters Group	23162894	23162894	23162894	0	100%	%0
			Public	20491248	20491248	20491248	0	100%	%0
			Sub-Total	43654142	43654142	43654142	0	100%	%
4	Ordinary Resolution - Ratification of	Physical Poll	Promoters & Promoters Group	44182112	44182112	44182112	0	100%	%
i	the Company	(Ballot)	Public	18074162	18034907	18034907	0	100%	%0
		Voting	Sub-Total	62256274	62217019	62217019	0	100%	80
		Grand	Promoters & Promoters Group	67345006	67345006	67345006	0	100%	%0
		Total	Public	38565410	38526155	38526155	0	100%	%0
			Grand Total	105910416	105871161	105871161	0	100%	8

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

For M/s. Mukesh Parakh & Associates

Company Secretaries

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



For Sunflag Iron and Steel Company Limited M No. ACS - 16186 CS Pranab Panigrahi Company Secretary

Dr. E. R. C. Shekar DIRECTOR

Chairman of the Meeting DIN - 00013670

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