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SECY / SE / 2019 / 761-762
Wednesday, 10th July, 2019

The General Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

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

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

Sub : Compliance Report on Corporate Governance - Regulation 27 (2) of the SEBI, (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the First Quarter (Q-1) ended 30th June, 2019

Ref : Sunflag Iron and Steel Company Limited - BSE Scrip Code : 500404 / NSE Symbol : SUNFLAG

Dear Sir / Madam,

Pursuant to the Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Compliance Report on Corporate Governance for the First Quarter (Q-1) ended 30th June, 2019.

Kindly place the aforesaid documents (Compliance Report/s) on records. Meantime, kindly acknowledge the receipt.

Sincerely,

For Sunflag Iron and Steel Company Limited

CS Ashutosh Mishra
Company Secretary & Compliance Officer
Membership No. ACS - 23011



Encl : As above

Visit us at www.sunflagsteel.com

BHANDARA OFFICE :
BHANDARA ROAD,
WARTH - 441 905
TEL.: 07184-285551 TO 285555
FAX : 07184 - 285740
GRAM : FLAGDYER
E-mail : admin@sunflagsteel.com

DELHI OFFICE :
D-47, DEFENCE COLONY,
2ND FLOOR, NEW DELHI - 110 024
TEL.: 011-49576030/6040/6050
FAX : 011-49576020
E-mail : delhi@sunflagsteel.com

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



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

FARIDABAD OFFICE :
PLOT No. 12, SECTOR 'B'
MATHURA ROAD,
FARIDABAD - 121 006
TEL.: 0129 - 2311116, 2311112,
2311117
E-mail : mktg_nz@sunflagsteel.com

CHENNAI OFFICE :
705, 7th FLOOR, CHALLAMALL,
11/11A, SIR THIAGARAYA ROAD,
T NAGAR, CHENNAI - 600 017
044-24342262, 24342263
FAX : 044-24347649
E-mail : mktg_sz@sunflagsteel.com

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : SUNFLAG IRON AND STEEL COMPANY LIMITED

2. First Quarter Ending : 30th June, 2019**I. Composition of Board of Directors**

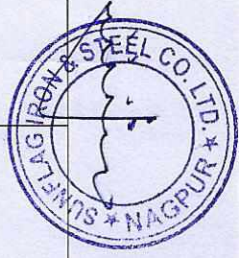
Title (Mr. / Ms)	Name of the Director(s)	PAN ^s & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of Director* (In months)	Number of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	Number of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A (1) of Listing Regulations)	Number of Memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committees held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Membership of Committees 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee
1. Mr.	Ravi Bhushan Bhardwaj	AAMPB1229N/ 00054700	Chairman (Non-executive) C & NED	23.10.1943	01.10.1998	-	-	-	1	-	1	-	1. Nomination & Remuneration Committee 2. Stakeholders' Relationship Committee 3. Corporate Social Responsibility Committee
2. Mr.	Pranav Ravi Bhardwaj	AESPB2780E / 00054805	Managing Director (Executive) ED	20.04.1974	03.02.2000	-	-	-	1	-	1	-	1. Stakeholders' Relationship Committee
3. Mr.	Dr. E. R. C. Shekar	AKPPS5177F / 00013670	Non-executive, (Independent Director) ID	20.04.1952	26.09.2014	26.09.2017	-	57	1	1	2	2	1. Audit Committee & Remuneration Committee 2. Stakeholders' Relationship Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee



4. S. Gajendran Mr.	AAAPG6553C / 00250136	Non- executive, (Independent Director) ID	07.07.1944	26.09.2014	26.09.2017	-	57	2	2	4 #	2 #	1. Audit Committee & 2. Nomination Remuneration Committee 3. Stakeholders' Relationship Committee'
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Mr. S. Gajendran in Chairperson in Audit & Stakeholder Committee of Metkore Alloys & Industries Ltd. The said Company has been admitted on 12th December, 2018 under Insolvency and bankruptcy Code, 2016 for initiation of Corporate Insolvency Resolution Process.

5. CA. Jayesh M. Parmar Mr.	AAFP4048N / 00802843	Non- executive, (Independent Director) ID	27.03.1965	26.09.2014	26.09.2017	-	57	1	1	1	-	1. Audit Committee & 2. Nomination Remuneration Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee
6. Kumar Jitendra Singh Mr.	AIMPS9257K / 00626836	Non- executive, (Independent Director) ID	05.10.1952	26.09.2014	26.09.2017	-	57	1	1	1	-	1. Audit Committee
7. Neelam Kothari Mrs.	ADUPK499IP / 06709241	Non- executive, (Independent Director) ID	04.12.1970	25.09.2015	-	-	45	1	1	1	-	1. Audit Committee
8. Surendra Kumar Gupta Mr.	ABPPG5613D / 00054836	Dy. Managing Director (Executive) ED	16.08.1948	21.05.2007	-	-	-	1	-	1	-	1. Stakeholders' Relationship Committee 2. Risk Management Committee 3. Corporate Social Responsibility Committee
9. Suhrit Ravi Bhushan Bhardwaj Mr.	AUNPB5842Q / 02318190	Director Non- executive, Non- independent	05.05.1975	27.03.2017	-	-	-	1	-	-	-	-
10. R. Muralidhar Mr.	AAMP4451N / 00982212	Whole-time Director (Non- independent , executive)	01.05.1955	14.08.2017	-	-	-	1	-	-	-	1. Risk Management Committee



11.	Ramechandra Vasant Dalvi	AAAPD4056D / 00012065	Whole-time Director (Non-independent, executive)	07.12.1950	14.08.2017	-	-	-	1	-	-	-
12.	Rooshad Russi Patel	AADPP3638A / 00473945	Non-executive, (Independent Director) ID	16.02.1952	29.09.2018	-	-	9	1	-	-	-

^s PAN number of any director would not be displayed on the website of Stock Exchange

[&] Category of Directors means Executive / Non-executive / Independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen

^{*} to be filed only for Independent Director/s. Tenure would mean total period from which Independent Director is serving on Board of Directors of the Listed Entity in continuity without any cooling off period.

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



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days) *
24 th January, 2019	21 st May, 2019	116

IV. Meeting of Committees – Audit Committee		
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter
24 th January, 2019	Yes	21 st May, 2019
		Maximum gap between any two consecutive meetings in number of days *
		116

Meeting of Committees – Nomination & Remuneration Committee		
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter
24 th January, 2019	Yes	21 st May, 2019
		Maximum gap between any two consecutive meetings in number of days *
		116

Meeting of Committees – Stakeholders' Relationship Committee		
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter
24 th January, 2019	Yes	21 st May, 2019
		Maximum gap between any two consecutive meetings in number of days *
		116

Meeting of Committees – Risk Management Committee		
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter
09 th March, 2019	Yes	-
		Maximum gap between any two consecutive meetings in number of days
		-

Meeting of Committees – Corporate Social Responsibility Committee		
Date(s) of Meeting (if any) in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the relevant quarter
24 th January, 2019	Yes	-
09 th March 2019	Yes	21 st May, 2019
		Maximum gap between any two consecutive meetings in number of days *
		43
		72

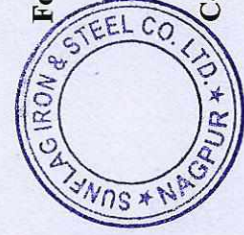
* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information as optional.



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

VI. Affirmations :

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
5. This report and / or the report submitted in the previous quarter will be / has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here : **Yes**



For Sunflag Iron and Steel Company Limited

CS Ashutosh Mishra
Company Secretary & Compliance Officer
Membership No. ACS - 23011

Place : Nagpur
Date : 10th July, 2019