

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L27100MH1984PLC034003

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCS3376C

(ii) (a) Name of the company

SUNFLAG IRON AND STEEL CO

(b) Registered office address

33 MOUNT ROAD, SADAR,  
NAGPUR- 440001  
Maharashtra  
440001  
India

(c) \*e-mail ID of the company

investor@sunflagsteel.com

(d) \*Telephone number with STD code

07122524661

(e) Website

www.sunflagsteel.com

(iii) Date of Incorporation

12/09/1984

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD  
SAKINAKA

(vii) \*Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 27/09/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	98.54

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 7

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SUNFLAG POWER LIMITED	U31200UR2003PLC027802	Subsidiary	100
2	KHAPPA COAL COMPANY PRIV	U10100MH2009PTC191907	Subsidiary	63.27

3	SUNFLAG FOUNDATION	U74999MH2017NPL289961	Subsidiary	100
4	CT MINING PRIVATE LIMITED	U10100JH2008PTC013329	Joint Venture	31.8
5	MADANPUR (NORTH) COAL CO	U10101CT2007PTC020161	Joint Venture	11.73
6	DAIDO D.M.S. INDIA PRIVATE L	U28113HR2015FTC054839	Joint Venture	20
7	RAMESH SUNWIRE PRIVATE LIM	U28999MH2016PTC287281	Joint Venture	49

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	205,000,000	180,219,448	180,219,448	180,219,448
Total amount of equity shares (in Rupees)	2,050,000,000	1,802,194,480	1,802,194,480	1,802,194,480

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of FV of Rs.10/- each, Fully Paid-up				
Number of equity shares	205,000,000	180,219,448	180,219,448	180,219,448
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,050,000,000	1,802,194,480	1,802,194,480	1,802,194,480

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
<b>At the beginning of the year</b>	180,219,448	1,802,194,480	1,802,194,480	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	180,219,448	1,802,194,480	1,802,194,480	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	

<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

25/09/2018

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,470,619,940
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			404,026,020
Deposit			0
<b>Total</b>			<b>2,874,645,960</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

22,294,933,022

**(ii) Net worth of the Company**

9,404,176,001

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,612,140	0.89	0	
	(ii) Non-resident Indian (NRI)	13,217,398	7.33	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8,521,425	4.73	0	
10.	Others Foreign Bodies Corporate	65,253,582	36.21	0	
	<b>Total</b>	88,604,545	49.16	0	0

**Total number of shareholders (promoters)**

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	62,297,720	34.57	0	
	(ii) Non-resident Indian (NRI)	1,281,984	0.71	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	3,091,474	1.72	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	400	0	0	
4.	Banks	137,182	0.08	0	
5.	Financial institutions	96,013	0.05	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	35,200	0.02	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	23,615,805	13.1	0	
10.	Others Trust/Clearing members/NE	1,059,125	0.59	0	
	<b>Total</b>	91,614,903	50.84	0	0

**Total number of shareholders (other than promoters)**

57,743

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

57,747

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	57,843	57,743
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	1	2	1	2	0.89	7.33
<b>B. Non-Promoter</b>	3	6	3	6	0	0
(i) Non-Independent	3	0	3	0	0	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>8</b>	<b>4</b>	<b>8</b>	<b>0.89</b>	<b>7.33</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 14

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMCHANDRA VASAN	00012065	Whole-time director	0	
EDAYATHIMANGALAM	00013670	Director	2,000	
RAVI BHUSHAN SATY,	00054700	Director	0	
PRANAV RAVI BHARD	00054805	Managing Director	1,612,140	
SURENDRA KUMAR P	00054836	Managing Director	0	
GAJENDRAN S	00250136	Director	0	07/07/2019
ROOSHAD RUSSI PAT	00473945	Director	0	14/12/2019
KUMAR JITENDRA SIN	00626836	Director	0	
JAYESH MADHAVJI PA	00802843	Director	0	27/09/2019
RAMBHATLA MURALI	00982212	Whole-time director	0	
SUHRIT RAVI BHUSHA	02318190	Director	13,217,398	
NEELAM NARESH KO	06709241	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMBHATLA MURALI	AAMPR4451N	CFO	0	30/09/2019
ASHUTOSH MISHRA	AFDPM4265M	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ROOSHAD RUSSI PAT	00473945	Director	25/09/2018	Change in Designation as Director [C
PRANAB PANIGRAHI	AJCPP2041B	Company Secretary	12/11/2018	Ceased to be Company Secretary &
ASHUTOSH MISHRA	AFDPM4265M	Company Secretary	12/11/2018	Appointed as Company Secretary & (

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
32nd Annual General Meeting	25/09/2018	57,460	49	47.12

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2018	12	11	91.67
2	13/08/2018	12	10	83.33
3	12/11/2018	12	10	83.33
4	24/01/2019	12	11	91.67

**C. COMMITTEE MEETINGS**

Number of meetings held

22

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/05/2018	5	4	80
2	Audit Committee	13/08/2018	5	4	80
3	Audit Committee	12/11/2018	5	4	80
4	Audit Committee	24/01/2019	5	5	100
5	Nomination and Remuneration	28/05/2018	4	2	50
6	Nomination and Remuneration	13/08/2018	4	2	50
7	Nomination and Remuneration	12/11/2018	4	4	100
8	Nomination and Remuneration	24/01/2019	4	4	100
9	Stakeholders' Meeting	28/05/2018	5	3	60
10	Stakeholders' Meeting	12/11/2018	5	3	60

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2019
								(Y/N/NA)
1	RAMCHANDRAN	4	4	100	0	0	0	Yes
2	EDAYATHIMAN	4	4	100	22	20	90.91	No
3	RAVI BHUSHAN	4	4	100	15	6	40	Yes
4	PRANAV RAVI	4	3	75	7	4	57.14	Yes
5	SURENDRA K	4	4	100	14	14	100	Yes
6	GAJENDRAN	4	4	100	11	11	100	Not Applicable
7	ROOSHAD R	4	4	100	0	0	0	Yes
8	KUMAR JITEN	4	4	100	6	6	100	Yes
9	JAYESH MADH	4	2	50	13	8	61.54	Yes
10	RAMBHATLA	4	4	100	1	1	100	Yes
11	SUHRIT RAVI	4	2	50	0	0	0	No

12	NEELAM NAF	4	3	75	4	3	75	Yes
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**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRANAV RAVI BH	Managing Direct	14,625,480	33,771,194	0	1,503,326	49,900,000
2	SURENDRA KUMA	Deputy Managin	10,382,558	0	0	599,521	10,982,079
3	RAMBHATLA MUR	Whole-time Dire	9,103,750	0	0	277,500	9,381,250
4	RAMCHANDRA VA	Whole-time Dire	7,444,800	0	0	205,000	7,649,800
	Total		41,556,588	33,771,194	0	2,585,347	77,913,129

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRANAB PANIGRA	Company Secre	2,130,836	0	0	50,330	2,181,166
2	Ashutosh Mishra	Company Secre	1,222,774	0	0	40,215	1,262,989
	Total		3,353,610	0	0	90,545	3,444,155

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	EDAYATHIMANGA	Independent Dir	0	200,000	0	169,000	369,000
2	GAJENDRAN S	Independent Dir	0	200,000	0	122,000	322,000
3	JAYESH MADHAV	Independent Dir	0	200,000	0	101,000	301,000
4	KUMAR JITENDRA	Independent Dir	0	200,000	0	110,000	310,000
5	NEELAM NARESH	Independent Dir	0	200,000	0	74,000	274,000
6	ROOSHAD RUSSI	Independent Dir	0	200,000	0	70,000	270,000
7	RAVI BHUSHAN SA	Chairman (Non-	0	9,203,817	0	0	9,203,817
	Total		0	10,403,817	0	646,000	11,049,817

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

CS MUKESH DULICHANDJI PARAKH

Whether associate or fellow

Associate  Fellow

Certificate of practice number

13693

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director



DIN of the director

#### To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

#### List of attachments

List of Shareholders 31 March 2019.pdf  
Form No MGT8 31 March 2019.pdf  
ROCTransfer 30032019.pdf  
Details of Committee Meetings - Sunflag.p  
Note - Clarification.pdf

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**