

Through Online Filing

SECY / SE / 2019 / 990-991
Wednesday, 9th October, 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 Second Quarter (Q-2) and Half Year (H-1) ended 30th September, 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 of the Company in Annexure I and Annexure III for the Second Quarter (Q-2) and Half Year (H-1) ended 30th September, 2019 as per the format prescribed by the Stock Exchanges.

Kindly place the aforesaid documents (Compliance Report/s) on records.

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,
WARTHI - 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 '6'
MATHURA ROAD,
FARIDABAD - 121 006
TEL.: 0129 - 2311116, 23111112,
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. **SECOND QUARTER ENDING** : **30TH SEPTEMBER, 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) &	Initial Date of Appointme nt	Date of Re- appointment	Date of Cessation	Tenure of Director* (In months)	Date of Birth	Number of Directorship in listed entities including this listed entity (in reference to Regulation 17 A (1) of Listing Regulations)	Number of Independent Directorship in listed entities including this listed entity (in reference to Proviso to 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 and Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee
Mr.	Ravi Bhushan Bhardwaj	AAMPB1229N/ 00054700	Chairman (Non- executive) C & NED	01.10.1998	-	-	-	23.10.1943	1	-	1	-	1. Nomination and Remuneration Committee 2. Stakeholders' Relationship Committee 3. Corporate Social Responsibility Committee
Mr.	Pranav Ravi Bhardwaj	AESPB2780E / 00054805	Managing Director (Executive) ED	03.02.2000	17.01.2016	-	-	20.04.1974	1	-	1	-	1. Stakeholders' Relationship Committee
Mr.	Dr. E. R. C. Shekar	AKPPS5177F / 00013670	Non- executive, (Independent Director) ID	26.09.2014	26.09.2017	-	60	20.04.1932	1	1	2	2	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee



Mr.	S. Gajendran #	AAAPG6553C / 00250136	Non-executive, (Independent Director) ID	26.09.2014	26.09.2017	07.07.2019	57	07.07.1944	2	2	4 #	2 #	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee
# Mr. S. Gajendran is Chairperson in Audit & Stakeholder Relationship Committee of Metkore Alloys & Industries Ltd. The said Company has been admitted on 12 th December, 2018 under Insolvency and bankruptcy Code, 2016 for initiation of Corporate Insolvency Resolution Process.													
. Mr.	CA Jayesh M. Parmar	AAFPP4048N / 00802843	Non-executive, (Independent Director) ID	26.09.2014	26.09.2017	27.09.2019	60	27.03.1965	2	2	1	-	1. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee
Mr.	Kumar Jitendra Singh	AIMPS9257K / 00626836	Non-executive, (Independent Director) ID	26.09.2014	26.09.2017	-	60	05.10.1952	1	1	1	-	1. Audit Committee 2. Corporate Social Responsibility Committee
Mrs.	Neelam Kothari	ADUPK4991P / 06709241	Non-executive, (Independent Director) ID	25.09.2015	-	-	48	04.12.1970	1	1	2	-	1. Audit Committee 2. Stakeholders' Relationship Committee
Mr.	Surendra Kumar Gupta	ABPPG5613D / 00054836	Dy. Managing Director (Executive) ED	21.05.2007	30.07.2017	-	-	16.08.1948	1	-	1	-	1. Stakeholders' Relationship Committee 2. Risk Management Committee 3. Corporate Social Responsibility Committee



Mr.	Suhrit Ravi Bhushan Bhardwaj	AUNPB5842Q / 02318190	Director Non-executive, Non-independent	27.03.2017	-	-	-	05.05.1975	1	-	-	-	-
Mr.	R. Muralidhar	AAMPR4451N / 00982212	Whole-time Director (Non-independent, executive)	14.08.2017	-	-	-	01.05.1955	1	-	-	-	1. Risk Management Committee
Mr.	Ramchandra Vasant Dalvi	AAAPD4056D / 00012065	Whole-time Director (Non-independent, executive)	14.08.2017	-	-	-	07.12.1950	1	-	-	-	-
Mr.	Rooshad Russi Patel	AADPP3638A / 00473945	Non-executive, (Independent Director) ID	29.09.2018	-	-	12	16.02.1952	1	1	1	-	1. Audit Committee 2. Nomination and Remuneration Committee 3. Risk Management Committee
Mr.	Sajiv Dhawan	AADPD1376K / 00160085	Non-executive, (Independent Director) ID	27.09.2019	-	-	4 days	19.09.1970	1	1	-	-	-

Whether Regular Chairperson appointed : Yes

Whether Chairperson is related to Managing Director or CEO : Yes

^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						
S. N.	Name of Committees	Whether Regular Chairperson appointment	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) &	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Dr. E. R. C. Shekar CA Jayesh M. Parmar Mr. Kumar Jitendra Singh Mr. S. Gajendran Mrs. Neelam Kothari Mr. Rooshad Russi Patel	Chairman (Non-executive, Independent Director) Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director	17.01.2001 23.06.2009 28.05.2016 23.06.2009 28.05.2016 12.08.2019	- 27.09.2019 - 07.07.2019 - -
2	Nomination and Remuneration Committee	Yes	Dr. E. R. C. Shekar Mr. S. Gajendran CA Jayesh M. Parmar Mr. Ravi Bhushan Bhardwaj Mr. Rooshad Russi Patel	Chairman (Non-executive, Independent Director) Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director	28.01.2002 23.06.2009 23.06.2009 21.05.2014 12.08.2019	- 07.07.2019 27.09.2019 - -
3	Stakeholders' Relationship Committee	Yes	Dr. E. R. C. Shekar Mr. Ravi Bhushan Bhardwaj Mr. Pranav Bhardwaj Mr. Surendra Kumar Gupta Mr. S. Gajendran Mrs. Neelam Kothari	Chairman (Non-executive, Independent Director) Non-executive, Chairman Executive – Managing Director Executive – Dy. Managing Director Non-executive, Independent Director Non-executive, Independent Director	28.01.2002 28.01.2002 28.01.2002 15.09.2003 23.09.2008 12.08.2019	- - - - 07.07.2019 -
4	Risk Management Committee	Yes	Dr. E. R. C. Shekar CA Jayesh M. Parmar Mr. Surendra Kumar Gupta CA R. Muralidhar Mr. Rooshad Russi Patel	Chairman (Non-executive, Independent Director) Non-executive, Independent Director Executive – Dy. Managing Director Executive Director - Finance & CFO Non-executive, Independent Director	06.02.2015 06.02.2015 06.02.2015 06.02.2015 12.08.2019	- 27.09.2019 - - -
5	Corporate Social Responsibility Committee	Yes	Mr. Ravi Bhushan Bhardwaj Dr. E. R. C. Shekar CA Jayesh M. Parmar Mr. Surendra Kumar Gupta Mr. Kumar Jitendra Singh	Chairman (Non-executive, Chairman) Non-executive, Independent Director Non-executive, Independent Director Executive – Dy. Managing Director Non-executive, Independent Director	21.05.2014 21.05.2014 21.05.2014 21.05.2014 12.08.2019	- - 27.09.2019 - -

& 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.



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	Whether requirement of Quorum met (details) *	Number of Directors Present *	Number of Independent Directors Present *	Maximum gap between any two consecutives (in number of days)
21 st May, 2019	12 th August, 2019	Yes	11	6	82 days
-	27 th September, 2019	Yes	9	4	45 days

IV. Meeting of Committees – Audit Committee					
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) *	Number of Directors Present *	Number of Independent Directors Present *	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
12 th August, 2019	Yes	4	4	21 st May, 2019	82 days
27 th September, 2019	Yes	4	4	-	45 days

IV. Meeting of Committees – Nomination and Remuneration Committee					
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) *	Number of Directors Present *	Number of Independent Directors Present *	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
12 th August, 2019	Yes	3	2	21 st May, 2019	82 days
27 th September, 2019	Yes	3	2	-	45 days

IV. Meeting of Committees – Stakeholders' Relationship Committee					
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) *	Number of Directors Present *	Number of Independent Directors Present *	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
12 th August, 2019	Yes	4	1	21 st May, 2019	82 days

IV. Meeting of Committees – Risk Management Committee					
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) *	Number of Directors Present *	Number of Independent Directors Present *	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
-	-	-	-	-	-



IV. Meeting of Committees – Corporate Social Responsibility Committee					
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) *	Number of Directors Present *	Number of Independent Directors Present *	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
12 th August, 2019	Yes	4	2	21 st May, 2019	82 days

* 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 the Audit Committee	NA


VI. Affirmations:

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee (applicable to the top 100 listed entities)
- 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**
- 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**
- 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**

Place : Nagpur
Date : 09th October, 2019



For Sunflag Iron and Steel Company Limited


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

HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. **NAME OF LISTED ENTITY** : **SUNFLAG IRON AND STEEL COMPANY LIMITED**
2. **HALF YEAR ENDING** : **30TH SEPTEMBER, 2019**

I. Affirmations		
Broad heading	Regulation Number	Compliance Status (Yes / No / NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on Website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Dr. E. R. C. Shekar, Chairman of the Meeting has authorised CA Jayesh M. Parmar (Member of the Audit Committee) to attend the 33 rd Annual General Meeting on his behalf. CA Jayesh M. Parmar attended the meeting.
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	Dr. E. R. C. Shekar, Chairman of the Meeting has authorised CA Jayesh M. Parmar (Member of the Nomination and Remuneration Committee) to attend the 33 rd Annual General Meeting on his behalf. CA Jayesh M. Parmar attended the meeting.
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting.	20(3)	Dr. E. R. C. Shekar, Chairman of the Meeting has authorised Mr. Surendra Kumar Gupta (Member of the Stakeholder Relationship Committee) to attend the 33 rd Annual General Meeting on his behalf. Mr. Surendra Kumar Gupta attended the meeting.
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes

For Sunflag Iron and Steel Company Limited



A handwritten signature in blue ink, appearing to read "Ashutosh Mishra".

CS Ashutosh Mishra

Company Secretary & Compliance Officer
Membership No. ACS - 23011

Place : Nagpur
Date : 9th October, 2019