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SECY/2022/Stock Exchange/ 259-260 Thursday, the 29th September, 2022

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

To,

Deputy General Manager,

Department of Corporate Services.

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001

Ref: Script Code: BSE - 500404

To.

The Manager, Listing Department,

National Stock Exchange of India Limited

"Exchange Plaza", C - 1, Block G,

Bandra - Kurla Complex, Bandra (East),

MUMBAI-400 051

Ref: Script Code: NSE - SUNFLAG

Outcome and Proceedings of the 36th Annual General Meeting - Wednesday, the 28th September, 2022 at 12:00 PM (IST).

As precautionary measures for avoiding spread of COVID-19 infections, social distancing norm is required to be followed. Accordingly, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020; April 13, 2020; Circular no. 02/2021 dated January 13, 2021 and Circular no. 02/2022 dated May 05, 2022 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI') vide its Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars'), have permitted the holding of Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the 36th AGM of the Company was conducted through VC / OAVM.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the 36th Annual General Meeting (AGM) of the Company was held on Wednesday, the 28th September, 2022 at 12.00 p.m. through VC / OAVM. The following items of business as set out in the Notice of AGM dated 25th August, 2022 were transacted at the Meeting:

- To receive, consider and adopt the Audited Financial Statements (Standalone & 1. Consolidated) of the Company for the Financial Year 2021-22 ended 31st March, 2022. including the Balance Sheet as at 31st March, 2022, Profit and Loss and Cash Flow for the Financial Year 2021-22 ended 31st March, 2022, together with the Board's Report and Report of the Statutory Auditors thereon.
- To appoint a director in place of Mr. Surendra Kumar Gupta (DIN 00054836), who 2. retires by rotation and, being eligible, offers himself for re-appointment

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: delhioffice@sunflagsteel.com MUMBALOFFICE: 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

FARIDABAD OFFICE: PLOT No. 12, SCTOR '6' MATHURA ROAD. FARIDABAD - 121 006 TEL: 0129 - 2311116, 23111112, 2311117

CHENNAL OFFICE: 705, 7th FLOOR, CHALLAMALL, 11/11A, SIR THIAGARAYA ROAD, T NAGAR, CHENNAI - 600 017 044-24342262, 24342263 FAX: 044-24347649

- Re-appointment of Mr. Sajiv Dhawan (DIN: 00160085), as an Independent Director of 3. the Company for a fixed second term of five (5) consecutive years from 27th September, 2022 till 26th September, 2027.
- Appointment of Mr. Mattegunta Anjani Venkatramana Goutham (DIN: 00101447), as a 4. Director (Category - Non-executive, Independent) of the Company and also as an Independent Director of the Company, not liable to retire by rotation, for a fixed first term of three (3) consecutive years i.e. from 12th August, 2022 up to 11th August, 2025.
- 5. Appointment of Mr. Tirthnath Indranath Jha (DIN: 07593002), as a Director (Category – Non-executive, Independent) of the Company, and also as an Independent Director of the Company, not liable to retire by rotation, for a fixed first term of three (3) consecutive years i.e. from 3rd September, 2022 up to 2nd September, 2025.
- Consent of Members for increase in the limits applicable for making investments / 6. extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate, pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary.
- 7. To ratify the remuneration of Cost Auditors of the Company for the Financial Year 2022-23.

The voting results along with the Scrutinizer's Report will be available on the Company's website at www.sunflagsteel.com and on the website of the National Securities Depository Limited at www.evoting.nsdl.com. Same will also be made available on the website of BSE www.bseindia.com and National Limited Stock Exchange of India Limited www.nseindia.com.

Further, the Summary of the proceedings of 36th Annual General Meeting of the Company is attached herewith for your reference and records.

You are requested to take the above submissions on record.

For Sunflag Iron and Steel Company Limited

CS Ashutosh Mishra **Company Secretary** ACS - 23011

e-Mail: avm@sunflagsteel.com Phone No: +91 712 2524661

33, Mount Road, Sadar, Nagpur – 440001.

Mobile No: +91 9373793288

PROCEEDINGS OF THE THIRTY-SIXTH (36TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNFLAG IRON AND STEEL COMPANY LIMITED HELD ON WEDNESDAY, THE 28TH DAY OF SEPTEMBER, 2022 AT 12.00 P. M. THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM").

DEEMED VENUE OF THE MEETING: REGISTERED OFFICE- 33, MOUNT ROAD, SADAR, NAGPUR-440001 MH, IN

DIRECTORS PRESENT THROUGH VIDEO CONFERENCING:

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1.	MR. RAVI BHUSHAN BHARDWAJ	NON-EXECUTIVE, CHAIRMAN
2.	MR. ANAND SADASHIV KAPRE	NON–EXECUTIVE, INDEPENDENT DIRECTOR
3.	DR. E.R.C. SHEKAR	NON–EXECUTIVE, INDEPENDENT DIRECTOR
4.	MR. KUMAR JITENDRA SINGH	NON-EXECUTIVE, INDEPENDENT DIRECTOR
5.	MR. M.A.V. GOUTHAM	ADDITIONAL DIRECTOR (NON-EXECUTIVE, INDEPENDENT)
6.	CA NEELAM KOTHARI	NON-EXECUTIVE, INDEPENDENT DIRECTOR
7.	MR. PRANAV BHARDWAJ	MANAGING DIRECTOR
8.	CAR. MURALIDHAR	DIRECTOR (FINANCE)
9.	MR. RAMCHANDRA V. DALVI	DIRECTOR (TECHNICAL)
10.	MR. SAJIV DHAWAN	NON-EXECUTIVE, INDEPENDENT DIRECTOR

11.	MR. SUHRIT BHARDWAJ	NON-EXECUTIVE DIRECTOR
12.	MR. SURENDRA KUMAR GUPTA	DEPUTY MANAGING DIRECTOR
13.	MR. TIRTHNATH JHA	ADDITIONAL DIRECTOR (NON-EXECUTIVE, INDEPENDENT)
14.	CA VINITA BAHRI	NON-EXECUTIVE,

INDEPENDENT DIRECTOR

ALSO PRESENT THROUGH VIDEO CONFERENCING:

1.	CS ASHUTOSH MISHRA	COMPANY SECRETARY & COMPLIANCE OFFICER
2.	MR. S. MAHADEVAN	CHIEF FINANCIAL OFFICER
3.	CA DEEPAK AGGARWAL	PARTNER, M/S. N S B P & CO., CHARTERED ACCOUNTANTS, NEW DELHI (STATUTORY AUDITORS)
4.	CS MUKESH D PARAKH	SECRETARIAL AUDITORS & SCRUTINIZER (M/S. MUKESH PARAKH & ASSOCIATES, COMPANY SECRETARIES, NAGPUR)

MEMBERS PRESENT THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS - 37 (Thirty-seven)

PROCEEDINGS:

STATUTORY RECORDS AND REGISTERS:

The Statutory records, Statutory Register/s and such other documents as required to be maintained by the Company were made available as per the provisions of law.

CHAIRMAN OF THE MEETING:

As per Article 94 of the Articles of Association of the Company, Chairman of the Company shall be the Chairman of the Annual General Meeting.

Mr. Ravi Bhushan Bhardwaj, Non-executive Chairman of the Company took the chair and presided over the 36th Annual General Meeting of the Company held through Video Conferencing (VC) / Other Audio-Visual Means, without the physical presence of the Members at a common venue, as per the provisions of the Companies Act, 2013, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs.

QUORUM:

Requisite valid quorum i.e. minimum thirty (30) members were present through Other Audio-Visual Means at the commencement of the meeting, the Chairman declared the meeting open and welcomed the members present. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA, Members were informed that the requirement of appointing proxies is not applicable. The requisite valid quorum was also present while continuation of the meeting and transacting all the business agenda items.

INTRODUCTION:

All the Directors of the Company were present at the Meeting virtually from the various locations in India and abroad. The Directors were welcomed and introduced to the Members.

It was further informed to the Members that, Chief Financial Officer of the Company, representatives of Statutory Auditors, Secretarial Auditors and Scrutinizers for processing the remote e-voting and the e-voting at the AGM, were also present at the Meeting virtually.

It was further informed that the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee was present at the meeting. The Company Secretary of the Company was also present.

CHAIRMAN'S SPEECH:

The Chairman in his speech apprised the Members that according to the World Economic Situation and Prospects 2022 report, Global economic recovery hinges on a delicate balance amid new waves of COVID-19 infections, persistent labour market challenges, lingering supply-chain constraints and rising inflationary pressures. After a global contraction of 3.4 per cent in 2020 and following an expansion of 5.5 per cent in 2021, the highest rate of growth in more than four decades, the world economy is projected to grow by 4 per cent in 2022 and 3.5 per cent in 2023.

He further apprised the Members that the Global recovery in output in 2021 was largely driven by robust consumer spending and some uptake in investment. Trade in goods bounced back, surpassing the pre-pandemic level. Growth impetus generally has been weaker in most developing countries and economies in transition.

On the Economic Outlook, he informed that the Global growth is projected to grow by 4% in 2022. Moreover, supply chain disruptions, energy price volatility, and localized wage pressures have enhanced the uncertainty around inflation and policy paths. Further, in India inflation is expected to decelerate throughout 2022. The Reserve Bank of India has begun to taper liquidity by increasing the volume of reverse repo operations and the cash reserve ratio; it raises interest rates throughout 2022. Monetary policy in many countries will need to curb inflationary pressures, while fiscal policy will need to prioritize health and social spending.

On the front of Indian Economy, he informed that the India's economic recovery is on a solid path, amid rapid vaccination progress, less stringent social restrictions and still supportive fiscal and monetary stances. GDP is projected to expand by 6.7 per cent in 2022, robust export growth and public investments underpin economic activity, but high oil prices and coal shortages could put the brakes on economic activity in the near term. It will remain crucial to encourage private investment to support inclusive growth beyond the recovery. India has taken an important step by committing to 50 per cent of its energy mix coming from renewable sources by 2030 and to reaching net-zero emissions by 2070.

On the Global and Indian Steel Industry- Economic and business outlook, he apprised that the global steel industry has partially recovered with increase in global steel production by 3.7% during 2021, compared to 2020. This is primarily due to economics opening up after wide scale vaccinations, gradual commencement of economic activity, and significant change in retail consumer behaviour mainly in automotive and construction sectors. Further, increase in raw material prices mainly concerning coking coal, iron ore and oil & fuel have pushed the market prices of steel.

Government has taken various steps to boost the sector including the introduction of National Steel Policy 2017 which aims to increase the per capita steel consumption to 160 kgs by 2030-31 and allowing 100% Foreign Direct Investment (FDI) in the steel sector under the automatic route. The Government has also promoted policy which provides a minimum value addition of 15% in notified steel products covered under preferential procurement. The new Vehicle Scrappage policy will help in reducing the steel prices since the policy enables recycling the materials used in old vehicles.

He further apprised Members that during the Financial Year under review, the total Income of your Company stood at approx. Rs. 2,703 Crores as compared to approx. Rs. 1,902 Crores of the previous financial year. Your Company has ended the financial year 2021-22 with a profit after tax of approx. Rs. 216 Crores as against the previous financial year's approx. Rs. 134 Crores.

SUNFLAG STEEL's Super Alloy Steel manufacturing facility has been commissioned and now it shall be able cater to requirements related to Aircraft Parts, Defence, Space

Vehicle, Nuclear Reactor, Super-critical Power Plants, Industrial and Vehicle Gas Turbines, Petro-Chemical Plants and other High Temp and Corrosive Applications. This will enable the Company to reduce its dependency on automotive and auto ancillary industries and create opportunity for expansion and foray in new markets.

In his speech, Chairman informed Members about current challenges and threat viz. Raw material consumption as the major component in the total expenditure for *SUNFLAG STEEL*. The availability and prices of raw material viz. iron ore, coking coal, LAM coke, high value ferro alloys etc. which usually remains volatile coupled with uncertain demand in the Automobile industry are the major threats for *SUNFLAG STEEL*.

With a growing NPAs in the banking sector and stringent norms being imposed by RBI, timely availability of funds for working capital needs have become major challenge for Sunflag, particularly to take care of the temporary requirement of working capital and taking advantage of market demand.

SUNFLAG STEEL exploring better opportunities in the years to come due to continuous developments of new grades of high alloy steel as well as wire rod. SUNFLAG STEEL is developing various Special Steels which are presently not being made in India. The grades developed are in bearing grades for ball application, soft magnetic ferritic stainless steel, particularly duplex, super duplex stainless steel, precipitation hardening stainless steel, tool steels and high-speed steels. Further, venturing into the self-dependency of raw materials will help in reduction in the cost of production and enhancing the profitability.

He further apprised Members about the material developments during the year under review wherein Company could see some material change in the top line and in profitability. Indian Steel industry has been driven by availability of raw material viz. iron ore, coal, coking coal etc. and cost of labour. Consequently, the financial year under review remained volatile during the year. Further, your Company with continuous development of new grades of steel and upgradation of plant and equipment, could maintain its presence in the market particularly in automobile industry. As a result, there was an increase in the sales and profit before tax. EBIDTA as a percentage to total income for the year was 14.90% as against 13.53% for the previous year.

In order to achieve effective cost reduction and improvement in productivity, activity of Total Productive Maintenance (TPM) continued to be implemented by the Company during the Financial Year 2021-22 under review.

He further informed about the status of new Projects during the year under review viz. the Company during the year under review has supplied samples of steel from its super alloy plant to prospective customers. Further Sunflag has been allocated a coal mine viz. Bhivkhund coal block in November 2021. The ongoing project viz. expansion at Blooming Mill, the Company has received all imported equipment / machineries and it's commissioning is likely to take place in the last quarter of Financial Year 2022-23.

He also informed that since the Company requires more funds through internal accruals to cope up with the terms and conditions of the lending banks financing the ongoing capital projects under the expansion programme, which will enable future growth of the

Company. Due to the need to support capex for long-term sustainability in future, your directors took a prudent decision to plough back the profits into the business and not to recommend any dividend for the Financial Year 2021-22.

At *SUNFLAG STEEL*, we always ensure that we evolve and follow the Corporate Governance guidelines and best practices diligently, not just to boost long-term shareholder value but also to respect minority rights. We consider it our inherent responsibility to disclose accurate and timely information regarding the operations & performance, leadership and governance of the Company.

Chairman further informed that the Company Management with its visionary approach is trying hard to make the Company as one of the best Company amongst its peers with adaptability in the competitive business environment to improve financial growth in the long term.

Thereafter, the Chairman gratefully acknowledged the assistance and support extended to the Company by all the Banks and Government agencies, who have stood by the Company, with their continued support. He thanked all his colleagues on the Board for their valuable advice and co-operation.

Also, expressed his heartfelt thanks to every stakeholder for standing by the Company in times of need, assuming responsibilities of true partnerships. He expressed his admiration for employees, management and union, for their single-minded commitment to *SUNFLAG STEEL*

NOTICE CONVENING THE 36TH ANNUAL GENERAL MEETING:

The Notice convening the 36th Annual General Meeting of the members of the Company, was already issued and circulated to the members of the Company and hence the notice of the Annual General Meeting was taken as read with the consent of all.

REPORT OF THE STATUTORY AUDITORS:

The Independent Auditors' Report for the financial statement/s (Standalone & Consolidated) of the Company for the Financial Year 2021-22 forming an integral part of the 36th Annual Report of the Company, was already issued and circulated to the members of the Company and other/s, entitled to receive the same and with the consent of the members present in the meeting, the Independent Auditors' Report/s of the Statutory Auditors' for the financial statement/s (Standalone & Consolidated) of the Company for the Financial Year 2021-22 were taken as read. There were no qualifications, observations or adverse remarks in the Statutory Auditor's and the Secretarial Auditor's Reports.

e-VOTING:

It was informed to the members, that as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendment thereof and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing

Regulations], Members have been provided with the facility to cast their vote on the resolutions proposed to be passed in this Annual General Meeting (AGM) by electronic means (remote e-voting) as well as e-voting in the AGM.

It was also apprised to the members that the facility for e-voting is available at the AGM for the members who are present and did not cast their votes through remote e-voting. It was also informed that the members who have already cast their vote through remote e-voting not to cast their vote again in the AGM as their vote will be treated as invalid.

Thereafter the following business item/s as set out in the Notice of 36th Annual General Meeting dated 25th August, 2022 were taken up for consideration of the members of the Company present:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year 2021-22 ended 31st March, 2022, including, the Balance Sheet as at 31st March, 2022, Statement of Profit and Loss and Cash Flow for the Financial Year 2021-22 ended 31st March, 2022, together with the Board's Report and Report of the Statutory Auditors thereon.
- 2. To appoint a director in place of Mr. Surendra Kumar Gupta (DIN 00054836), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 3. Re-appointment of Mr. Sajiv Dhawan (DIN: 00160085), as an Independent Director of the Company for a fixed second term of five (5) consecutive years from 27th September, 2022 till 26th September, 2027.
- 4. Appointment of Mr. Mattegunta Anjani Venkatramana Goutham (DIN: 00101447), as a Director (Category Non-executive, Independent) of the Company and also as an Independent Director of the Company, not liable to retire by rotation, for a fixed first term of three (3) consecutive years i.e. from 12th August, 2022 up to 11th August, 2025.
- 5. Appointment of Mr. Tirthnath Indranath Jha (DIN: 07593002), as a Director (Category Non-executive, Independent) of the Company, and also as an Independent Director of the Company, not liable to retire by rotation, for a fixed first term of three (3) consecutive years i.e. from 3rd September, 2022 up to 2nd September, 2025.
- 6. Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate, pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary.
- 7. To ratify the Remuneration of Cost Auditors of the Company for the Financial Year 2022-23.

The Chairman once again informed the members that the proposed resolutions are open for e-voting. It was further informed that only those Members of the Company who have not voted through 'remote e-voting' facility and are attending this Annual General Meeting can cast their votes through e-voting system in the AGM and up to 15 minutes after the conclusion of the AGM.

It was also informed to the members that the outcome of the voting will be the cumulative count of the valid votes cast through remote e-voting and e-voting in the AGM. The Scrutinizer shall submit their report, as per the provisions of the Companies Act, 2013 ('Act') read with Rules made there under. The Scrutinizer's Report shall be based on the results of the remote e-voting and e-voting in the AGM. The results of the aforesaid Seven (7) Resolution/s shall be declared as per the provisions of the Act read with Rules made there under by the Chairman of the Meeting or the person authorized by him for the purpose.

The consolidated results of remote e-voting and e-voting in the AGM, so declared as per the provisions of the Act read with Rules made there under, be posted on the website of the Company as well as web site of Stock Exchanges, NSDL and RTA of the Company within 48 hours of the conclusion of the AGM.

In terms of the provisions of the Act, read with the Rules made there under, the resolutions passed by e-voting including remote e-voting shall be treated as passed or approved in the 36th Annual General Meeting of the members of the Company.

QUERY AND CONCERNS RAISED BY THE SHAREHOLDERS AND THEIR RESOLUTION:

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, were requested to write to the Company as per specifications in the notice of AGM through email on investor@sunflagsteel.com. The same will be duly replied.

The Chairman of the Meeting thereafter declared the meeting as concluded with a vote of thanks.

Time of Conclusion of Meeting: 12:33 p.m. (IST)

For Sunflag Iron and Steel Company Limited

CS Ashutosh Mishra Company Secretary and Compliance Officer ICSI Membership No.: ACS – 23011

e-Mail: <u>avm@sunflagsteel.com</u> Phone No: +91 712 2524661 Mobile No: +91 9373793288

33, Mount Road, Sadar, Nagpur – 440001.