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SECY/SE/CGR/2024 / 93-94
Saturday, 6th April, 2024

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

SUNFLAG IRON & STEEL CO. LTD.

REGD. OFFICE :
33/1, MOUNT ROAD, SADAR, NAGPUR - 440 001. MH, (INDIA)
PH.: 0712-2524661, 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 Fourth Quarter (Q-4) and Financial/Half year ended 31st March, 2024.

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, as amended, please find enclosed herewith Compliance Report on Corporate Governance of the Company in Annexure I for the Fourth Quarter (Q-4) ended 31st March, 2024 and Annexure II and Annexure IV for the Financial/Half Year ended 31st March, 2024, as per the format prescribed by the Stock Exchanges.

Kindly place the aforesaid Compliance Report/s on records.

Sincerely,

For Sunflag Iron and Steel Company Limited

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



Encl: As above

Visit us at www.sunflagsteel.com

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CHENNAI OFFICE :
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11/11A, SIR THIAGARAYA ROAD,
T NAGAR, CHENNAI - 600 017
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E-mail : mktg_sz@sunflagsteel.com

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE1. **NAME OF LISTED ENTITY** : **SUNFLAG IRON AND STEEL COMPANY LIMITED**2. **QUARTER ENDING** : **31st MARCH, 2024**

Title (Mr. / Ms.)	Name of the Director(s)	PAN ^S & DIN	Category (Chairperson /Executive /Non-Executive / Independent / Nominee) &	Initial Date of Appointment	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
Mr.	Ravi Bhushan Satya Dev Bhardwaj	AAMPB1229N/00054700	Chairman (Non-executive) C & NED	01.10.1998	-	-	-	23.10.1943	1	-	1	1	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee
Mr.	Pranav Ravi Bhardwaj	AESPB2780E / 00054805	Managing Director (Executive) ED	03.02.2000	17.01.2021	-	-	20.04.1974	1	-	1	-	1. Stakeholders' Relationship Committee 2. Corporate Social Responsibility Committee
Ms.	Neelam Naresh Kothari	ADUPK4991P / 06709241	Non-executive, (Independent Director) ID	25.09.2015	21.09.2020	-	102	04.12.1970	1	1	2	1	1. Audit Committee 2. Stakeholders' Relationship Committee 3. Nomination and Remuneration Committee 4. Risk Management Committee
Mr.	Anand Sadashiv Kapre	AAEPK1573E / 00019530	Non-executive, (Independent Director) ID	21.09.2020	21.09.2023	-	42	01.05.1949	3@	3@	2	2	1. Nomination and Remuneration Committee
Mr.	Surendra Kumar Premnarayan Gupta	ABPPG5613D / 00054836	Dy. Managing Director (Executive) ED	21.05.2007	30.07.2023	29.02.2024	-	16.08.1948	-	-	-	-	-



Mr.	Suhrit Ravi Bhushan Bhardwaj	AUNPB5842Q / 02318190	Director Non-executive, non-independent	27.03.2017	-	-	-	05.05.1975	1	-	-	-	-
Mr.	Ramchandra Vasant Dalvi	AAAPD4056D / 00012065	Whole-time Director (Non-independent, executive)	14.08.2017	14.08.2023	-	-	07.12.1950	1	-	1	-	1. Corporate Social Responsibility Committee 2. Risk Management Committee 3. Stakeholders' Relationship Committee
Mr.	Sajiv Dhawan	AADPD1376K / 00160085	Non-executive, (Independent Director) ID	27.09.2019	27.09.2022	-	54	19.09.1970	1	1	1	-	1. Audit Committee 2. Corporate Social Responsibility Committee
Ms.	Vinita Bahri	ABAPB1363J / 03109454	Non-executive, (Independent Director) ID	21.09.2020	-	-	42	25.05.1970	1	1	1	-	1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee 4. Risk Management Committee
Mr.	Mattegunta Anjani Venkatramana Goutham	AAJPM2918A / 00101447	Non-executive, (Independent Director) ID	12.08.2022	-	-	20	01-08-1952	1	1	1	-	1. Audit Committee
Mr.	Tirthnath Indranath Jha	ADFPJ4487L / 07593002	Non-executive, (Independent Director) ID	03.09.2022	-	-	19	25-08-1958	1	1	-	-	-

@ 1 Company out of 3 Companies i.e. Facor Steels Ltd. is under Liquidation.

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.



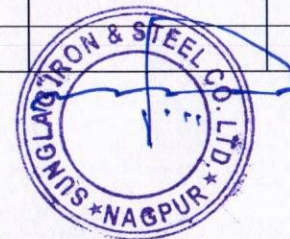
II Composition of Committees						
S. N.	Name of Committees	Whether Regular Chairperson appointment	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) *	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	CA Neelam Naresh Kothari Mr. Sajiv Dhawan CA Vinita Bahri CA Mattegunta Anjani Venkatramana Goutham	Chairperson (Non-executive, Independent Director) Non-executive, Independent Director Non-executive, Independent Director Non-executive, Independent Director	28.05.2016 26.06.2020 28.09.2022 11.08.2023	- - - -
2	Nomination and Remuneration Committee	Yes	CA Neelam Naresh Kothari Mr. Ravi Bhushan Satya Dev Bhardwaj Mr. Anand Sadashiv Kapre CA Vinita Bahri	Chairperson (Non-executive, Independent Director) Non-executive, Chairman Non-executive, Independent Director Non-executive, Independent Director	23.12.2019 21.05.2014 28.09.2022 28.09.2022	- - - -
3	Stakeholders' Relationship Committee	Yes	Mr. Ravi Bhushan Satya Dev Bhardwaj Mr. Pranav Ravi Bhardwaj Mr. Surendra Kumar Premnarayan Gupta CA Neelam Naresh Kothari Mr. Ramchandra Vasant Dalvi	Chairman (Non-executive, Non-independent) Executive – Managing Director Executive – Dy. Managing Director Non-executive, Independent Director Executive – Director (Technical)	28.01.2002 28.01.2002 15.09.2003 12.08.2019 29.02.2024	- - 29.02.2024 -
4	Risk Management Committee	Yes	Mr. Surendra Kumar Premnarayan Gupta CA Neelam Naresh Kothari Mr. Ramchandra Vasant Dalvi CA Vinita Bahri	Chairman (Executive – Dy. Managing Director) Chairperson - Non-executive, Independent Director Executive - Director (Technical) Non-executive, Independent Director	06.02.2015 28.09.2022 13.08.2023 29.02.2024	29.02.2024 - -
5	Corporate Social Responsibility Committee	Yes	Mr. Ravi Bhushan Satya Dev Bhardwaj Mr. Pranav Ravi Bhardwaj Mr. Surendra Kumar Premnarayan Gupta Mr. Ramchandra Vasant Dalvi Mr. Sajiv Dhawan CA Vinita Bahri	Chairman (Non-executive, Non-independent) Executive – Managing Director Executive – Dy. Managing Director Executive - Director (Technical) Non-executive, Independent Director Non-executive, Independent Director	21.05.2014 13.08.2020 21.05.2014 13.08.2020 28.09.2022 28.09.2022	- - 29.02.2024 - - -

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) *	Total Number of Directors as on date of the Meeting	Number of Directors Present *	Number of Independent Directors Present *	Maximum gap between any two consecutive meeting (in number of days)
9 th November, 2023		Yes	11	9	6	
	9 th February, 2024	Yes	11	11	6	91 Days



IV. Meeting of Committees – Audit Committee						
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) *	Total Number of Directors in the Committee as on date of Meeting	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 *
-	Yes	4	4	4	9 th November, 2023	
9 th February, 2024	Yes	4	3	3	-	91 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) *	Total Number of Directors in the Committee as on date of Meeting	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 *
9 th February, 2024	Yes	4	4	3	-	--
IV. Meeting of Committees – Stakeholders' Relationship Committee						
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details) *	Total Number of Directors in the Committee as on date of Meeting	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 *
-	Yes	4	3	1	9 th November, 2023	
9 th February, 2024	Yes	4	4	1	-	91 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) *	Total Number of Directors in the Committee as on date of Meeting	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 *
25 th January, 2024	Yes	3	2	-	-	--
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) *	Total Number of Directors in the Committee as on date of Meeting	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 *
-	Yes	6	5	2	9 th November, 2023	
9 th February, 2024	Yes	6	5	2		91 Days
30 th March, 2024	Yes	5	4	2		49 Days

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



V. Related Party Transactions	
Subject	Compliance Status (Yes / No / NA)
Whether prior approval of Audit Committee obtained	Yes
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	Yes

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	NO
Date of the Event	NA
Brief Details of the Event	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 and Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (as applicable)
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**

Place: Nagpur
Date: 6th April, 2024



For Sunflag Iron and Steel Company Limited

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

YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : SUNFLAG IRON AND STEEL COMPANY LIMITED
 2. Year Ending : 31st March, 2024

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes / No / NA)	If Yes provide link to website. If No / NA provide reasons
Details of business	Yes	https://sunflagsteel.com/company/
Terms and conditions of appointment of Independent Directors	Yes	https://sunflagsteel.com/investors/
Composition of various committees of Board of Directors	Yes	https://sunflagsteel.com/investors/
Code of conduct of Board of Directors and Senior Management Personnel	Yes	https://sunflagsteel.com/investors/
Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes	https://sunflagsteel.com/investors/
Criteria of making payments to Non-executive Directors	Yes	https://sunflagsteel.com/investors/
Policy on dealing with Related Party Transactions	Yes	https://sunflagsteel.com/investors/
Policy for determining 'material' subsidiaries	Yes	https://sunflagsteel.com/investors/
Details of familiarization programmes imparted to Independent Directors	Yes	https://sunflagsteel.com/investors/
Email address for grievance redressal and other relevant details	Yes	https://sunflagsteel.com/investors/
Contact information of the Designated Officials of the listed entity who are responsible for assisting and handling Investor Grievances	Yes	https://sunflagsteel.com/investors/
Financial Results	Yes	https://sunflagsteel.com/investors/
Shareholding Pattern	Yes	https://sunflagsteel.com/investors/
Details of agreements entered into with the media companies and/or their associates	NA	--
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	--
Audio or video recordings and transcripts of post earnings/quarterly calls	NA	--
New name and the old name of the listed entity	NA	--
Advertisements as per regulation 47(1)	Yes	https://sunflagsteel.com/investors/
Credit rating or revision in credit rating obtained	Yes	https://sunflagsteel.com/investors/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://sunflagsteel.com/investors/
Secretarial Compliance Report	Yes	https://sunflagsteel.com/investors/
Materiality Policy as per Regulation 30(4)	Yes	https://sunflagsteel.com/investors/



Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://sunflagsteel.com/investors/
Disclosures under regulation 30(8)	Yes	https://sunflagsteel.com/investors/
Statements of deviation(s) or variations(s) as specified in regulation 32	NA	--
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://sunflagsteel.com/investors/
Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://sunflagsteel.com/investors/
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://sunflagsteel.com/investors/
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://sunflagsteel.com/investors/
It is certified that these contents on the website of the listed entity are correct		

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes / No / NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee Meeting	19(2A)	Yes



Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholders' Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of Related Party Transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA

Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes



Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA

Note:

1. In the column "Compliance Status". Compliance or non-compliance may be indicated by Yes / No / NA for example, if the Board has been composed in accordance with the requirements of Regulations. "Yes" may be indicated. Similarly, in case the Listed Equity has no related party transactions, the words "N. A. may be indicated
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes**

For Sunflag Iron and Steel Company Limited

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

**Place: Nagpur
Date: 6th April, 2024**



HALF YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. **NAME OF LISTED ENTITY :** SUNFLAG IRON AND STEEL COMPANY LIMITED
2. **HALF YEAR ENDING :** 31st March, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	- Nil	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	NIL	-
KMPs or any other entity controlled by them	-	-	-



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	Nil-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Sunflag Iron and Steel Company Limited

Date: 6th April, 2024
Place: Nagpur



S. Mahadevan

S. Mahadevan
Chief Financial Officer (C.F.O.)

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.