# 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]



# **DRAFT Annual Return**

(other than OPCs and Small Companies)

Form language	<ul><li>English</li></ul>	Hindi
Pofor the instruc	tion kit for fil	ing the form

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Ι.	KEGIƏTK	AHUN	AND	UIDER	DEIAIL	_3

(i) * C	orporate Identification Number (CI	N) of the company	L2710	00MH1984PLC034003 <b>Pre-fill</b>
G	Global Location Number (GLN) of the	ne company		
* F	Permanent Account Number (PAN)	of the company	AACC	CS3376C
(ii) (a	) Name of the company		SUNF	FLAG IRON AND STEEL CO
(b	) Registered office address			,
	33/1, Mount Road Sadar Sadar Bazar Nagpur Nagpur Maharashtra 440001	(Nagpur)		<b>G</b>
(c	) *e-mail ID of the company		inves	stor@sunflagsteel.com
(d	) *Telephone number with STD co	de	0712	2524661
(e	) Website		www	v.sunflagsteel.com
(iii)	Date of Incorporation		12/09	9/1984
iv)	Type of the Company	Category of the Company		Sub-category of the Company
	Public Company	Company limited by sh	ares	Indian Non-Government company
v) Wh	nether company is having share ca	pital	Yes	○ No
vi) <b>*</b> W	/hether shares listed on recognized	d Stock Exchange(s)	Yes	○ No

(a)	Netails	of stock	exchanges	where	shares are	liste
١a	Detalls	UI SIUUR	, cacilaliucs	MIIGIG	Silaits ait	III SIC

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		U99999MH	H1994PTC076534	Pre-fill
	Name of the Registrar and Transfer Agent				
	BIGSHARE SERVICES PRIVATE LIMITED				
	Registered office address of the Registrar and	d Transfer Agents			
	Pinnacle Business Park, Office no S6-2 ,6th floor, Caves Road , Next to Ahura Centre, Andheri East				
vii)	*Financial year From date 01/04/2023	(DD/MM/YYYY	) To date	31/03/2024	(DD/MM/YYYY)
viii)	*Whether Annual general meeting (AGM) held	I OY	Yes ●	No	_
	(a) If yes, date of AGM				
	(b) Due date of AGM 30/09/2024				
	(c) Whether any extension for AGM granted		Yes	<ul><li>No</li></ul>	
	(f) Specify the reasons for not holding the san	ne			
	Thirty-Eighth [38] Annual General Meeting of the or before the due date i. e. On or before 30 Septe		ders] of the C	ompany will be held	on

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

	Main Activity group code		Business Activity Code	,	% of turnover of the company
1	С	Manufacturing	C7	Metal and metal products	87.71

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

*No. of Companies for which information is to be given	8	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	C T MINING PRIVATE LIMITED	U10100JH2008PTC013329	Joint Venture	31.8
5	MADANPUR (NORTH) COAL BL	U10101CT2007PTC020161	Joint Venture	11.73
6	DAIDO D.M.S. INDIA PRIVATE L	U28113HR2015FTC054839	Joint Venture	17.56
7	RAMESH SUNWIRE PRIVATE LIN	U28999MH2016PTC287281	Joint Venture	49
8	RENEW GREEN (MPR THREE) PF	U40106DL2022PTC400111	Joint Venture	31.2

# 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
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Class of Shares	Authoricad	Issued capital	Subscribed	Doid up conital
Equity Shares of Face Value of Rs.10/-, Fully Paid	capital	Capital	capital	Paid up capital
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
Number of classes	)

	Λ41'I	ICapital	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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	68,781,701	111,437,747	180219448	1,802,194,4 +	1,802,194,4	
Increase during the year	0	186,106	186106	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	186,106	186106			
Dematerialisation of Physical Shareholding [Dem						
Decrease during the year	186,106	0	186106	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify		186,106	0	186106			
Dematerialisation of Physical Shareholding [Demat		180,100		100100			
At the end of the year		68,595,595	111,623,853	180219448	1,802,194,4	1,802,194,	
Preference shares							
At the beginning of the year		0	0	0	0	0	
Increase during the year		0	0	0	0	0	0
i. Issues of shares		0	0	0	0	0	0
ii. Re-issue of forfeited sha	ares	0	0	0	0	0	0
iii. Others, specify							
Decrease during the year		0	0	0	0	0	0
i. Redemption of shares		0	0	0	0	0	0
ii. Shares forfeited		0	0	0	0	0	0
iii. Reduction of share capi	ital	0	0	0	0	0	0
iv. Others, specify							
At the end of the year		0	0	0	0	0	
SIN of the equity shares	of the company				INE94	17A01014	
(ii) Details of stock spl	it/consolidation during the	year (for ea	ch class of s	hares)	0		
Class o	f shares	(i)		(ii)		(iii	)
Before split /	Number of shares						
Consolidation	Face value per share						
After split /	Number of shares						
Consolidation	Face value per share						

of the first return at	any time si	nce the inco	rporat	tion of th	e com	ıpany)	*	_	•	
Nil										
[Details being provi	ded in a CD/Di	gital Media]		0	Yes	•	No	$\bigcirc$	Not Applicable	е
Separate sheet atta	ched for detai	ls of transfers		•	Yes	$\circ$	No			
Note: In case list of transf Media may be shown.	er exceeds 10,	option for sub	mission	as a separa	te shee	t attach	ment o	or subn	nission in a CD/	'Digital
Date of the previous	annual gener	al meeting	21	/09/2023						
Date of registration o	f transfer (Da	te Month Yea	r)							
Type of transfer	-	1 -	Equity,	2- Prefere	ence St	nares,3	- Dek	penture	es, 4 - Stock	
Number of Shares/ D Units Transferred	ebentures/			Amount Debenti			)			
Ledger Folio of Trans	sferor									
Transferor's Name										
	Surn	ame		middle	name				first name	
Ledger Folio of Trans	sferee						<b>1</b>			
Transferee's Name										
	Surn	ame		middle	name				first name	
Date of registration o	f transfer (Da	te Month Yea	r)							
Type of transfer	-	1 -	Equity,	2- Prefere	ence St	nares,3	- Dek	penture	es, 4 - Stock	
Number of Shares/ D Units Transferred	ebentures/			Amount Debent			i.)			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case

Ledger Folio of Trans	feror		
ransferor's Name			
	Surname	middle name	first name
Ledger Folio of Trans	feree		
Transferee's Name			
	Surname	middle name	first name

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
Total			0

#### **Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	_	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

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

Type of	Number of	Nominal Value of	Total Nominal	Paid up Value of	Total Paid up Value
Securities	Securities	each Unit	Value	each Unit	
Total					

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

# (i) Turnover

34,152,822,353

# (ii) Net worth of the Company

47,922,562,410

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

S. No.	Category	Equi	ty	Preference		
		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)	16,807,679	9.33	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 Body Corporate	65,253,582	36.21	0		
	Tota	92,194,826	51.16	0	0	

Total number of shareholders (promoters	Total	number	of s	hareholder	s (pror	noters)
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# (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Equity Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	62,015,575	34.41	0	
	(ii) Non-resident Indian (NRI)	363,010	0.2	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	3,078,122	1.71	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	1,260	0	0	
5.	Financial institutions	40,800	0.02	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	135,896	0.08	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	20,863,580	11.58	0	
10.	Others Foreign Portfolio Investors,	1,526,379	0.85	0	
	Total	88,024,622	48.85	0	0

Total number of shareholders (other than promoters)

67,510

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

67,515

# 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	5	5	
Members (other than promoters)	62,169	67,510	
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
A. Promoter	1	2	1	2	0.89	7.33
B. Non-Promoter	3	6	1	6	0	0.01
(i) Non-Independent	3	0	1	0	0	0
(ii) Independent	0	6	0	6	0	0.01
C. Nominee Directors representing	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
Total	4	8	2	8	0.89	7.34

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

12

#### (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 VASA	00012065	Whole-time directo	0	
ANAND SADASHIV KA	00019530	Director	26	
RAVI BHUSHAN SATY	00054700	Director	0	
PRANAV RAVI BHARI	00054805	Managing Director	1,612,140	
MATTEGUNTA ANJAN	00101447	Director	0	
SAJIV DHAWAN	00160085	Director	14,000	
SUHRIT RAVI BHUSH.	02318190	Director	13,217,398	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year: If any)
VINITA BAHRI	03109454	Director	0	
NEELAM NARESH KO	06709241	Director	0	
TIRTHNATH JHA INDF	07593002	Director	0	
S MAHADEVAN IYER	AACPI7334M	CFO	800	
CS ASHUTOSH MISHI	AFDPM4265M	Company Secretar	0	

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

6

Name	DIN/PAN	Inaginning / dilring tha	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MURALIDHAR RAM ₩	00982212	Whole-time director	13/08/2023	Ceased to be the Whole-time
RAMCHANDRA VAS	00012065	Whole-time director	14/08/2023	Re-appointed as the Whole-ti
ANAND SADASHIV	00019530	Director	21/09/2023	Re-appointed as an Independ
RAVI BHUSHAN SA	00054700	Director	21/09/2023	Continued as a Chairman [Ca
SURENDRA KUMAF	00054836	Managing Director	30/07/2023	Re-appointed as the Deputy I
SURENDRA KUMAF	00054836	Managing Director	29/02/2024	Ceased to be the Deputy Mar

# 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		Attendance	
				% of total shareholding
37th Annual General Meetin	21/09/2023	68,047	53	75.1

#### **B. BOARD MEETINGS**

*Number of meetings held	4
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S. No.	Date of meeting	Total Number of directors associated as on the date of meeting		Attendance
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date			
		of meeting	Number of directors attended	% of attendance	
1	29/05/2023	12	10	83.33	
2	11/08/2023	12	12	100	
3	09/11/2023	11	9	81.82	
4	09/02/2024	11	11	100	

#### C. COMMITTEE MEETINGS

Number of meetings held 29

S. No.	Type of meeting	Data af maratina	Total Number of Members as	Attendance		
		Date of meeting	on the date of the meeting	Number of members attended	% of attendance	
1	Audit Committe	29/05/2023	3	2	66.67	
2	Audit Committe	11/08/2023	3	3	100	
3	Audit Committe	09/11/2023	4	4	100	
4	Audit Committe	09/02/2024	4	3	75	
5	Nomination an	29/05/2023	4	4	100	
6	Nomination an	11/08/2023	4	4	100	
7	Nomination an	09/02/2024	4	4	100	
8	Corporate Soc	29/05/2023	6	4	66.67	
9	Corporate Soc	11/08/2023	6	6	100	
10	Corporate Soc	09/11/2023	6	5	83.33	

# D. \*ATTENDANCE OF DIRECTORS

		Board Meetings		Committee Meetings			Whether attended AGM	
S. No.			Meetings	% of		Meetings	% of attendance	held on
		entitled to atten				entitled to attended attend		(Y/N/NA)
1	RAMCHANDF	4	4	100	12	12	100	
2	ANAND SADA	4	4	100	9	9	100	

3	RAVI BHUSH	4	4	100	16	15	93.75	
4	PRANAV RAV	4	3	75	18	13	72.22	
5	MATTEGUNT.	4	4	100	2	2	100	
6	SAJIV DHAW	4	4	100	11	9	81.82	
7	SUHRIT RAVI	4	2	50	0	0	0	
8	VINITA BAHR	4	4	100	17	17	100	
9	NEELAM NAF	4	4	100	15	14	93.33	
10	TIRTHNATH J	4	4	100	0	0	0	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

	l N	:
I	17	П

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	RAMCHANDRA VA ■	Director (Techni <b>±</b>	12,354,448	0	0	0	12,354,448
2	PRANAV RAVI BHA	Managing Direct	25,079,015	54,096,599	0	0	79,175,614
3	SURENDRA KUMA	Deputy Managin <del>∎</del>	15,531,045	0	0	0	15,531,045
4	MURALIDHAR RAM	Director (Financ <b>±</b>	8,207,322	0	0	0	8,207,322
	Total		61,171,830	54,096,599	0	0	115,268,429

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	S MAHADEVAN IYE	Chief Financial (	7,560,665	0	0	0	7,560,665
2	CS ASHUTOSH MI	Head Company <b>±</b>	5,132,577	0	0	0	5,132,577
	Total		12,693,242	0	0	0	12,693,242

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANAND SADASHIV	Director (Non-ex	0	300,000	0	110,000	410,000
2	RAVI BHUSHAN SA	Chairman (Non-	0	15,009,791	0	0	15,009,791

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount	
3	MATTEGUNTA AN	Director (Non-ex	0	190,685	0	89,000	279,685	
4	SAJIV DHAWAN	Director (Non-ex	0	300,000	0	138,000	438,000	
5	VINITA BAHRI	Director (Non-ex	0	300,000	0	159,000	459,000	
6	NEELAM NARESH	Director (Non-ex	0	300,000	0	145,000	445,000	
7	TIRTHNATH JHA IN	Director (Non-ex	0	172,603	0	75,000	247,603	
8	EDAYATHIMANGA	Director (Non-ex	0	148,768	0	0	148,768	
9	KUMAR JITENDRA	Director (Non-ex	0	148,768	0	0	148,768	
	Total		0	16,870,615	0	716,000	17,586,615	
I. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES  A. Whether the company has made compliances and disclosures in respect of applicable  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	
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	Date of Order	ISACTION LINGAR Which	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the	Name of the court/ concerned Authority	leaction lindar Which	Amount of compounding (in Rupees)

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

$\odot$	Yes	$\bigcirc$	No
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#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

Director

DIN of the director

To be digitally signed by

Ocompany secretary in practice

23011

Company Secretary

Membership number

	or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or ecretary in whole time practice certifying the annual return in Form MGT-8.		
Name	CS Mukesh Dulichandji Parakh		
Whether associate or fello	Ow Associate  Fellow		
Certificate of practice nu	13693		
<ul> <li>I/We certify that:</li> <li>(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.</li> <li>(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.</li> </ul>			
	Declaration		
I am Authorised by the Board of Directors of the company vide resolution no 5 dated 12/11/2018			
	form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder itter of this form and matters incidental thereto have been compiled with. I further declare that:		
	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 att	All the required attachments have been completely and legibly attached to this form.		
	awn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for nishment for false statement and punishment for false evidence respectively.		
To be digitally signed by			

Certificate of practice number

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List of attachments 1. List of share holders, debenture holders List\_of\_Shareholders.pdf SISCO\_Details of Committee Meetings\_31 Attach 2. Approval letter for extension of AGM; Attach 3. Copy of MGT-8; Attach 4. Optional Attachement(s), if any **Attach** Remove attachment Prescrutiny Submit Check Form Modify

**Attachments** 

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