



Through Online Filing

SECY/SE/2025/IF(G)/150-151

Thursday, 10th July, 2025

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)

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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 Integrated Filing (Governance) – SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 for the First Quarter (Q-1) ended 30th June, 2025.

Ref: Sunflag Iron and Steel Company Limited – BSE Scrip Code: 500404 / NSE Symbol: SUNFLAG

Dear Sir / Madam,

Pursuant to the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, read with Regulations 13(3) and 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Compliance Report on Integrated Filing (Governance) of the Company for the First Quarter (Q-1) ended 30th June, 2025 in the prescribed format.

Kindly place the aforesaid documents (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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FORMAT FOR QUARTERLY INTEGRATED FILING (GOVERNANCE)

A. QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. NAME OF LISTED ENTITY : SUNFLAG IRON AND STEEL COMPANY LIMITED
2. QUARTER ENDING : 30th JUNE, 2025

Title (Mr. / Ms.)	Name of the Director(s)	PAN ⁵ & DIN	Category (Chairperson /Executive /Non- Executive / Independent/ Nominee) ⁶	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 (with reference to Regulation 17A)	Number of Independent Directorship in listed entities including this listed entity (with reference to proviso to Regulation 17A (1) & 17A(2) 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)	<u>Membership of Committees</u> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee
Mr.	Ravi Bhushan Satya Dev Bhardwaj	00054700	Chairman (Non- executive) C & NED	01.10.1998	-	-	-	23.10.1943	1	-	1	1	1. Nomination and Remuneration Committee 2. Stakeholders' Relationship Committee 3. Corporate Social Responsibility Committee
Mr.	Pranav Ravi Bhardwaj	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	06709241	Non- executive, (Independent Director) ID	25.09.2015	21.09.2020	-	117	04.12.1970	2	2	3	1	1. Audit Committee 2. Stakeholders' Relationship Committee 3. Nomination and Remuneration Committee 4. Risk Management Committee
Mr.	Anand Sadashiv Kapre	00019530	Non- executive, (Independent Director) ID	21.09.2020	21.09.2023	-	57	01.05.1949	2	2@	-	-	1. Nomination and Remuneration Committee
Mr.	Suhrit Ravi Bhushan Bhardwaj	02318190	Director Non- executive, non- independent	27.03.2017	-	-	-	05.05.1975	1	-	-	-	-



Mr.	Ramchandra Vasant Dalvi	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	00160085	Non-executive, (Independent Director) ID	27.09.2019	27.09.2022	-	69	19.09.1970	1	1	1	-	1. Audit Committee 2. Corporate Social Responsibility Committee
Ms.	Vinita Bahri	03109454	Non-executive, (Independent Director) ID	21.09.2020	-	-	57	25.05.1970	2	2	3	-	1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee 4. Risk Management Committee
Mr.	Mattegunta Anjani Venkatramana Goutham	00101447	Non-executive, (Independent Director) ID	12.08.2022	-	-	35	01-08-1952	1	1	1	-	1. Audit Committee
Mr.	Tirthnath Indranath Jha	07593002	Non-executive, (Independent Director) ID	03.09.2022	-	-	34	25-08-1958	1	1	-	-	-

@ 1 Company out of 2 Companies i.e. Facor Steels Ltd. is under Liquidation.

Whether Regular Chairperson appointed : Yes

Whether Chairperson is related to Managing Director or CEO : Yes

\$ 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, Non-independent 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 CA Neelam Naresh Kothari Mr. Ramchandra Vasant Dalvi	Chairperson (Non-executive, Non-independent) Executive – Managing Director Non-executive, Independent Director Executive – Director (Technical)	28.01.2002 28.01.2002 12.08.2019 29.02.2024	- - - -
4	Risk Management Committee	Yes	CA Neelam Naresh Kothari Mr. Ramchandra Vasant Dalvi CA Vinita Bahri	Chairperson - Non-executive, Independent Director Executive - Director (Technical) Non-executive, Independent Director	28.09.2022 13.08.2023 29.02.2024	- - -
5	Corporate Social Responsibility Committee	Yes	Mr. Ravi Bhushan Satya Dev Bhardwaj Mr. Pranav Ravi Bhardwaj Mr. Ramchandra Vasant Dalvi Mr. Sajiv Dhawan CA Vinita Bahri	Chairperson (Non-executive, Non-independent) Executive – Managing Director Executive - Director (Technical) Non-executive, Independent Director Non-executive, Independent Director	21.05.2014 13.08.2020 13.08.2020 28.09.2022 28.09.2022	- - - - -

III. Meeting of Board of Directors

Date(s) of Meeting 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 *	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meeting (in number of days)
	Yes	10	9	6	13 th February, 2025	
27 th May 2025	Yes	10	10	6	-	102 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	13 th February, 2025	
27 th May 2025	Yes	4	3	3	-	102 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 **
-	Yes	4	4	3	13 th February, 2025	
27 th May 2025	Yes	4	4	3	-	102 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) *	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	1	13 th February, 2025	
27 th May 2025	Yes	4	4	1	-	102 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 **
-	Yes	3	3	2	13 th February, 2025	--
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	5	5	2	13 th February, 2025	-
	Yes	5	3	1	29 th March, 2025	43 Days



27 th May 2025	Yes	5	4	2	-	58 Days
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* To be filled in only for the current quarter meeting; **This information has to be mandatorily given for Audit Committee and Risk Management Committee, for rest of the committees giving this information is optional.

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

V. 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 has been placed before Board of Directors. Any comments /observations /advice of Board of Directors may be mentioned here: **Yes**



For Sunflag Iron and Steel Company Limited

Place: Nagpur
Date: 10th July, 2025

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

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	00
No. of investor complaints received during the Quarter	02
No. of investor complaints disposed-off during the Quarter	02
No. of investor complaints those remaining unresolved at the end of the Quarter	00

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

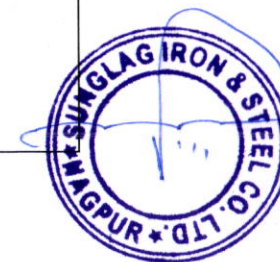
The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para-A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1.	Sunsure Solarpark Thirty Seven Private Limited	29 th May 2025	-NIL-	36.27%	36.27%

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para-A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	BSE Limited	Fine levied pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024	26 June, 2025	Delay in submission of Secretarial Compliance Report pursuant to Reg 24A of SEBI (LODR) Regulations, 2015 for the financial year ended March 2025	Rs. 8000/- plus GST Rs. 1440/- Total = Rs. 9440/-
2.	National Stock Exchange of India Limited	Fine levied pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024	26 June, 2025	Delay in submission of Secretarial Compliance Report pursuant to Reg 24A of SEBI (LODR) Regulations, 2015 for the financial year ended March 2025	Rs. 8000/- plus GST Rs. 1440/- Total = Rs. 9440/-



E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
	-	-NIL-	-	-

Place: Nagpur
Date: 10th July, 2025



For Sunflag Iron and Steel Company Limited

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