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MINUTE BOOK

MINUTES OF PROCEEDINGS OF THE 04/2017-18 MEETING OF THE BOARD OF DIRECTORS OF 'M/S ORIENT STEEL & INDUSTRIES LIMITED (CIN: L27109WB1956PLC023119)' HELD ON MONDAY, THE 14TH DAY OF AUGUST, 2017, COMMENCED AT 11:30 A.M. AND RECESSED AT 12:15 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2, BRABOURNE ROAD, 5TH FLOOR, KOLKATA-700001, WEST BENGAL, INDIA

PRESENT:

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| 1) Mr. Nawal Kishore Rajgarhia (DIN: 00439689) | - Managing Director |
| 2) Mr. Binod Kumar Jeloka (DIN: 01621589) | - Director |
| 3) Mr. Nilesh Rajgarhia (DIN: 00439715) | - Whole-Time Director |
| 4) Mr. Pavan Kumar Poddar (DIN: 00359765) | - Director |
| 5) Ms. Shuchi Rajgarhia (DIN: 05352632) | - Director |

1. CHAIRMAN:

Mr. Nawal Kishore Rajgharia (DIN: 00439689) was appointed as Chairman of the meeting and therefore, he occupied the Chair and commenced the meeting at 11:00 a.m.

2. QUORUM:

After ascertaining that the requisite quorum for the meeting was present as per the provisions of Section 174 of the Act, the Chairman called the meeting to order.

3. MODE OF ATTENDANCE:

All the Directors of the Company were present physically at the meeting.

4. MINUTES OF THE PREVIOUS BOARD MEETING:

The minutes of the previous Board Meeting held on 15/05/2017 were placed before the Board and hereby were read, confirmed and signed by the Chairman

5. RE-APPOINTMENT OF SECRETARIAL AUDITOR(S):

The Chairman informed the meeting that the Company is required to appoint a Secretarial Auditor(s) for preparing Secretarial Audit Report on the records maintained by the Company for the financial year 2017-2018 as required under the Companies Act, 2013 and proposed the name of Mr. Bijay Agarwal, Practicing Company Secretary, Kolkata for the office of the Secretarial Auditor(s), who have provided the Secretarial Audit Report for the year ended on 31/03/2017 also and have agreed to be re-appointed as the Secretarial Auditor(s) of the Company for the financial year 2017-2018 at a remuneration of ₹15,000.00 (Rupees Fifteen Thousand Only) plus reimbursement of actual out of pocket expenses, if any.

The Board discussed the matter and resolved unanimously as follows:-

"RESOLVED THAT pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, the consent of the Board of Directors be and is hereby accorded for appointment of **Mr. Bijay Agarwal, Practicing Company Secretary (Kolkata) [Membership No.36489, C.P. No.13549]**, as the Secretarial Auditor of the Company for the financial year 2017-2018 at a remuneration of ₹15,000.00 (Rupees Fifteen Thousand Only) plus reimbursement of actual out of pocket expenses, if any."

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"RESOLVED FURTHER THAT Mr. Nawal Kishore Rajgarhia (DIN: 00439689), Managing Director and Mr. Nilesh Rajgarhia (DIN: 00439715), Whole-Time Director of the Company be and are hereby, jointly and/ or severally, authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution and also to file necessary forms and returns with the Registrar of Companies (West Bengal) and/ or Ministry of Corporate Affairs (MCA21) and to do all other needful in this regard."

5. **AUTHENTICATION AND APPROVAL OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS:**

The Chairman placed before the Meeting, the Balance Sheet of the Company as at 31/03/2017 and the Statement of Profit and Loss for the financial year ended as on that date for approval of the same under the provisions of Section 179(3)(g) the Companies Act, 2013 in pursuance of exercise of powers of Board of Directors.

The Board after due discussion passed the following resolution(s) unanimously:-

"RESOLVED THAT the Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended as on that date along with Schedules and Notes thereon placed before the Board, be and are hereby approved and confirmed to be in order."

"RESOLVED FURTHER THAT the Balance Sheet of the Company as on 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date along with Schedules and Notes thereon for the year ended 31st March, 2017 be signed by Mr. Nawal Kishore Rajgarhia (DIN: 00439689), Managing Director and Mr. Nilesh Rajgarhia (DIN: 00439715) Whole-Time Director of the Company, on behalf of the Board."

The Directors signed the above financial statements of annual accounts of the Company and sent the same to the Auditor(s) for their report thereon. The Chairman, thereafter, declared the tea-lunch break/ recess at 12:15 p.m. and reconvened the meeting at 01:30 p.m. on the same day and at the same place.

Date of Signing: 20.08.2017

Sign: 
CHAIRMAN

Place of Signing: KOLKATA

Date of Entry: 25.08.2017

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