

## 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, RECOMMENCED AT 01:30 P.M. AND CONCLUDED AT 02:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2, BRABOURNE ROAD, 5TH FLOOR, KOLKATA-700001, WEST BENGAL, INDIA**

**PRESENT:**

- |  |                       |
|--|-----------------------|
| 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            |

The directors rejoined the meeting at 01:30 p.m. The Chairman declared to start the further proceedings of the meeting by placing the Auditors' Report duly received from the Auditor(s) on the accounts for the period 01/04/2016 to 31/03/2017 along with the signed copies of statement of accounts. After verification it was found satisfactory.

**1. AUDITORS' REPORT:**

The Chairman placed before the Board, the Auditors' Report on the Statement of Profit and Loss for the year ended 31st March, 2017 and the Balance Sheet as at that date. After discussions, the following resolution was passed:-

**"RESOLVED THAT** the Auditors' Report on the Statement of Profit and Loss for the year ended 31st March, 2017 and the Balance Sheet as at that date as placed before the Board and verified by the Chairman for the purpose of identification be and is hereby approved and the same is recommended to the Shareholders/ Members for adoption in the forthcoming ensuing Annual General Meeting."

**2. APPROVAL OF BOARD OF DIRECTORS' REPORT:**

The Chairman placed before the Meeting, the draft Director's Report towards the financial results of the Company for the financial year ended on 31st March, 2017 for authentication and approval of the same under the provisions of Section 179(3)(g) of 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 draft Board of Directors' Report in respect of the year ended 31st March, 2017 as was placed before the meeting be and are hereby approved and the same be signed for and on behalf of the Board by be signed by Mr. Nawal Kishore Rajgarhia (DIN: 00439689), Managing Director and Mr. Nilesh Rajgarhia (DIN: 00439715) Whole-Time Director of the Company."

**3. AUTHORISATION FOR SIGNING OF EXTRACT OF ANNUAL RETURN:**

The Chairman placed before the Meeting, the draft Extract of Annual Return (Form No.MGT-9) towards the Management and Administrative Details of the Company for the financial year ended on 31st March, 2017 for authentication and approval of the same under the provisions of Section 92(3) of the Companies Act, 2013 in pursuance of exercise of powers of Board of Directors.



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

**"RESOLVED THAT** the Extract of Annual Return (Form No.MGT-9) of the Company as at 31st March, 2017 be and is hereby approved and the same be signed for and on behalf of the Board by be signed by Mr. Nawal Kishore Rajgarhia (DIN: 00439689), Managing Director and Mr. Nilesh Rajgarhia (DIN: 00439715) Whole-Time Director of the Company."

4. **SUBMISSION OF RESOLUTIONS PASSED U/S 179(3) WITH THE REGISTRAR OF COMPANIES:**

The Chairman informed that all the resolutions passed in the Board of Directors Meetings held today pursuant to Section 179(3) of the Companies Act, 2013 regarding authentication and approval of Annual Accounts and Board's Report thereon are required to be filed with the Registrar of Companies (West Bengal) and/ or Ministry of Corporate Affairs (MCA21) under the provisions of the new Act and Rules thereof.

He further stated that in view of the above, therefore, it is necessary that a director or directors shall be authorised to do the needful in this regard. The matter was discussed in the meeting and the following resolution was passed:-

**"RESOLVED THAT** Mr. Nawal Kishore Rajgarhia (DIN: 00439689), Managing Director of the Company, be and is hereby authorized to digitally sign requisite e-Forms and submit the relevant resolutions as mentioned above with the Registrar of Companies (West Bengal) and/ or Ministry of Corporate Affairs (MCA21) within the specified period of time and to do all the needful in this regard."

5. **CONVENING OF THE A.G.M. AND APPROVAL OF NOTICE:**

The Chairman proposed the Board that the Annual General Meeting of the Company pertaining to financial year 2016-2017 to be held on the 20th day of September, 2017 at 10:30 a.m. at the registered office of the Company.

The draft Notice convening the Annual General Meeting was considered and approved by the Board and it was as follows:-

**"RESOLVED THAT** Mr. Nawal Kishore Rajgarhia (DIN: 00439689), Managing Director of the Company be and is hereby authorised to issue the Notice convening the Annual General Meeting of the Company pertaining to financial year 2016-2017 to be held on the 20th day of September, 2017 at 10:30 a.m. to the Shareholders/ Members under his signature and to take all other steps as are necessary for holding of the A.G.M. and for giving effects to this resolution."

6. **APPOINTMENT OF SCRUTINIZER TO CONDUCT POSTAL BALLOT/ E-VOTING FOR ANNUAL GENERAL MEETING:**

The Chairman placed before the meeting the proposal to appoint Mr. Rahul Jain, Practicing Chartered Accountant, Kolkata as the Scrutinizer to conduct the ensuing postal ballot and/ or e-voting for the ensuing Annual General Meeting (AGM) of the Company in accordance with the applicable laws and in a fair and transparent manner.

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

**"RESOLVED THAT** Mr. Rahul Jain, a Practicing Chartered Accountant (Membership Number: 304099), Kolkata be and is hereby appointed as the Scrutinizer for conducting the postal ballot and/ or e-voting for the ensuing Annual General Meeting (AGM) of the Company to be held on 20th September, 2017 (10:30 a.m.) in accordance with the applicable laws and in a fair and transparent manner."

**"RESOLVED FURTHER** Mr. Nawal Kishore Rajgharia (DIN: 00439689), Managing Director of the Company be and is hereby authorized to fix the remuneration payable to Mr. Rahul Jain, in consultation with him and to do all other formalities in this regard."

**7. FILING OF DOCUMENTS WITH THE REGISTRAR OF COMPANIES:**

The Chairman stated that the Annual Reports and Financial Statements of the Company for the financial year 2016-2017 (in Form No.AOC-4) shall be required to file/ submit with the Registrar of Companies (West Bengal) and/ or Ministry of Corporate Affairs (MCA21). The matter was discussed in the meeting and the following resolution was passed:-

**"RESOLVED THAT** Mr. Nawal Kishore Rajgarhia (DIN: 00439689), Managing Director of the Company, be and is hereby authorized to sign (physically and/ or digitally), submit and/ or e-file the Annual Reports and Financial Statements of the Company for the financial year 2016-2017 (in Form No.AOC-4) with the Registrar of Companies (West Bengal) and/ or Ministry of Corporate Affairs (MCA21) and to do all the needful in this regard."

**8. APPROVAL OF UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 30TH JUNE, 2017:**

The Chairman placed before the meeting the statement of Un-audited Financial Result of the Company for the quarter ended on 30th June, 2017. The accounts were discussed in details and thereafter it was approved that the provisional accounts be published in newspaper as per the Stock Exchange enlistment requisition and also these figure be communicated to Calcutta Stock Exchange Limited where Shares of the Company are enlisted.

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

**"RESOLVED THAT** the Un-audited Financial Results for the quarter ended on 30.06.2017 along with Statement of Assets & Liabilities for the Quarter ended on 30.06.2017 duly reviewed by Audit Committee, prepared in accordance with Regulation 33 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 be and is hereby approved & taken on record and Mr. Nawal Kishore Rajgarhia, Director of the Company, be and is hereby authorized to sign the same on behalf of the Company."

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"RESOLVED FURTHER THAT Mr. Nawal Kishore Rajgarhia, Director be and is hereby authorized to send the Un-audited Financial Results accompanied by Limited Review report provided by Statutory Auditor to the Calcutta Stock Exchange and publish the Un-audited Financial Results in the Newspapers and do take such steps as may be required to be give effect to the said resolution."

9. APPRAISAL OF UNSECURED LOANS:

The Chairman placed before the meeting the details of unsecured loans availed by the Company as on 30/06/2017 from different sources including related parties for appraisal and verification. The Board members went through the details and after due discussion endorsed and approved the same and passed the following resolution unanimously:-

"RESOLVED THAT the details of unsecured loans availed by the Company as on 30/06/2017 be and is hereby verified and approved by the Board and the same be entered into the relevant registers and ledgers of the Company."

10. VOTE OF THANKS:

There being no other business to transact, the meeting concluded at 02:30 p.m. with a vote of thanks to the Chairman.

Date of Signing: 20.09.2017

Sign:  .....  
CHAIRMAN

Place of Signing: KOLKATA

Date of Entry: 25.08.2017

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