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**MINUTE BOOK**

**MINUTES OF PROCEEDINGS OF THE 09/2017-18 MEETING OF THE BOARD OF DIRECTORS OF 'M/S ORIENT STEEL & INDUSTRIES LIMITED (CIN: L27109WB1956PLC023119)' HELD ON FRIDAY, THE 09TH DAY OF FEBRUARY, 2018, COMMENCED AT 05:00 P.M. AND CONCLUDED AT 05:45 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            |

**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 05:00 p.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 14/11/2017 were placed before the Board and hereby were read, confirmed and signed by the Chairman.

**5. NOTICE FOR CONVENING POSTAL BALLOT/ ELECTRONIC VOTING:**

The Chairman put before the meeting, the proposal for holding postal ballot/ electronic voting of the Shareholders/ Members of the Company to pass necessary resolution(s) regarding voluntary delisting of name of the Company and its equity shares from The Calcutta Stock Exchange Limited, i.e. the only stock exchange where the shares of the Company are listed.

The Board discussed the matter and agreed with the proposal of the Chairman. He, thereafter, placed before the meeting the draft Notice convening the said postal ballot/ electronic voting procedure along with the Explanatory Statement, pursuant to the provisions of Sections 102 of the Companies Act, 2013 for the Board's approval.

The Board expressed its satisfaction to the matter discussed and passed the following resolution(s):-

**"RESOLVED THAT** a postal ballot/ e-voting procedure of the Shareholders/ Members of the Company be accommodated to consider and if though fit, to pass the necessary resolution(s) as Special Resolution(s) with or without modification, regarding voluntary delisting of name of the Company and its equity shares from The Calcutta Stock Exchange Limited, i.e. the only stock exchange where the shares of the Company are listed as given in the Notice of the postal ballot/ e-voting as per draft placed before the meeting."

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**CHAIRMAN'S  
INITIAL**



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"RESOLVED FURTHER THAT the draft Notice convene the postal ballot/ e-voting procedure together with Explanatory Statement thereto pursuant to the provisions of Sections 110 and 102 of the Companies Act, 2013 respectively, as placed before the Board and initialed by the Chairman for identification, be and is hereby approved."

"RESOLVED FURTHER THAT the proposed postal ballot/ e-voting procedure of the Shareholders/ Members of the Company will be conducted between 12th February, 2018 from 09:00 a.m. to 13th March, 2018 till 05:00 p.m. for the aforesaid Special Resolution(s) in the manner and as per the explanation, terms and conditions as provided in the said Notice and accompanying Explanatory Statement u/s 102 of the Companies Act, 2013."

"RESOLVED FURTHER THAT Mr. Nawal Kishore Rajgharia (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 issue and sent the aforesaid Notice and necessary invitation to the Shareholders/ Members of the Company whose name appear in the register(s) of Shareholders/ Members as of the date of today, the 09th day of February, 2018 for carrying-out the aforesaid postal ballot/ e-voting procedure of the Company and to do all the needful in this regard."

6. APPOINTMENT OF SCRUTINIZER TO CONDUCT POSTAL BALLOT/ E-VOTING PROCEDURE:

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 procedure of the Company to be held between 12/02/2018 to 13/03/2018 in accordance with the applicable laws and in a fair and transparent manner.

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 procedure of the Company to be held between 12/02/2018 (from 09:00 a.m.) to 13/03/2018 (till 05:00 p.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. VOTE OF THANKS:

There being no other business to transact, the meeting concluded at 05:45 p.m. with a vote of thanks to the Chairman.

Date of Signing: 15.02.2018

Sign:   
CHAIRMAN

CHAIRMAN'S  
INITIAL

Place of Signing: KOLKATA

Date of Entry: 13.02.2018

