

MINUTES OF THE (01/2023-24) BOARD OF DIRECTORS MEETING OF RAJURI STEELS AND ALLOYS INDIA PRIVATE LIMITED HELD ON SATURDAY, APRIL 01, 2023 AT 10.30 AM AT THE REGISTERED OFFICE OF THE COMPANY, 435, 4th FLOOR, NEW SONAL LINK SERVICE IND CHS LTD, LINK ROAD, MALAD WEST, MUMBAI-400064

TIME OF COMMENCEMENT OF MEETING: 10.30 A.M.

TIME OF CONCLUSION OF MEETING : 11.00 A.M.

PRESENT

Mr. Viveck Beriwl - Director

Ms. Monica Jain - Director

INVITEES:

Mr. Souvik Sengupta

Mr. Aaditya Sharda

1. CHAIRMAN:

The Board elected Mr. Viveck Beriwl as the Chairman of this meeting.

Mr. Viveck Beriwl thanked the Board for his appointment as Chairman of the meeting and took the chair.

2. QUORUM:

As the required quorum was present, the Chairman called the meeting to be in order.

3. LEAVE OF ABSENCE:

Since all the Directors were present, no leave of absence was granted.

4. CONFIRMATION OF THE LAST MINUTES

The Minutes of the previous Board Meeting which had already been circulated were taken as read and on confirmation thereof by the Directors, were signed by the Chairman.

5. APPOINTMENT OF MR. SOUVIK SENGUPTA AS AN ADDITIONAL DIRECTOR OF THE COMPANY

The Chairman proposed the appointment of Mr. Souvik Sengupta as an Additional Director of the Company to hold office upto the ensuing Annual General Meeting. The Company has also received the consent from Mr. Souvik Sengupta to act as a director of the Company.

After due discussion on the matter, the Board passed the below resolution:

“RESOLVED THAT pursuant to provisions of Section 161(1) of the Companies Act, 2013, Mr. Souvik Sengupta, be and is hereby appointed as an Additional Director on the Board of Directors of the Company with immediate effect and he is to hold office upto the date of ensuing Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the Company to sign and file applicable e-forms along with necessary documents in respect of aforementioned appointment of the director with Registrar of Companies (ROC) and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

6. APPOINTMENT OF MR. AADITYA SHARDA AS AN ADDITIONAL DIRECTOR OF THE COMPANY

The Chairman proposed the appointment of Mr. Aaditya Sharda as an Additional Director of the Company to hold office upto the ensuing Annual General Meeting. The Company has also received the consent from Mr. Aaditya Sharda to act as a director of the Company.

After due discussion on the matter, the Board passed the below resolution:

“RESOLVED THAT pursuant to provisions of Section 161(1) of the Companies Act, 2013, Mr. Aaditya Sharda, be and is hereby appointed as an Additional Director on the Board of Directors of the Company with immediate effect and he is to hold office upto the date of ensuing Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the Company to sign and file applicable e-forms along with necessary documents in respect of aforementioned appointment of the director with Registrar of Companies (ROC) and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

7. RESIGNATION OF MS. MONICA JAIN

The Chairman informed the Board that Company has received resignation letter from Ms. Monica Jain. Thereafter, he placed the resignation letter of Ms. Monica Jain before the Board for its consideration. The Board discussed the matter and passed the following resolution unanimously:

“RESOLVED THAT on receipt of a notice from Ms. Monica Jain, pursuant to Section 168 of the Companies Act, 2013, the resignation of Ms. Monica Jain, Director of the Company, be and is hereby accepted with immediate effect.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally/individually authorized to sign and file necessary form with the Registrar of Companies, Maharashtra and to do all the acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

8. TO TAKE ON RECORD NOTICES OF ANNUAL DISCLOSURE OF INTEREST UNDER SECTION 184 OF THE COMPANIES ACT, 2013:

The Chairman informed the Board about the receipt of Form MBP - 1 for Financial Year 2023-24 from all the Directors containing disclosure of their Interest in other Company or Companies or Bodies Corporate, Firms or other Association of Individuals as required under Section 184 of the Companies Act, 2013. The said disclosures were placed before the Meeting. The Directors present perused the contents of the disclosures received and took the same on record by passing the following resolution unanimously:

“RESOLVED THAT pursuant to the provisions of Section 184 and other applicable provisions, if any, of the Companies Act, 2013, the Notice of Disclosure of Interest received from all Directors of the Company in Form MBP-1 and read in this meeting be and are hereby taken on record.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps and actions as may be required in this regard.”

9. TO TAKE NOTE OF THE DECLARATIONS UNDER SECTION 164 OF THE COMPANIES ACT, 2013:

The Chairman informed the Board that declarations have been received from all the Directors confirming that the Companies in which they hold the office of Director, have not defaulted on the grounds mentioned under Section 164(2) of the Companies Act, 2013 and that they have not been disqualified from occupying the office of Director of the Company for the financial year ending 31st March 2024.

The Declaration received from each of the Directors were placed before the Board. The Board perused and took the same on record. The following resolution was then passed unanimously:

“RESOLVED THAT pursuant to the provisions of Section 164 of the Companies Act, 2013, written representations received from the Directors of the Company placed before the Board and the same have been taken on record and the Board do hereby declare and confirm that none of the Directors of the Company is disqualified in terms of the provisions of Section 164 of the Companies Act, 2013, for their continuance in their respective offices as a Director of the Company for the financial year ending 31st March 2024.”

10. NAME APPLICATION FOR CHANGE OF NAME OF THE COMPANY

The Chairman informed the Board that M/s Hella Infra Market Private Limited is investing in the Company a certain sum of money and hence Directors are planning to change name of the Company as Hella Infra Market Metal Private Limited with the approval of Members. The Board discussed about the name application and other formalities related to change of name and passed below resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies act, 2013 and subject to the approval of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs and subject to the approval of Shareholders in general meeting or any other authority as may be necessary, the consent of the Board be and is hereby given to change the name of the Company from Rajuri Steels and Alloys India Private Limited to Hella Infra Market Metal Private Limited” or any other approved name by CRC (MCA).

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

The Name of the Company will be above “approved name” In MOA.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all acts, deeds, and execute such document as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies, Mumbai.”

11. AUTHORITY TO SIGN AND FILE E-FORMS OR OTHER DOCUMENTS WITH THE MINISTRY OF CORPORATE AFFAIRS:

It was informed to the Board that it is advisable to give general authority to the Directors to sign and file any such documents/forms or any applications electronically as may be required in connection with complying with the various applicable laws in India. After discussions, the following resolutions were passed unanimously:

“RESOLVED THAT the Directors of the Company be and are hereby jointly/singly authorized to sign and file either electronically or physically all forms, documents, applications as may be required under the Companies Act or rules and regulation made there under with the Registrar of Companies and any other authorities from time to time as may be required.”

VOTE OF THANKS

There being no further business to transact, the meeting terminated with a vote of thanks to the Chair.

DATE OF ENTRY: 17/04/2023

DATE OF SIGNING: 16/06/2023

PLACE: Mumbai

CHAIRMAN