



SIROHIA & SONS LTD.

6, Bishop Lefroy Road, 4th Floor
Suit No.: 19, Kolkata - 700 020
Ph.: 033 4017 0700, Fax : 033 4017 0701
E-mail : info@sirohia.com

CIN No.: L51109WB1990PLC049105

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S SIROHIA & SONS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 16 BONFIELDS LANE, KOLKATA- 700001 ON 29TH MAY 2017 AT 11:00AM

APPOINTMENT OF ADDITIONAL DIRECTOR

“RESOLVED THAT pursuant to the provisions of section 161(1) and other applicable provisions, if any of the Companies Act, 2013 and the rules made there under, Mr. Sribhagwan Kalyani, Mrs. Agam Pyari Kalyani & Mrs. Paridhi Lahoti, who filed their consent with the Company to act as a Directors, be and are hereby appointed as Non-Executive Additional Directors (Independent Directors) of the Company.”

“RESOLVED FURTHER THAT Mr. Sribhagwan Kalyani, Mrs. Agam Pyari Kalyani & Mrs. Paridhi Lahoti, shall hold office of additional director till the conclusion of the next Annual General Meeting.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to file the necessary e-Form DIR 12 and other applicable Returns and Forms, if any, with the Registrar of the Companies and take all necessary steps to complete the formalities of appointment of Directors.”

RECONSTITUTION OF AUDIT COMMITTEE

To comply with the provisions of section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meeting of board and its powers) Rules, 2014 board has accorded its consent to constitute/ reconstitute the Audit Committee and passed the following resolutions in this regard :

“RESOLVED THAT in pursuance of the provisions of section 177 of the Companies Act, 2013 a Committee of the board of directors be and is hereby constituted to be called as “Audit Committee” with the following members :

1. Mr. Sribhagwan Kalyani,
2. Mrs. Agam Pyari Kalyani
3. Mrs. Paridhi Lahoti,

FURTHER RESOLVED THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Audit Committee.

FURTHER RESOLVED THAT Mr. Sribhagwan Kalyani will act as the Chairman of the committee

FURTHER RESOLVED THAT Mr. Rahul Gupta, Company Secretary of the company will act as Secretary of the Committee

FURTHER RESOLVED THAT the committee be and is hereby vested with the following roles and responsibilities:

1. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. examination of the financial statement and the auditors' report thereon;
4. approval or any subsequent modification of transactions of the company with related parties;
5. scrutiny of inter-corporate loans and investments;
6. valuation of undertakings or assets of the company, wherever it is necessary;
7. evaluation of internal financial controls and risk management systems;
8. monitoring the end use of funds raised through public offers and related matters.





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9. any other responsibility as may be assigned by the board from time to time.

FURTHER RESOLVED THAT All the Directors of the Company be and is hereby severally authorised to do all such acts, deeds and things which may be necessary for giving effect to this resolution."

APPROVAL OF THE ANNUAL ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31st MARCH 2017

The Chairman informed the Board that Annual Accounts of the Company for the year ended 31st March 2017 has been finalized and the same is placed before the Board for their approval. After having approval of the Board of Directors, these accounts were sent to the Auditors of the Company i.e. M/s RSVA & Co., Chartered Accountants for their report. After discussion the following resolution was passed.

RESOLVED THAT the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2017 together with accounting policies and notes forming part of the accounts be and are hereby approved and that Mr. Rakesh Sirohia (DIN: 00228967), Mr Rajat Sirohia (DIN: 00244597) , Mr Jitendra Sirohia (DIN: 00244740), Directors of the Company and Mr. Rahul Gupta, Secretary of The Company be and are hereby authorized to sign the same and the said accounts be submitted to the auditors for their report thereon."

Thereafter the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2017 together with accounting policies and notes forming part of the accounts were forwarded to M/s RSVA & Co., Chartered Accountants, to sign the same and for their report thereon.

At this stage, the Meeting was adjourned and resumed after some time after receipt of the Auditors Report.

"RESOLVED FURTHER THAT the same be signed by any two directors of the company on behalf of the board of Directors of the Company."

"RESOLVED FURTHER THAT the same be sent to Auditors for their report thereon."

APPROVAL OF THE AUDITORS REPORT ON THE ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2017

The Chairman placed before the board, the Auditors Report on the Profit & Loss account for the year ended 31st March 2017 and the balance sheet as at 31st March 2017. After discussions, the following resolution was passed:

"RESOLVED that the Auditors Report on the Profit & Loss account for the year ended 31st March 2017 and the balance sheet as at 31st March 2017 as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved and the same is recommended to the members for adoption in the forthcoming ensuing Annual General Meeting."

"RESOLVED FURTHER THAT Directors and Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, WB and other Govt & Non Govt Departments as the case may be."

APPROVAL OF THE DRAFT DIRECTORS REPORT FOR THE YEAR ENDING 31ST MARCH, 2017

The Chairman Placed before the Board, the draft Directors Report of the Company for the Financial Year ending 31st March, 2017. The Board considered the same and passed the following resolution:-



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"RESOLVED THAT the Directors' Report of the Company for the Financial year ending 31st March 2017 be and is hereby approved and Mr Rakesh Sirohia Chairman of the meeting and Mr Jitendra Sirohia, Director be and are hereby authorized to sign the same on behalf of Board of Directors of the Company."

DISCLOSURE OF DIRECTORS INTEREST & INDEPENDENCE, BY INDEPENDENT DIRECTORS

"RESOLVED THAT pursuant to the provisions of Section 184(1) of the Companies Act 2013, read with rule 9(1) of the Companies (Meeting of Board and its Powers) Rules, 2014, the disclosure of interest submitted by all the Directors in Form- MBP1 to the Company for the Financial Year 2016-17 as placed before the Board, be and are hereby noted and taken on record.

RESOLVED THAT pursuant to the provisions of Section 164(2) of the Companies Act 2013, read with rule 14(1) of the Companies (Appointment & Qualification of Directors) Rules, 2014, intimate by all the Directors in prescribed Form- DJR 8 to the Company for the Financial Year 2016-17 as placed before the Board, be and are hereby noted and taken on record.

RESOLVED THAT pursuant to the provisions of Section 149(7) of the Companies Act 2013, the declaration of Independence which meets the criteria of Independence as provided in Sub Section (6) of Section 149 submitted by the independent Directors of the Company placed before the Board, be and are hereby noted and taken on record."

For Sirohia & Sons Ltd.

Rajat Sirohia

Director

