

BIHAR SPONGE IRON LIMITED

STANDING OPERATING PROCEDURE

OF

SECRETARIAL DEPARTMENT

Secretarial Department

Conduction of Board Meeting / Committee Meeting

Steps for conducting Board Meeting

1. Finalization of Board Meeting date after taking approval from the Chairman of the Board.
2. Deciding and Finalization of Board Meeting items.
3. Circulation of Notice of Board Meeting to the Board and Concerned invitees along with pointwise agenda through mail before seven clear days of Board meeting.
4. Circulation of detailed Agenda along with relevant back-up items of Agenda through email/printed hard copy after circulating Notice.
5. Preparation of required number of hard copies of Agenda.
6. Preparation of Attendance Sheet/Register.
7. Co-ordination with all departments till the successful completion of Board meeting like co-ordination with administrative department for booking of board room, arranging of stationary items etc.
8. Take care of all arrangements before starting of the meeting till closure of the meeting.
9. To take attendance of all members present at the meeting.
10. Checking of the quorum of Board meeting so that meeting can be convened properly.
11. Recording of proceedings of the Board at the meeting.
12. Preparation, Finalization and Circulation of draft minutes within 15 days of the board meeting.
13. Sending of request email for Sitting fees payment of board meeting.
14. Co-ordination with Accounts department and Collection of Cheques from them.
15. Sending of Cheques to the concerned directors after receiving cheque from accounts department.

Committee Meeting

Committees of the Board includes all statutory committees as required by the Companies Act, 2013 like Audit Committee, Nomination and Remuneration Committee and other committees of the board. Committees are required to meet as and when required by the circumstances except Audit Committee. Procedure for holding committee meeting is same as for board meeting.

Conduction of General Meeting

General meeting may be Annual General Meeting or Extra-Ordinary General Meeting of the members of the Company.

Steps for conducting Extra-Ordinary General Meeting/Annual General Meeting

1. Finalization of General Meeting date as and when there comes some special business.
2. Deciding and finalization of meeting items.
3. Circulation of Notice of General Meeting to all members, directors and concerned persons, if required, along with point wise agenda through mail before twenty-one clear days of general meeting.
4. Circulation of Detailed Agenda along with relevant back-up items of Agenda through mail after circulating Notice.
5. Preparation of required number of hard copies of Agenda.
6. Preparation of Attendance Sheet/Register.
7. Co-ordination with all departments till the successful completion of General meeting like Co- ordination with administrative department for booking of board room, arranging of stationary items etc.
8. Take care of all arrangements before starting of the meeting till closure of the meeting.
9. To take attendance of all members present at the meeting.
10. Recording of proceedings of the Members present at the meeting.
11. Preparation and finalization of minutes within 21 days.
12. Signing of Minutes within 30 days of meeting.

Note:- Annual General Meeting is mandatory meeting required to be held as per the provisions of Companies Act, 2013.

Approval of minutes of the Board Meeting

1. After circulation of draft minutes within 15 days of Board Meeting, the Board is given 7 days of time for their comments or approval of the minutes.
2. After their approval or in case no approval is provided within 7 days due to pre-occupation of directors then minutes are deemed to be approved.
3. The minutes of the board meeting are either signed by the chairman of the meeting or by chairman of the next meeting.
4. In case minutes are not signed by the chairman of the meeting due to his pre-occupation, then minutes can be signed by the chairman of next board meeting.
5. Minutes of meeting to be entered into the minute book within 30 days of from the date of conclusion of the meeting.
6. After signing of the minutes by chairman, certified copy of the signed minutes of the meeting are circulated to the Board within 15 days of signing.

Maintenance of Statutory Registers

1. After the completion and finalization of Board Minutes, Items are selected over which statutory registers need to be updated.
2. Necessary entries are passed in the Respective registers and updated within 10 days.

ROC FILING

ROC Filing may be of two types :-

- (1) Statutory Filing
- (2) Event Based Filing

(1) Statutory Filing :-

Form AOC-4, Form MGT-7

Form AOC-4 is a mandatory form to be filed within 30 days of holding AGM. Notice of AGM, Directors' Report along with annexures like AOC-1, AOC-2, MGT-9, Secretarial Audit Report and Financials of the company are the mandatory attachments to this form. Steps for filing AOC-4 are mentioned below:-

1. Co-ordination with various departments and persons for seeking information as required for the preparation of draft Notice of AGM, Directors' Report along with complete annexures and Annual Report.
2. Conducting board meeting as per steps mentioned in "Conduction of Board Meetings/Committee Meetings" for seeking approval for draft documents and other items.
3. After approval of Notice of AGM in the Board Meeting, Conducting Annual General Meeting as per steps mentioned in "Conduction of Extra-Ordinary General Meeting/Annual General Meeting."
4. After approval of all attachments to the form in AGM, Co-ordination for signing of documents by persons as authorized by the Board.
5. Co-ordination with the practicing company secretary for the conversion of above documents in XBRL format.
6. Checking of PDF format of XBRL for any rectification and its approval to PCS.
7. Filing of Form AOC-4 with ROC within 30 of holding AGM.

Form MGT-7 is to be filed within 60 days of holding AGM.

1. Preparation of List of Shareholders as on Financial Year end date which is required to be attached with the Form.
2. Preparation and Filing of Form within 60 days of holding AGM.

(b) Event Based Filing:- Forms :- MGT-14, DIR-12, DIR-11, SH-7, PAS-3, INC-22, GNL-2 etc.

After finalization of Board Minutes, items are checked with respect to which filing is required to be made with the ROC. After ascertaining items, required, documents for filing are made and filing is made within the prescribed period of time as fixed by Ministry of Corporate Affairs.

GENERAL ADVISORY AND CO-ORDINATING WORK

This part includes providing of support service to various departments of organization and miscellaneous secretarial work:-

1. Providing data and information to the Statutory Auditors and Secretarial Auditors of the company.
2. Providing data and information to various departments (Finance Department, Account's Department, Legal and Commercial department etc. of the company.
3. Taking of MBP-1 and DIR-8 from the directors on regular basis.
