



MINUTES OF THE 03/2008-09 MEETING OF THE BOARD OF DIRECTORS OF ENVIROTECH GENSETS PRIVATE LIMITED HELD AT REGISTERED OFFICE AT B-1180, G.D. COLONY, MAYUR VIHAR PHASE-III, DELHI-110096 ON TUESDAY 02ND, SEPTEMBER 2008 AT 11.00 A.M.

DIRECTORS PRESENT

Mr. Manoj Kumar Gupta	Director
Mrs. Sindhu Gupta	Director

1. CHAIRPERSON

Mr. Manoj Kumar Gupta presided as Chairperson of the Meeting. He thanked the other Directors present and took the chair.

2. LEAVE OF ABSENCE:

All the directors were present, hence no Leave of absence was sought.

3. QUORUM:

The business before the meeting was taken up after having established that the requisite quorum was present.

4. MINUTES OF THE PREVIOUS MEETING:

The minutes of the previous meeting of the members held on July 01ST, 2008 were confirmed and signed by the Chairman.

5. ADOPTION OF ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2008

Board received the Balance Sheet as at 31st March, 2008 and the Profit & Loss Account along with schedules annexed thereto for the year ended 31st March, 2008(both tabled at the meeting and initialled by the Chairman for the purpose of identification. Board discussed elaborately and passed the following resolution with unanimous consent.

“RESOLVED THAT the Balance Sheet as on 31st March, 2008 and the Profit & Loss Account along with schedules annexed thereto for the year ended 31st March, 2008(both tabled at the meeting and initialled by the Chairman for the purpose of identification) be approved and the same be signed by Mr. Manoj Kumar Gupta, Director, and Mrs. Sindhu Gupta, Director of the Company.”

RESOLVED FURTHER THAT the Accounts for the financial year ended on 31st March, 2008 as approved by the Board and signed on behalf of the Board be approved and the same be signed by Mr. Manoj Kumar Gupta, Director, and Mrs. Sindhu Gupta, Director of the Company be submitted to the Auditors of the Company for their Report thereon to the members of the Company.”

CHAIRMAN
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RESOLVED FURTHER THAT be approved and the same be signed by Mr. Manoj Kumar Gupta, Director, and Mrs. Sindhu Gupta, Director of the Company be and are hereby severally authorized to accept and approve such changes to the accounts as may be suggested by the Auditors, to the accounts approved by the Board."

6. **ADOPTION OF AUDITOR'S REPORT**

The Board received the Auditor's Report on the Accounts for the year ended 31st March, 2008 at the venue of the Board Meeting and the same was considered. After discussion the following resolution was passed unanimously:

"RESOLVED THAT, the Auditor's Report on the Balance Sheet as at 31st March, 2008 and the Profit and Loss Account for the year ended 31st March, 2008 be and is hereby considered, approved and adopted."

RESOLVED FURTHER THAT the Balance Sheet as at 31st March, 2008 and the Profit and Loss Account for the year ended 31st March, 2008 along with the schedules annexed and notes appended thereto together with the Report of Auditors be included in the first Annual Report to be circulated to the members of the Company."

7. **TO CONSIDER AND APPROVE THE DIRECTORS' REPORT TO THE MEMBERS:**

The draft of Directors' Report to the members of the Company for the financial year ended 31st March, 2008 was placed before the Board. Board considered the same and passed the following resolution with unanimous consent:

RESOLVED THAT the Directors' Report to be presented to the members at the ensuing Annual General Meeting placed before the Board and initialled by the Chairman for the purpose of identification, be and is hereby approved and that pursuant to section 217 of the Companies Act, 1956, Mr. Manoj Kumar Gupta, Director, and Mrs. Sindhu Gupta, Director of the Company, be and are hereby authorised to sign the Report and the same be sent to the members along with the audited accounts of the Company."

8. **INTIMATION BY DIRECTORS U/S 274(1)(g)**

Chairman placed before the Board Form DD-A dully signed by the Board members as prescribed under Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003 disclosing that Board member are not disqualified u/s 274(1)(g). Board took a note of the intimation filed by the Directors and recorded that none of the Board members is disqualified under Section 274(1)(g) of the Companies Act, 1956.

CHAIRMAN'S
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9. DIRECTOR'S RESPONSIBILITY STATEMENT

Chairman placed before the Board, Director's Responsibility Statement as required under the provisions of Section 217 (2AA) of the Companies Act, 1956. The contents of the Statement as given below were read before the Board and approved:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2008, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for the year under review;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the accounts for the financial year ended 31st March, 2008 on a 'going concern' basis.

10. TO FIX THE DATE FOR THE 01st ANNUAL GENERAL MEETING AND TO APPROVE THE NOTICE CONVENING THE 01st ANNUAL GENERAL MEETING:

Chairman placed before the Board draft Notice of 01st Annual General Meeting to be sent to the members of the Company.

Board considered the same and passed the following resolution with unanimous consent:

RESOLVED THAT the 01st Annual General Meeting of the Company be convened on Saturday, the 27th day of September 2008 at 11.00 A.M. at the Registered office of the Company.

RESOLVED FURTHER THAT the Notice to the members of the Company for the 01st Annual General Meeting placed before the Board be and is hereby approved."

FURTHER RESOLVED THAT Mr. Manoj Kumar Gupta Director of the Company be and is hereby authorized to sign the said Notice and the same be sent to the members."

MINUTE BOOK

Shipr

II. ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR:

There being no other matter to be transacted, the meeting terminated with a vote of thanks to the Chair.

Place: Delhi

Date: 15/12/2008



CHAIRMAN

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