

MINUTES OF THE 01/2006-07 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 SATURDAY, 07TH MARCH 2007 AT 02.00 P.M.

The first directors mentioned hereunder were present: -

1. Mr. Manoj Kumar Gupta Director
2. Mrs. Sindhu Gupta Director

1. **CHAIRPERSON**

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

2. **CERTIFICATE OF INCORPORATION**

The Chairperson placed before the meeting the Certificate of Incorporation bearing No. **U31101DL2007PTC159075** dated 09.02.2007 issued by the Registrar of Companies, Delhi & Haryana whereby the Company has been registered as a Private Limited Company under the Companies Act, 1956.

The Directors expressed their satisfaction that the Company was now duly registered and it was unanimously resolved that the Registration of the Company be and is hereby recorded and that the Certificate of Incorporation of the Company be framed and exhibited at the Registered Office of the Company as required by Law.

It was decided to put up a name board displaying the name of the Company outside the Registered Office premises & other places as may be required as per applicable laws.

3. **ALLOTMENT OF SHARES TO SUBSCRIBERS**

The Chairperson pointed out that each of the Original Subscribers to the Memorandum and Articles of Association would pay Rs. 10/- (Rupees Ten Only) in cash for one Equity Share of Rs. 10/- each towards the Share Capital of the Company and it was necessary to allot these shares to the subscribers.

The following Resolution was unanimously passed:

"RESOLVED THAT the subscribers to the Memorandum and Articles of Association be registered as Members of the Company in respect of the Shares subscribed for each of them as under: -

Name	No. of Shares	Amount Subscribed
Mr. Manoj Kumar Gupta	5000 Equity	Rs. 50,000/-
Ms. Sindhu Gupta	5000 Equity	Rs. 50,000/-

CHAIRMAN
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FURTHER RESOLVED THAT Share Certificates in respect of the above be issued in the name of the Subscribers jointly with others as may be desired by each of them and their particulars recorded in the Register of Members."

4. SHARE CERTIFICATES

The Chairperson produced a design of the proposed Share Certificate of the Company and the following Resolution was unanimously passed:

"RESOLVED THAT the design of the Share Certificate duly initialled by the Chairperson for identification and placed before this Meeting be and is hereby approved as the form of Share Certificate of the Company.

FURTHER RESOLVED THAT until otherwise resolved the two Directors and one authorised signatory do sign the Share Certificates as and when issued and the Seal of the Company be affixed to the Share Certificate in their presence."

5. COMMON SEAL

The Chairperson placed before the Meeting the design of the Seal to be adopted as the Common Seal of the Company. It was unanimously agreed to adopt the Seal placed before the Meeting as the Common Seal of the Company. It was resolved as under:

"RESOLVED THAT the Seal produced before the Meeting an impression of which is affixed to these Minutes be and is hereby adopted as the Common Seal of the Company.

FURTHER RESOLVED THAT the Common Seal be kept in safe custody and shall be affixed with the authority of the Board of Directors on documents and papers in the presence of at least one Director of the Company who shall countersign such documents and papers."

6. MEMORANDUM AND ARTICLES OF ASSOCIATION

A printed copy of the Memorandum and Articles of Association of the Company, as registered with the Registrar of Companies was placed before the meeting and taken on record.

7. REGISTERED OFFICE

It was noted that the Registered Office of the Company will be at B-1180, G.D. Colony, Mayur Vihar Phase-III, East Delhi, Delhi-110096, the intimation of which has already been given to the Registrar of Companies, National Capital Territory of Delhi and Haryana.

8. COMPANIES ACT REGISTER

The Directors noted the various particulars and Registers required to be maintained under the Companies Act, 1956 in respect of Members, Directors, Mortgages, Contracts, etc.

CHAIRMAN'S INITIALS

9. FINANCIAL YEAR

The Directors discussed the maintenance of the Company's Accounts. It was unanimously resolved to close the First Accounts of the company on 31st March 2008 and thereafter on 31st March of each year.

"RESOLVED THAT the financial year of the company be and is hereby fixed from 1st April to 31st March for the following years and the first-year accounts be prepared for the period commencing from the date of incorporation i.e. 09th February 2007 up to and including 31st March 2008".

10. APPOINTMENT OF FIRST AUDITORS

The following resolution is passed for the appointment of first Auditors of the Company:-

"RESOLVED THAT pursuant to the provisions of the Section 224(5) read with the Articles of Association of the Company, M/s **Yogesh Singhal and Company**, Chartered Accountants, having auditor's firm's registration number is 088954, Noida, U.P. be and are hereby appointed as the first auditors of the Company to audit financials for FY ended 31st March 2008 and to hold office till the conclusion of the First Annual General meeting of the Company at a remuneration as may be decided by the Board."

11. REIMBURSEMENTS TO DIRECTORS

The Chairperson informed the Board that while discharging the official responsibilities, the Directors may have to incur various expenses on traveling, boarding and lodging, telephone, conveyance etc. which would have to be reimbursed to them from time to time.

After discussion, the following resolutions were passed:

"RESOLVED THAT the Company does reimburse the expenses to its Directors."

12. PROCEDURE FOR RECORDING THE MINUTES OF THE MEETING

The board decided that the procedure laid down under Section 193 of the Companies Act, 1956 for recording the minutes of the meeting of the Board of Directors and those of General Body be followed. It was also decided that the minutes be kept in a Minutes Book duly typed, serially numbered and initialled by the Chairperson of the Meeting and every such loose-leaf Minutes Book be bound after a certain period as may be decided by the Chairperson.

13. DISCLOSURE OF INTEREST BY DIRECTORS

The chairman apprised the board that the general disclosure for interested parties for the year 2007-2008 has been received from the directors and after discussions following resolution was passed:

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“RESOLVED THAT the general notice given by the directors of the company pursuant to the section 299 of the Companies Act 1956, disclosing their interest be and hereby noted by the board and entered into the register maintained for the said purpose.”

CONCLUSION OF THE MEETING

There being no other business to transact, the meeting was concluded with a vote of thanks to the Chair.

14. 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: Uttar Pradesh

Date: 20/03/2007

CHAIRMAN

CHAIRMAN'S INITIALS