

MINUTES OF THE 09/2013-14 MEETING OF THE BOARD OF DIRECTORS OF ENVIROTECH SYSTEMS PRIVATE LIMITED HELD AT REGISTERED OFFICE AT A-29, BLOCK -A, SHAYAM VIHAR, PHASE-1, NEW DELHI-110043 ON SATURDAY, 01st FEBRUARY 2014 AT 11.00 A.M.

1. DIRECTORS PRESENT

Mr. Manoj Kumar Gupta Director
Mrs. Sindhu Gupta Director

2. CHAIRPERSON

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

3. LEAVE OF ABSENCE:

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

4. QUORUM:

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

5. MINUTES OF THE PREVIOUS MEETING:

The minutes of the previous meeting of the members held on January 27th, 2014 were confirmed and signed by the Chairman.

6.(a) AUTHORISED TO BOARD SELL, LEASE OR OTHERWISE DISPOSAL OF THE WHOLE, OR SUBSTANTIALLY THE WHOLE, OF THE UNDERTAKING U/S SECTION 180(1)(A) OF THE COMPANIES ACT 2013:

The board of directors noted the authorized to board sell, lease or otherwise disposal of the whole, or substantially the whole, of the undertaking u/s section 180(1)(a) of the companies act 2013 before the meeting and pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create charge on all or anyone or more of the movable/immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of National/International Financial Institutions/Banks/multilateral institutions, etc. hereinafter referred as “the lenders” and Trustees to the Lenders & Bondholders to secure any Term Loans/Cash Credit Facilities/ Debentures/Bonds or the like, obtained/to be obtained from any of the aforesaid

CHAIRMAN
INITIAL

lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption, cost, charge(s), expenses and all other monies payable by the Company to such lenders under the respective loan/other agreement(s) entered/to be entered into between the Company and the lender(s) in respect of a sum of Rs. 500 Lacs (Rupees Five Hundred Lacs), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.

5.(b). **AUTHORISED THE BOARD FOR EXCEED THE BORROWED LIMIT ABOVE THE SUM OF PAID UP CAPITAL AND FREE RESERVES PURSUANT TO THE PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.**

The board of directors noted the authorised the board for exceed the borrowed limit above the sum of paid up capital and free reserves pursuant to the provisions of section 180(1)(c) of the companies act, 2013 before the meeting and pass the following resolution as a special resolution:

"**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserved not set apart for any specific purpose), provided, however, that the total amount of such borrowings shall not exceed, at any time, a sum of Rs. 500 Lacs (Rupees Five Hundred Lacs).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

CHAIRMAN'S
INITIALS



MINUTE BOOK



6. 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: 18/02/2014

A handwritten signature in blue ink, appearing to read "A. Gupta", enclosed within a blue oval scribble.

CHAIRMAN

CHAIRMAN
INITIALS

Handwritten initials in blue ink, possibly "AG", located in the bottom right corner of the page.