

MINUTES OF THE 06/2014-15 MEETING OF THE BOARD OF DIRECTORS OF ENVIROTECH SYSTEMS PRIVATE LIMITED HELD ON THURSDAY, 28TH AUGUST, 2014 TO BE COMMENCED AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT A-29, BLOCK-A, SHYAM VIHAR PHASE-I, NEW DELHI-110043

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 June 11th, 2014 were confirmed and signed by the Chairman.

5. TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2014:

The Board of Directors of the company considered, approved and reviewed the Audited Financial Statements of the company for the financial year ended on 31st March, 2014 before the meeting of board and pass the following resolution:

“RESOLVED THAT, the Audited Financial Statements of the company for the financial year ended on 31st March, 2014, as placed before the board duly initiated by the Chairperson of the meeting for the purpose of identification be and are hereby approved”

“RESOLVED FURTHER THAT, Mr. Manoj Kumar Gupta (DIN: 01187138) and Mrs. Sindhu Gupta (DIN: 01190580), directors of the company, be and are hereby authorised to sign the said Audited Financial Statements on behalf of the board of directors of the company.

CHAIRMAN'S
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6. TO APPROVE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2014.

The Auditors' Report to shareholders on the accounts of the Company for the year ended 31st March, 2014 was placed at the Meeting. The Directors discussed the observations made by the Auditors in their report. In their opinion the Report needed no comments and clarifications as it was self explanatory. Thereafter the following resolution was passed by the Directors:

"RESOLVED THAT the Auditors' Report to the shareholders on the accounts for the year ended 31st March, 2014 be and is hereby approved."

7. TO CONSIDER THE APPOINTMENT OF M/S VISHAL KAUSHAL & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY.

The Chairman informed that M/s. Vishal Kaushal & Co., Chartered Accountants, (FRN- 010123C) were appointed by the shareholders at the 8th Annual General Meeting to hold office until the conclusion of the 13th Annual General Meeting subject to ratification by shareholders at each Annual General Meeting. He further informed that Company has obtained from the Auditors, a certificate as required under Section 139 of the Companies Act, 2013 to the effect that they are eligible to continue as statutory auditor of the Company. The Board considered the matter and thereafter decided that the ratification of the above named Auditors be recommended to the shareholders at the forthcoming Annual General Meeting. After discussions the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section- 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and subject to the approval of shareholders, M/s VISHAL KAUSHAL & CO., (Chartered Accountants), retiring auditor of the Company (FRN No. 010123C) be and is hereby re appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 13 AGM of the Company, to be held in the year 2020 (subject to ratification of their re-appointment at every AGM), at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company."

8. TO APPROVE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2014:-

The Chairman placed before the Board of Directors the Directors' Report of the Company for the year ended 31st March, 2014. The Board noted the same and passed the following resolution:

"RESOLVED THAT the Directors' Report for the year ended 31st March, 2014 as submitted before the Meeting be and is hereby approved and the same be signed on behalf of the Directors by Mr. Manoj Kumar Gupta (DIN: 01187138) and Mrs. Sindhu Gupta (DIN: 01190580), directors of the company."

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9. TO AUTHORIZE DIRECTOR OF THE COMPANY TO SIGN ANNUAL RETURN:-

The Chairperson informed the Board that for signing of Annual Return for the financial year ended 31st March, 2014 and filing the necessary forms with the Registrar of Companies. Authorization has to be given to Directors of the Company. The Board took note of the same and passed the following resolution:

“RESOLVED THAT Mr. Manoj Kumar Gupta (DIN: 01187138) and Mrs. Sindhu Gupta (DIN: 01190580), directors of the company be and are hereby authorized to sign the Annual Return of the Company for the financial year ended 31st March, 2014 and file the necessary forms with the Registrar of Companies.”

10. NOTICE CONVENING THE 7th ANNUAL GENERAL MEETING:-

The Chairman informed the Board that there is need to hold 7th Annual General Meeting of the Company. The Chairman then placed before the Board a draft Notice dated 28th August 2014 for convening the Annual General Meeting of the Company on 25th September 2014 at registered office of the Company at 11:00 AM After due consideration and deliberation, the Board passed the following resolution:

“RESOLVED THAT 7th Annual General Meeting of the Company be convened on Thursday, 25th September 2014 at 11:00 AM at the Registered Office of the Company at Registered Office to transact the businesses mentioned in the Draft Notice as placed before the Board.

FURTHER RESOLVED THAT Mr. Manoj Kumar Gupta (DIN: 01187138) and Mrs. Sindhu Gupta (DIN: 01190580), Director of the Company be and is hereby authorized to issue the notice to all the Directors, Shareholders and Auditors of the Company in this regard.”

11. 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: 29/08/2014



CHAIRMAN

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MINUTE BOOK

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