

MINUTES OF THE 04/2016-17 MEETING OF THE BOARD OF DIRECTORS OF ENVIROTECH SYSTEMS PRIVATE LIMITED HELD ON THURSDAY, 01<sup>ST</sup> SEPTEMBER, 2016 TO BE COMMENCED AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 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 Director 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 25<sup>th</sup>, 2016 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, 2016:**

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, 2016 before the meeting of board and pass the following resolution:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with Auditors' Report and Directors' Report thereon.

**6. TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2016:**

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, 2016 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 31<sup>st</sup> March, 2016, as placed before the board duly initiated

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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 authorized to sign the said Audited Financial Statements on behalf of the board of directors of the company”.

**7. TO APPROVE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2016.**

The Auditors' Report to shareholders on the accounts of the Company for the year ended 31<sup>st</sup> March, 2016 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 31<sup>st</sup> March, 2016 be and is hereby approved.”

**8. TO CONSIDER THE RATIFICATION 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 7<sup>th</sup> Annual General Meeting to hold office until the conclusion of the 12<sup>th</sup> 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 Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s Vishal Kaushal & Co., Chartered Accountants, (FRN No. 010123C), as Statutory Auditors of the Company for a term of five year i.e till the conclusion of the 13<sup>th</sup> AGM of the Company to be held in the year 2020 which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017 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.”

**9. TO APPROVE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2016:-**

The Chairman placed before the Board of Directors the Directors' Report of the Company for the year ended 31<sup>st</sup> March, 2016. The Board noted the same and passed the following resolution:

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“RESOLVED THAT the Directors’ Report for the year ended 31st March, 2016 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.”

**10. 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, 2016 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, 2016 and file the necessary forms with the Registrar of Companies.”

**11. NOTICE CONVENING THE 9<sup>th</sup> ANNUAL GENERAL MEETING:-**

The Chairman informed the Board that there is need to hold 9<sup>th</sup> Annual General Meeting of the Company. The Chairman then placed before the Board a draft Notice dated 01<sup>st</sup> September 2016 for convening the Annual General Meeting of the Company on 29<sup>th</sup> September 2016 at registered office of the Company at 11:00 AM After due consideration and deliberation, the Board passed the following resolution:

“RESOLVED THAT 9<sup>th</sup> Annual General Meeting of the Company be convened on Thursday, 29<sup>th</sup> September 2016 at 11:30 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.

CHAIRMAN

Place: Delhi

Date: 07/09/2016

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