

MINUTES OF THE 01/2022-23 MEETING OF THE BOARD OF DIRECTORS OF ENVIROTECH SYSTEMS PRIVATE LIMITED HELD ON TUESDAY, 05TH APRIL, 2022 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.

DIRECTOR'S PRESENT:

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|--------------------------|----------|
| 1. Mr. Manoj Kumar Gupta | Director |
| 2. Mrs. Sindhu Gupta | Director |
| 3. Mr. Yash Gupta | Director |

CHAIRMAN:

Mr. Manoj Kumar Gupta, was elected as Chairman of the meeting and took the Chair and welcomed all the Directors present.

LEAVE OF ABSENCE:

No Leave of absence was taken note of.

QUORUM:

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

1. MINUTES OF THE PREVIOUS MEETING:

The minutes of the previous meeting of the members held on 28TH February 2022 were confirmed and signed by the Chairman.

2. CONVERSION OF PRIVATE LIMITED COMPANY INTO A PUBLIC LIMITED COMPANY

Chairman informed the board pursuant to Sections 13, 14 and 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule (s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) subject to the approval of the Shareholders for conversion of the Company into a Public Limited Company.

RESOLVED THAT pursuant to Sections 13, 14 and 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule (s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) subject to the approval of the Shareholders for conversion of the Company into a Public Limited Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 14(1) read with Section 13(1) and other applicable provisions of the Companies Act, 2013 if any and subject to the approval of shareholders and Registrar of Companies, National Capital Territory of Delhi & Haryana and/or any other

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appropriate authorities as may be necessary (including the registration of any alteration to the Memorandum of Association of the Company or Articles of Association of the Company, if so required), consent of the shareholders be and is hereby accorded, for conversion of this Company into a Public Limited Company and consequently the name of the Company be and is hereby changed from "Envirotech Systems Private Limited" to 'Envirotech Systems Limited" by deletion of the word "Private" before the word Limited from the name of the Company and accordingly Clause 1 of the Memorandum of Association of the Company be substituted with the following clause:

The Name of the Company is Envirotech Systems Limited."

"RESOLVED FURTHER THAT in accordance with the applicable provisions of the Act, including Section 14 of the Companies Act, a new set of Articles of Association as applicable to Public Company pursuant to the Act primarily based in the form of Table F' of Schedule I under the Act, as placed before the members be and is hereby approved and adopted as new set or Articles of Association in the place of existing Articles of Association of the Company."

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies office and are hereby further authorised to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

3. TO CONVENE EXTRAORDINARY GENERAL MEETING

The Board was placed that in order to take approval, the members of the Company calling of Extraordinary General Meeting of the Company by notice to consider the approval of the change the name of the company and change of object of company. A draft notice of the Extraordinary General Meeting of the Company was placed before the table. The Board discussed and passed the following resolution:

"RESOLVED FURTHER THAT the Extra Ordinary General Meeting of the Company to be convened on Wednesday, 04th May, 2022 at the registered office of the Company at 11.00 A.M. to consider the above proposal.

RESOLVED FURTHER THAT the draft notice of Extra Ordinary Meeting presented before the Board for sending to the shareholders be and is hereby approved under the signatures of Mr. Manoj Kumar Gupta.

4. MBP-1 & DIR-8 RECEIVED FROM DIRECTORS FOR DISCLOSURE OF INTEREST & ANY DISQUALIFICATION FROM DIRECTORSHIP AS PER SECTION 184(1) & SECTION 164:

The Chairman placed before the Board disclosure u/s 184(1) and u/s 164 of the Companies Act, 2013 in Form MBP-1 and DIR-8 received from the Directors of the company. The Board discussed the matter in detail and passed the following resolution:

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"RESOLVED THAT pursuant to the provisions of section 184(1) and any other applicable provision, if any, of the Companies Act, 2013, the disclosure of interest received from Mr. Manoj Kumar Gupta (DIN: 01187138) and Mrs. Sindhu Gupta (DIN: 01190580), Mr. Yash Gupta (DIN: 09353431) Directors of the Company in form MBP-1 for the Financial Year 2022-23 be and is hereby noted.

RESOLVED FURTHER THAT, pursuant to the provisions of section 164 of the Companies Act, 2013 and other applicable provisions, if any, the disclosure of any disqualification from directorship received from Mr. Manoj Kumar Gupta (DIN: 01187138) and Mrs. Sindhu Gupta (DIN: 01190580), and Mr. Yash Gupta (DIN: 09353431) directors of the company in form DIR-8 for the Financial Year 2021-2022 be and is hereby noted.

The Board took note of the same.

5. 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: 19/05/2022



CHAIRMAN

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MINUTE BOOK

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Handwritten initials in blue ink, appearing to be 'JY'.