

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EGM-05/2022-23) of Enviro Infra Engineers Limited will be held on shorter notice on Friday, the 20th January, 2023 at 5:30 P.M. at the Registered Office of the Company situated at Unit No 201, Second Floor, R.G. Metro Arcade, Sector-11, Rohini, Delhi-110085 to transact the following business:

SPECIAL BUSINESS:

1. **APPOINTMENT OF MR. ANIL GOYAL (DIN: 00110557), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as **Ordinary Resolution**: -

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Goyal (DIN: 00110557), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company w.e.f. 20.01.2023, to hold office for a term upto 5 (Five) consecutive years and whose office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board and Company Secretary of the Company be and are hereby severally authorised to sign and submit all relevant e-forms, documents, in respect of aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

For Enviro Infra Engineers Limited




Piyush Jain
Company Secretary
ACS 57000

Date: 20.01.2023
Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") & Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), setting out material facts concerning the businesses of the Notice, is annexed hereto and forms part of this Notice.
2. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure I** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER OF THE COMPANY, TO ATTEND AND VOTE INSTEAD OF HIMSELF. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING. THE PROXY FORM IS ANNEXED HERETO AS **ANNEXURE II**.
4. In case of corporate Shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
5. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Shareholders electronically.
6. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days up to and including the date of meeting.
7. The ISIN of the Equity Shares of Rs.10/- each is INE0LLY01014.
8. Route map for the venue is not required to be provided as all the members of the Company are the Directors of the Company and their relatives.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS - 2

ITEM NO. 1: APPOINTMENT OF MR. ANIL GOYAL (DIN: 00110557), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act'), in terms of the Nomination and Remuneration Policy of the Company and based on the recommendations of Nomination and Remuneration Committee (the 'NRC'), the Board of Directors in its meeting held on 20th January, 2023 considered and recommend to the shareholders, the appointment of Mr. Anil Goyal as an Independent Director of the Company for a term of 5 (Five) consecutive years, not liable to retire by rotation.

The Board has received requisite disclosures/declarations from Mr. Anil Goyal (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (iv) declaration of independence u/s 149 of the Act and assessed the veracity of the same; (v) notice u/s 160 of the Act proposing her candidature as Independent Director of the Company and all other necessary information/documents/declarations. Further, Mr. Anil Goyal has registered himself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

In the opinion of the NRC and the Board, Mr. Anil Goyal possess appropriate skills, positive attributes, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Act and that he is independent of the management.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the EGM till the conclusion of the EGM.

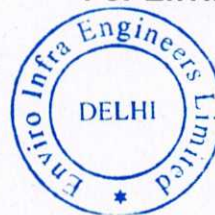
His brief resume and other details as required under Secretarial Standard on General Meetings is as follows:

| | |
|---|--|
| DIN | 00110557 |
| Designation | Independent Director |
| Date of Birth / Age | 12.08.1960 / 62 years |
| Date of appointment on the Board | 20.01.2023 |
| Qualifications | Chartered Accountant, Company Secretary, Cost Accountant, LL.B, M.Com (ABST), B.Com (h) |
| Terms and Conditions of appointment | Mr. Anil Goyal's appointment shall be as per Company's Nomination and Remuneration Policy as displayed on the Company's website i.e. www.eiel.in. On appointment, he shall not be liable to retire by rotation. He shall be entitled to sitting fee for attending Board/Committee meetings. |
| Experience / Expertise in Functional Areas (Brief Resume) | Mr. Anil Goyal possess more than 38 years of vast and rich experience in professional practice as Chartered Accountant. Over the period, he has conducted the audit of various PSU Undertakings, Nationalised Banks, Charitable Trusts, various Private and Public limited companies, Firms, LLPs etc. He is also practicing on taxation side and have successfully argued cases before Income Tax Appellate Tribunal, Commissioner of Income Tax (Appeals) and other authorities. |
| Relationships between directors of the Company | NIL |
| Other Directorships | AU FAIT CONSULTANTS PRIVATE LIMITED, Director |
| Shareholding in the Company | NIL |
| skills and capabilities | Consulting, Corporate Law, Economist, Finance, Management and Taxation |

Your Directors recommend the passing of the Resolution at Item No. 1 of the accompanying Notice for the approval of the Members of the Company to be passed by way of ordinary resolution.

Mr. Anil Goyal is interested to the extent of his directorship. Apart from him, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 1 of the Notice.

For Enviro Infra Engineers Limited



Piyush Jain
Piyush Jain
 (Company Secretary)
 ACS 57000

Date: 20.01.2023
 Place: New Delhi

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the shareholder/Proxy:

Folio No/ DP ID: _____

No. of Share held: _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Friday, 20th January, 2023 at 5:30 P.M., at the Registered Office of the Company at Unit No 201, RG Metro Arcade, Sector-11, Rohini, Delhi-110085

Signature of the Shareholder or Proxy*:

*Strike out whichever is not applicable

Annexure-II

PROXY FORM - MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Enviro Infra Engineers Limited

CIN: U45200DL2009PLC191418

Registered Office of the Company: Unit No 201, RG Metro Arcade, Sector-11, Rohini, Delhi-110085

Name of the Member (s): _____ residing at/having _____ registered _____ office _____ at _____ & e-mail Id: _____ bearing Folio No./ DP-ID _____.

I/We, _____ being the Member(s), holding _____ (In words _____) equity shares of M/s Enviro Infra Engineers Limited hereby appoint –

1. Name: _____ Address: _____ E-mail Id: _____ Signature: _____, or failing him / her
2. Name: _____ Address: _____ E-mail Id: _____ Signature: _____, or failing him / her
3. Name: _____ Address: _____ E-mail Id: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, 20th January, 2023 at 5:30 P.M, at the Registered Office of the Company at Unit No 201, RG Metro Arcade, Sector-11, Rohini, Delhi-110085 and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Signed this ____ day of _____, 2023 Signature of Shareholder (s)

Affix Re. 1
Revenue
Stamp

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective, should be duly completed, stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.