

(formerly known as Enviro Infra Engineers Private Limited)

## NOTICE

Notice is hereby given that an Extraordinary General Meeting of Enviro Infra Engineers Limited (Formerly known as Enviro Infra Engineers Private Limited) will be held on shorter notice on Friday, 12<sup>th</sup> August, 2022 at 4:00 P.M. at the Registered Office of the Company at Unit No 201, Second Floor, Plot No B CSC/OCF-01, RG Metro Arcade, Sector-11, Rohini, Delhi-110085 to transact the following business as:

### SPECIAL BUSINESS:

#### 1. INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, read with the applicable rules and regulations framed thereunder, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and Memorandum and Articles of Association of the Company and relevant provisions of the Foreign Exchange Management Act, 1999 including rules and regulations framed thereunder, the approval of members of the Company be and is hereby accorded to the Company to borrow from time to time any sum of moneys from any one or more persons, firms, body corporates, bankers, financial institutions, or from others or from any other source in India or outside India by way of loans, debentures, guarantees, bonds, deposits or otherwise and whether secured by way of mortgage, charge, hypothecation or lien or pledge on the Company's assets and properties or otherwise, notwithstanding that the sum or sums of money so borrowed together with monies, if any, 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, free reserves and securities premium account of the Company and provided that the total amount up to which the monies may be borrowed (together with any outstanding liabilities of the Company) shall not exceed in the aggregate of INR 10,00,00,00,000/- (Rupees One Thousand Crores Only), at any point of time on account of the outstanding principal amounts owed by the Company.”

**“RESOLVED FURTHER THAT** the Board and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary and take all steps which are incidental and ancillary in this connection.”



**2. CREATE CHARGE/MORTGAGE OVER THE PROPERTIES OF THE COMPANY FOR THE PURPOSE OF BORROWING IN THE TERMS OF SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force and Memorandum and Articles of Association of the Company and relevant provisions of the Foreign Exchange Management Act, 1999 including rules and regulations framed thereunder, the consent of the members of the Company be and is hereby accorded to the Company to create, from time to time, such mortgages, pledge, charges and hypothecations, on such terms and conditions as the Board may deem fit on the whole or substantially the whole of the Company’s undertakings, assets and other properties, both present and/or future, whether movable or immovable, comprised in any of the undertakings of the Company, in favour of banks and/or financial institutions, both national and international, and/or other bodies corporate or agencies or trustees for the debentures or security and/or loans, as may be agreed to by the Board for the purpose of securing any issue of debentures or loans or other financial assistance, whether by way of term loan, cash credit, overdraft, letter of credit and guarantee facilities or otherwise obtained by the Company whether in Rupees or in foreign currency subject to a maximum limit of INR 10,00,00,00,000/- (Rupees One Thousand Crores Only) together with simple and/or compound interest thereon, commitment charges, management fees, service charges, premium on redemption of debentures including any increase as a result of deviation/ evaluation/ fluctuation/ in the rate of foreign currencies and all other costs, charges and expenses payable from time to time as per the terms and conditions prescribed in any loan agreements, debenture documents or other deeds and documents entered into between the Company and the said banks and/or financial institutions/trustees for debentures or security both national and international, or bodies corporate and agencies.”

**“RESOLVED FURTHER THAT** the Board and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary and take all steps which are incidental and ancillary in this connection.”

**For Enviro Infra Engineers Limited**



**Manish Jain  
(Director)**

**DIN: 02671522**

**Date: 12.08.2022  
Place: New Delhi**

## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") is annexed as **Annexure –I**.
2. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure II** 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 III**.
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 5.00 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. Members holding shares in physical form are requested to advise any change of name, address, e-mail address etc. immediately to the Company/ Registrar and Transfer Agents, Bigshare Services Pvt Ltd, Bharat Tin Works Bldg, 1stFlr, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai –400 059.
9. Route map and land mark details for the venue of general meeting are annexed as **Annexure-IV**.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1: INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company could borrow money together with the money already borrowed by the company in the ordinary course of business, in excess of the aggregate of the paid-up Capital and the Free Reserves of Company and for borrowing money in excess of paid-up Capital and the Free Reserves, the approval of the members of the Company in the General Meeting by way of Special Resolution has to be obtained.

The company borrow funds / may borrow funds time to time and so therefore it is required to obtain approval of the members by way of Special Resolution in the General Meeting to authorise to the Board to borrow fund in excess of paid-up Capital and the Free Reserves.

The Board of your Company decided to increase the limit to borrow fund up to Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only) and the Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

**None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item No. 1 of the Notice.**

**ITEM NO. 2: CREATE CHARGE/MORTGAGE OVER THE PROPERTIES OF THE COMPANY FOR THE PURPOSE OF BORROWING IN THE TERMS OF SECTION 180 (1)(a) OF THE COMPANIES ACT, 2013**

The Board of Directors at its meeting held on 12.08.2022, proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item No. 2 of the Notice.

For Enviro Infra Engineers Limited  
(formerly known as Enviro Infra Engineers Pvt. Ltd.)



A handwritten signature in blue ink, appearing to read "Manish Jain", written over a horizontal line.

**Manish Jain**  
(Director)  
DIN: 02671522

Date: 12.08.2022  
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, 12<sup>th</sup> August, 2022 at 04:00 P.M., at the Registered Office of the Company at Unit No 201, Second Floor, Plot No B CSC/OCF-01, RG Metro Arcade, Sector-11, Rohini, Delhi-110085

Signature of the Shareholder or Proxy\*:

\_\_\_\_\_  
\*Strike out whichever is not applicable

---



**Annexure-III**

**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, Second Floor, Plot No B CSC/OCF-01, 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, 12<sup>th</sup> August, 2022, at the Registered Office of the Company at Unit No 201, Second Floor, Plot No B CSC/OCF-01, RG Metro Arcade, Sector-11, Rohini, Delhi-110085 at 04:00 PM and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022 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.

## Annexure-IV Route Map:

