

## 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 25<sup>th</sup> August, 2022 at 11:00 A.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. **APPOINTMENT OF MR. SURENDRA SINGH BHANDARI (DIN: 00043525), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, Mr. Surendra Singh Bhandari (DIN: 00043525), who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors w.e.f. 23.08.2022 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has submitted a declaration of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member in terms of 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, for a term upto 5 (Five) consecutive years w.e.f. 23.08.2022 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 e-forms and 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."

2. **APPOINTMENT OF MR. RAJESH MOHAN RAI (DIN: 09050751), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any



statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, Mr. Rajesh Mohan Rai (DIN: 09050751), who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors w.e.f. 23.08.2022 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has submitted a declaration of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member in terms of 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, for a term upto 5 (Five) consecutive years w.e.f. 23.08.2022 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 e-forms and 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."

3. **APPOINTMENT OF MR. ASEEM JAIN (DIN: 09708228), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, Mr. Aseem Jain (DIN: 09708228), who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors w.e.f. 23.08.2022 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has submitted a declaration of independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member in terms of 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, for a term upto 5 (Five) consecutive years w.e.f. 23.08.2022 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 e-forms and 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."



#### 4. APPOINTMENT OF MR. SANJAY JAIN (DIN: 02575734) AS CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY AND TO FIX THE REMUNERATION

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 approval of Board and subject to provisions of Section 2(94), 196, 197, 198, 203 and other applicable provisions of if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, the consent of members be and is hereby accorded to appoint Mr. Sanjay Jain (DIN: 02575734) as the Chairman and Whole-time Director of the Company, whose period of office shall be liable to retire by rotation, for a period of 3 (three) years w.e.f 23.08.2022 as well as the payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed by Board of Directors and Mr. Sanjay Jain.”

“RESOLVED FURTHER THAT the following terms and conditions to be approved considering the limit specified under sec 197 read with Schedule V of the Companies Act, 2013:

- I. Period: For a period of 3 years from w.e.f 23.08.2022.
- II. Remuneration: INR 25,00,000/- (Rupees Twenty Five Lakhs Only) per month.
- III. Duties: Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Whole-time Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- IV. Other Terms and Conditions: In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman & Whole-time Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, with in specified limit as the case may be, as specified under the relevant provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013, subject to any amendment in the provisions of the aforesaid sections.



RESOLVED FURTHER THAT the remuneration of Mr. Sanjay Jain as set out in the said term & condition shall nevertheless be paid and allowed as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT If director draws or receives, directly or indirectly, by way of remuneration any such sums in excess prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless approved by the company by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act,2013.

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 and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**5. APPOINTMENT OF MR. MANISH JAIN (DIN: 02671522) AS MANAGING DIRECTOR OF THE COMPANY AND TO FIX THE REMUNERATION**

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 approval of Board and subject to provisions of Section 2(94), 196, 197, 198, 203 and other applicable provisions of if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, the consent of members be and is hereby accorded to appoint Mr. Manish Jain (DIN: 02671522) as Managing Director of the Company, whose period of office shall be liable to retire by rotation, for a period of 3 (three) years w.e.f 23.08.2022 as well as the payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed by Board of Directors and Mr. Manish Jain.

RESOLVED FURTHER THAT the following terms and conditions to be approved considering the limit specified under Section 197 read with Schedule V of the Companies Act, 2013:

- I. **Period:** For a period of 3 years from w.e.f. 23.08.2022.
- II. **Remuneration:** INR 25,00,000/- (Rupees Twenty Five Lakhs Only) per month.



- III. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- IV. **Other Terms and Conditions:** In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman & Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, with in specified limit as the case may be, as specified under the relevant provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013, subject to any amendment in the provisions of the aforesaid sections.

RESOLVED FURTHER THAT the remuneration of Mr. Manish Jain as set out in the said term & condition shall nevertheless be paid and allowed as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT If director draws or receives, directly or indirectly, by way of remuneration any such sums in excess prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless approved by the company by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act, 2013.

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 and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”



## 6. REMUNERATION OF MRS. RITU JAIN, NON-EXECUTIVE DIRECTOR

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 approval of Board and subject to provisions of Section 197 and other applicable provisions of if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, the consent of members be and is hereby accorded for the monthly remuneration of Rs. 3,50,000 (Rupees Three lakh and Fifty Thousand Only) payable to Mrs. Ritu Jain, Non-Executive Director of the Company. In addition to above remuneration, Mrs. Ritu Jain shall be entitled reimbursement of expenses incurred for the official purpose.

**“RESOLVED FURTHER THAT** the remuneration of Mrs. Ritu Jain shall nevertheless be paid and allowed as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

**“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 and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

## 7. ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER)

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

**“RESOLVED THAT** in terms of Sections 62(1)(C) and 23(1)(a) and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, as amended and Securities Contracts (Regulation) Act, 1956 as amended and rule framed thereunder (“SCAR”) and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 as amended (“SEBI Listing Regulation”) and The Foreign Exchange Management Act, 1999, as amended and the rules and regulation made thereunder and any other applicable laws, rules, regulation, guidelines, clarifications, circulars and notification issued by Government of India (GOI), the Securities and Exchange Board of India (SEBI), Reserve Bank of India or any other competent authority from time to time and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of



the Company of face value Rs. 10 each (the "Equity shares") are proposed to be listed (Stock Exchange), in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Registrar of Companies' ("RoC"), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly Authorised Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion, the consent of the Shareholders be and is hereby accorded, granted to undertake an initial public offering of Equity Shares and to create, issue, offer, and allot for cash up to 95,00,000 (Ninety Five Lacs) Equity Shares pursuant to a fresh Issue (the "Fresh Issue") (the "Issue" or the "IPO"), at such price as may be determined in accordance with the Book Building Process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company in consultation with the Book Running Lead Manager to the IPO ("BRLM") and on the terms and conditions as the Board may {in consultation with the BRLM) decide, to (i) qualified institutional buyers as defined under Regulation 2(an) of the SEBI ICDR Regulations, (ii) trusts/ societies registered under the Societies Registration Act, 1860, (iii) employees and/or workers of the Company, {iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 1% of the net Issue, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, if any and the decision to determine the category or categories of Investors to whom the allotment shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws."

**"RESOLVED FURTHER THAT** the Equity Shares allotted pursuant to the IPO shall be listed on the Stock Exchanges."

**"RESOLVED FURTHER THAT** the Board either by itself or the any other committee thereof or a sub-committee constituted by the Board be and is hereby authorized to do such act, deeds and things as the Board or the any other committee thereof or such a sub-committee in its absolute discretion deems necessary or desirable in connection with the Issue, including, without limitation, the following:

- a) To decide, negotiate and finalize, in consultation with the book running lead manager appointed in relation to the Issue (the "BRLM"), all matters regarding



the Pre-IPO Placement, if any, including entering into discussions and execution of all relevant documents with Investors;

- b) To constitute a committee for the purposes of issue, transfer, offer and allotment of Equity Shares and decide on other matters in connection with or incidental to the Issue, including the Pre-IPO placement, timing, pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be Issued, the bid / Issue opening and bid/issue closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity shares to anchor investors in consultation with BRLM and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including to make any amendments, modifications, variations or alterations in relation to the Issue and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- c) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Issue and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP") and the Prospectus as applicable;
- d) To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the RHP the Prospectus and any amendments including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
- e) To appoint and enter into and terminate arrangements with the BRLM, and appoint and enter into and terminate arrangement in consultation with the BRLM with underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrars, public Issue account banker to the Issue, sponsor bank, legal advisors, auditors, advertising agency and any other agencies or persons or intermediaries to the Issue including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM and negotiation, finalization, execution and, if required, amendment or termination of the Issue agreement with the BRLM;
- f) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Issue agreement, syndicate agreement,



underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), BRLM and any other agencies/ intermediaries in connection with the Issue with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Issue;

- g) To authorise the maintenance of a register of holders of the Equity Shares.
- h) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other contents and/or waivers that may be required in relation to the Issue or any actions connected therewith;
- i) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officer of the Company to execute all documents/deeds as may be necessary in this regard;
- j) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;
- k) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;
- l) To accept and appropriate the proceeds of the Issue in accordance with the Applicable Laws;
- m) To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
- n) To approve the restated financial statements of the Company and the implementation of any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;
- o) To issue receipts/ allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Issue to sign all or any of the afore stated documents;



- p) To authorize and approve notices, advertisements in relation to the Issue, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Issue;
- q) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, shares certificates in accordance with the relevant rules, in consultation with the BRLM;
- r) To do all such acts, deeds and things as may be required to dematerialize the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in the connection and to authorize one or more officers of the Company to execute all or any of the afore- stated documents;
- s) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and mixing the common seal of the Company where necessary;
- t) To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;
- u) To submit undertaking/certificates or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;
- v) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all act or things as the Board or any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;
- w) To delegate any of its powers set out under (a) to (w) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company."

**'RESOLVED FURTHER THAT** the Equity Shares so allotted in the IPO shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares, including any rights in dividend payable for the entire year."

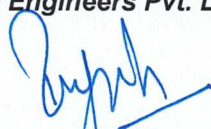


**“RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby jointly or severally authorized to file necessary e forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions.”

**“RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required.”

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



  
**Piyush Jain**  
**(Company Secretary)**  
**ACS 57000**

**Date: 23.08.2022**  
**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.  
Further, the relevant details with respect to Item No. 3 to 7 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also 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 Building, 1<sup>st</sup> Floor, 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: APPOINTMENT OF MR. SURENDRA SINGH BHANDARI (DIN: 00043525), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company appointed Mr. Surendra Singh Bhandari (DIN: 00043525) as an Additional Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a term of 5 years, from 23.08.2022 subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from the Member, proposing his candidature for the office of the Director.

The Company has received the declaration from Mr. Surendra Singh Bhandari to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) and 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Surendra Singh Bhandari fulfills the conditions specified in the Act and Rules for appointment as Independent Director and he is independent of the management of the Company. 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 the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, is provided in the Annexure – I.

Your Directors therefore recommends the passing of the Resolutions 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. Surendra Singh Bhandari 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 Resolutions as set out at Item No. 1 of the Notice.**

### **ITEM NO. 2: APPOINTMENT OF MR. RAJESH MOHAN RAI (DIN: 09050751), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company appointed Dr. Rajesh Mohan Rai (DIN: 09050751) as an Additional Director (Non Executive & Independent) of the Company, not liable to retire by rotation, for a term of 5 years, from 23.08.2022, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from the Member, proposing his candidature for the office of the Director.



The Company has received the declaration from Dr. Rajesh Mohan Rai to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) and 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Dr. Rajesh Mohan Rai fulfills the conditions specified in the Act and Rules for appointment as Independent Director and he is independent of the management of the Company. 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 the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, is provided in the Annexure – I.

Your Directors therefore recommends the passing of the Resolutions at Item No. 2 of the accompanying Notice for the approval of the Members of the Company to be passed by way of ordinary resolution.

**Mr. Rajesh Mohan Rai 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 Resolutions as set out at Item No. 2 of the Notice.**

### **ITEM NO. 3: APPOINTMENT OF MR. ASEEM JAIN (DIN: 09708228), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company appointed Mr. Aseem Jain (DIN: 09708228) as an Additional Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, for a term of 5 years, from 23.08.2022., subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from the Member, proposing his candidature for the office of the Director.

The Company has received the declaration from Mr. Aseem Jain to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) and 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Aseem Jain fulfills the conditions specified in the Act and Rules for appointment as Independent Director and he is independent of the management of the Company. 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 the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, is provided in the Annexure – I.

Your Directors therefore recommends the passing of the Resolutions at Item No. 3 of the accompanying Notice for the approval of the Members of the Company to be passed by way of special resolution.

**Mr. Aseem Jain 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 Resolutions as set out at Item No. 3 of the Notice.**

**ITEM NO. 4: APPOINTMENT OF MR. SANJAY JAIN (DIN: 02575734) AS CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY AND TO FIX THE REMUNERATION**

The Board of Directors in their meeting held on 23.08.2022 appointed Mr. Sanjay Jain, as Chairman and Whole-time Director of the Company for a period of 3 years with effect from 23.08.2022 The period of office of Mr. Sanjay Jain shall be liable to retire by rotation.

Keeping in view that Mr. Sanjay Jain has rich and varied experience in the Industry and has been involved in the operations of the Company since inception, it would be in the interest of the Company to appoint him as Whole-time Director of the Company.

The director shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013.

His brief resume and other details as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, is provided in the Annexure – I.

Additional information as required to be furnished as per the Schedule V of the Companies Act, 2013 is provided as under:

<b>S. No.</b>	<b>I. General information</b>	
1	Nature of industry	Engineering, Procurement and Construction Contractor which involves in the construction, operation and maintenance of Water Seepage treatment plants.
2	Date of Commencement of commercial production	19.06.2009
3	In case of new companies, expected date of commencement of activities as per	NA



	project approved by financial institutions appearing in the prospectus																											
4	Financial performance based on given indicators	<p>Following are the results of the Company for the last Two years, at glance:</p> <p style="text-align: right;"><b>(Amounts in Rupees)</b></p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Financial years</th> </tr> <tr> <th>2020-21</th> <th>2019-20</th> </tr> </thead> <tbody> <tr> <td>Revenue from operation</td> <td>1,20,02,06,650</td> <td>1,00,84,76,078</td> </tr> <tr> <td>Profit Before Income Tax</td> <td>11,46,92,937</td> <td>7,02,11,072</td> </tr> <tr> <td colspan="3"><b>Less: Provision for Taxation</b></td> </tr> <tr> <td>Current Tax</td> <td>3,00,00,000</td> <td>2,03,50,000</td> </tr> <tr> <td>Deferred Tax</td> <td>(8,37,490)</td> <td>(15,75,299)</td> </tr> <tr> <td>Provision for Income Tax</td> <td>4,85,080</td> <td>(6,857)</td> </tr> <tr> <td><b>Net Profit/ (loss) after Tax</b></td> <td><b>8,50,45,347</b></td> <td><b>5,14,43,228</b></td> </tr> </tbody> </table>	Particulars	Financial years		2020-21	2019-20	Revenue from operation	1,20,02,06,650	1,00,84,76,078	Profit Before Income Tax	11,46,92,937	7,02,11,072	<b>Less: Provision for Taxation</b>			Current Tax	3,00,00,000	2,03,50,000	Deferred Tax	(8,37,490)	(15,75,299)	Provision for Income Tax	4,85,080	(6,857)	<b>Net Profit/ (loss) after Tax</b>	<b>8,50,45,347</b>	<b>5,14,43,228</b>
Particulars	Financial years																											
	2020-21	2019-20																										
Revenue from operation	1,20,02,06,650	1,00,84,76,078																										
Profit Before Income Tax	11,46,92,937	7,02,11,072																										
<b>Less: Provision for Taxation</b>																												
Current Tax	3,00,00,000	2,03,50,000																										
Deferred Tax	(8,37,490)	(15,75,299)																										
Provision for Income Tax	4,85,080	(6,857)																										
<b>Net Profit/ (loss) after Tax</b>	<b>8,50,45,347</b>	<b>5,14,43,228</b>																										
5	Foreign investments or collaborations, if any	NA																										

## II. Information about the appointee:

1	Background details	A 2nd generation entrepreneur, Mr. Sanjay Jain serves as the Director of Enviro Infra Engineers. With an undergraduate degree of B.E. (Chemical Engineering) from Manipal University and a work experience of more than 26 years, Mr. Jain contributes to the design, construction, procurement, inspection and manufacturing of water, wastewater, sewage treatment plant and machinery, as well as its operation and maintenance. His key skills consist of Tendering, Designing, Purchases and Business Development, which are definitely an asset to the company.
2	Past remuneration	He was drawing the same remuneration i.e. Rs. 25,00,000/- per month. Since the Company has been converted from private limited to public limited company, the approval u/s 197 is required.
3	Recognition or awards	N/A
4	Job profile and his suitability	A qualified professionals with an experience of more than 26 years in the construction and operation of waste-water treatment plants industry and have been instrumental in driving our growth since inception of our business
5	Remuneration proposed	INR 25,00,000/- (Rupees Twenty Five Lakhs Only) per month.
6	Comparative remuneration profile	The remuneration payable to Mr. Sanjay Jain is in line with the remuneration levels in the industry across the



	with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	Country.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Sanjay Jain is the Chairman and Whole Time Director in the Company and holds 1,01,85,000 (One Crore One Lakh and Eighty Five Thousand) Equity Shares (39.75%) in the Company. He is the brother of Mr. Manish Jain, Managing Director of the Company and husband of Mrs. Ritu Jain, Non – Executive Director of the Company.
<b>III. Other information:</b>		
1	Reasons of loss or inadequate profits	Company is having sufficient profit in its financials for payment of remuneration. However, profit is not sufficient to cover in limit of 11% of net profit.
2	Steps taken or proposed to be taken for improvement	The company is entering into new projects which is expected to improve the profitability of the Company.
3	Expected increase in productivity and profits in measurable terms	The Company has shown a tremendous growth of 65% in F.Y. 2020-21 and the Company is expected to do well in future.
4	Any default committed by the Company in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor	No such default has been committed.

The Board of Directors recommends the resolution in relation to change in designation of the Director, for the approval of the members of the Company by way of special Resolution.

**Mr. Sanjay Jain is interested to the extent of his directorship and shareholding. Further Mr. Manish Jain, Managing Director is interested as he is the brother of Mr. Sanjay Jain and Mrs. Ritu Jain, Non-Executive Director is interested as she is the spouse of Mr. Sanjay Jain. Apart from them, none of the other Directors, Key Managerial Personnel or their relatives are interested in the Resolution as set out at Item No. 4 of the Notice.**



**ITEM NO. 5: APPOINTMENT OF MR. MANISH JAIN (DIN: 02671522) AS MANAGING DIRECTOR OF THE COMPANY AND TO FIX THE REMUNERATION**

The Board of Directors in their meeting held on 23.08.2022 appointed Mr. Manish Jain, as Managing Director of the Company for a period of 3 years with effect from 23.08.2022. The period of office of Mr. Manish Jain shall be liable to retire by rotation.

Keeping in view that Mr. Manish Jain has rich and varied experience in the Industry and has been involved in the operations of the Company since inception, it would be in the interest of the Company to appoint him as Managing Director of the Company.

The director shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013.

His brief resume and other details as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, is provided in the Annexure – I.

Additional information as required to be furnished as per the Schedule V of the Companies Act, 2013 is provided as under:

<b>S. No.</b>	<b>I. General information</b>															
1	Nature of industry	Engineering, Procurement and Construction Contractor which involves in the construction, operation and maintenance of Water Seepage treatment plants.														
2	Date of Commencement of commercial production	19.06.2009														
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA														
4	Financial performance based on given indicators	<p>Following are the results of the Company for the last Two years, at glance:</p> <p style="text-align: right;"><b>(Amounts in Rupees)</b></p> <table border="1"> <thead> <tr> <th rowspan="2"><b>Particulars</b></th> <th colspan="2"><b>Financial years</b></th> </tr> <tr> <th><b>2020-21</b></th> <th><b>2019-20</b></th> </tr> </thead> <tbody> <tr> <td>Revenue from operation</td> <td>1,20,02,06,650</td> <td>1,00,84,76,078</td> </tr> <tr> <td>Profit Before Income Tax</td> <td>11,46,92,937</td> <td>7,02,11,072</td> </tr> <tr> <td colspan="3"><b>Less: Provision for Taxation</b></td> </tr> </tbody> </table>	<b>Particulars</b>	<b>Financial years</b>		<b>2020-21</b>	<b>2019-20</b>	Revenue from operation	1,20,02,06,650	1,00,84,76,078	Profit Before Income Tax	11,46,92,937	7,02,11,072	<b>Less: Provision for Taxation</b>		
<b>Particulars</b>	<b>Financial years</b>															
	<b>2020-21</b>	<b>2019-20</b>														
Revenue from operation	1,20,02,06,650	1,00,84,76,078														
Profit Before Income Tax	11,46,92,937	7,02,11,072														
<b>Less: Provision for Taxation</b>																



		Current Tax	3,00,00,000	2,03,50,000
		Deferred Tax	(8,37,490)	(15,75,299)
		Provision for Income Tax	4,85,080	(6,857)
		<b>Net Profit/ (loss) after Tax</b>	8,50,45,347	5,14,43,228
5	Foreign investments or collaborations, if any	NA		
<b>II. Information about the appointee:</b>				
1	Background details	Mr. Manish Jain, a 2nd generation entrepreneur, has an undergraduate degree in B.Tech(Chemical Engineering) from Punjab University, Chandigarh. Working for more than 24 years, Mr. Manish's area of expertise includes design, construction, procurement, inspection and manufacturing of water, wastewater, sewage treatment plant and machinery, as well as its operation and maintenance. Mr. Jain is well-versed with the company operations, including Execution, O&M, Finance and Business Development.		
2	Past remuneration	He was drawing the same remuneration i.e. Rs. 25,00,000/- per month. Since the Company has been converted from private limited to public limited company, the approval u/s 197 is required.		
3	Recognition or awards	N/A		
4	Job profile and his suitability	A qualified professionals with an experience of more than 20 years in the construction and operation of waste-water treatment plants industry and have been instrumental in driving our growth since inception of our business		
5	Remuneration proposed	INR 25,00,000/- (Rupees Twenty Five Lakhs Only) per month.		
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	The remuneration payable to Mr. Manish Jain is in line with the remuneration levels in the industry across the Country.		
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Manish Jain is the Managing Director in the Company and holds 1,01,85,000 (One Crore One Lakh and Eighty Five Thousand) Equity Shares (39.75%) in the Company. He is the brother of Mr. Sanjay Jain, Chairman and Whole Time Director of the Company.		



<b>III. Other information:</b>		
1	Reasons of loss or inadequate profits	Company is having sufficient profit in its financials for payment of remuneration. However, profit is not sufficient to cover in limit of 11% of net profit.
2	Steps taken or proposed to be taken for improvement	The company is entering into new projects which is expected to improve the profitability of the Company.
3	Expected increase in productivity and profits in measurable terms	The Company has shown a tremendous growth of 65% in F.Y. 2020-21 and the Company is expected to do well in future.
4	Any default committed by the Company in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor	No such default has been committed.

The Board of Directors recommends the resolution in relation to change in designation of the Director, for the approval of the members of the Company by way of special Resolution.

**Mr. Manish Jain is interested to the extent of his directorship and shareholding. Further Mr. Sanjay Jain, Chairman & Whole Time Director is interested as he is the brother of Mr. Manish Jain. Apart from them, none of the other Directors, Key Managerial Personnel or their relatives are interested in the Resolution as set out at Item No. 5 of the Notice.**

#### **ITEM NO. 6: REMUNERATION OF MRS. RITU JAIN, NON-EXECUTIVE DIRECTOR**

The shareholders of the Company in its General Meeting held on 19.07.2022 appointed Mrs. Ritu Jain, as Non - Executive Director of the Company liable to retire by rotation.

Mrs. Ritu Jain has been associated with the Company for more than 5 years. Prior to joining the Board of the Company, she was the Office coordinator in the Company. During her tenure, she has been keenly associated with the affairs of the Company and acquainted herself more closely with the operations of the company. Considering her experience, the Board propose to fix a monthly remuneration of Rs. 3,50,000 to Mrs. Ritu Jain, Non – Executive Director of the Company.

Additional information as required to be furnished as per the Schedule V of the Companies Act, 2013 is provided as under:

<b>S. No.</b>	<b>I. General information</b>	
1	Nature of industry	Engineering, Procurement and Construction Contractor which involves in the construction, operation and



		maintenance of Water Seepage treatment plants.																										
2	Date of Commencement of commercial production	19.06.2009																										
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA																										
4	Financial performance based on given indicators	<p>Following are the results of the Company for the last Two years, at glance:</p> <p style="text-align: right;"><b>(Amounts in Rupees)</b></p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Financial years</th> </tr> <tr> <th>2020-21</th> <th>2019-20</th> </tr> </thead> <tbody> <tr> <td>Revenue from operation</td> <td>1,20,02,06,650</td> <td>1,00,84,76,078</td> </tr> <tr> <td>Profit Before Income Tax</td> <td>11,46,92,937</td> <td>7,02,11,072</td> </tr> <tr> <td colspan="3"><b>Less: Provision for Taxation</b></td> </tr> <tr> <td>Current Tax</td> <td>3,00,00,000</td> <td>2,03,50,000</td> </tr> <tr> <td>Deferred Tax</td> <td>(8,37,490)</td> <td>(15,75,299)</td> </tr> <tr> <td>Provision for Income Tax</td> <td>4,85,080</td> <td>(6,857)</td> </tr> <tr> <td><b>Net Profit/ (loss) after Tax</b></td> <td><b>8,50,45,347</b></td> <td><b>5,14,43,228</b></td> </tr> </tbody> </table>	Particulars	Financial years		2020-21	2019-20	Revenue from operation	1,20,02,06,650	1,00,84,76,078	Profit Before Income Tax	11,46,92,937	7,02,11,072	<b>Less: Provision for Taxation</b>			Current Tax	3,00,00,000	2,03,50,000	Deferred Tax	(8,37,490)	(15,75,299)	Provision for Income Tax	4,85,080	(6,857)	<b>Net Profit/ (loss) after Tax</b>	<b>8,50,45,347</b>	<b>5,14,43,228</b>
Particulars	Financial years																											
	2020-21	2019-20																										
Revenue from operation	1,20,02,06,650	1,00,84,76,078																										
Profit Before Income Tax	11,46,92,937	7,02,11,072																										
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Deferred Tax	(8,37,490)	(15,75,299)																										
Provision for Income Tax	4,85,080	(6,857)																										
<b>Net Profit/ (loss) after Tax</b>	<b>8,50,45,347</b>	<b>5,14,43,228</b>																										
5	Foreign investments or collaborations, if any	NA																										
<b>II. Information about the appointee:</b>																												
1	Background details	Mrs. Ritu Jain has been associated with the Company for more than 5 years. Prior to joining the Board of the Company, she was the Office coordinator in the Company. During her tenure, she has been keenly associated with the affairs of the Company and acquainted herself more closely with the operations of the company.																										
2	Past remuneration	NA																										
3	Recognition or awards	NA																										
4	Job profile and her suitability	5 years of vast experience in the Domain of Office Coordinator.																										
5	Remuneration proposed	INR 3,50,0000 (Rupees Three Lakhs and Fifty Thousand Only) per month.																										
6	Comparative remuneration profile with respect to	The remuneration payable to Mrs. Ritu Jain is in line with the remuneration levels in the industry across the Country.																										



	industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mrs. Ritu Jain is the Non-Executive Director of the Company and holds 26,24,800 (Twenty Six Lakhs Twenty Four Thousand and Eight Hundred) Equity Shares (10.25%) in the Company. She is the spouse of Mr. Sanjay Jain, Chairman and Whole Time Director of the Company.
<b>III. Other information:</b>		
1	Reasons of loss or inadequate profits	Company is having sufficient profit in its financials for payment of remuneration. However, profit is not sufficient to cover in limit of 11% of net profit.
2	Steps taken or proposed to be taken for improvement	The company is entering into new projects which is expected to improve the profitability of the Company.
3	Expected increase in productivity and profits in measurable terms	The Company has shown a tremendous growth of 65% in F.Y. 2020-21 and the Company is expected to do well in future.
4	Any default committed by the Company in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor	No such default has been committed.

The Board recommends the resolution for payment to Mrs. Ritu Jain for the approval by the shareholders of the Company by way of special resolution.

**Mrs. Ritu Jain is interested to the extent of his directorship and shareholding. Further Mr. Sanja Jain, Chairman & Whole Time Director is interested as he is the spouse of Mrs. Ritu Jain. Apart from them, none of the other Directors, Key Managerial Personnel or their relatives are interested in the Resolution as set out at Item No. 6 of the Notice.**

#### **ITEM NO. 7: ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER)**

Enviro Infra Engineers Limited (the "Company") proposes to create, offer, issue and allot equity shares of the Company of face value Rs. 10 each (the 'Equity Shares'), for cash Equity Shares up to 95,00,000 (Ninety Five Lacs) pursuant to fresh issue (the "Fresh Issue" or the "Issue" or the "IPO"), on such terms, in such manner, at such time and at a price to be determined by the Book Building Process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (issue of capital and



Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). The Equity Shares allotted shall rank in all respects pari-passu with the existing Equity Shares of the Company including any rights in dividend payable for the entire year.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the "Stock Exchanges") and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the "Companies Act"), the approval of the shareholders of the Company is required through a special resolution.

As per the SEBI ICDR Regulations, the proceeds of the Issue received by the Company (pursuant to the Fresh Issue) and the Issue related expenses (except for listing fees which shall be exclusively born by the Company), shall be borne by the Company

The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company, in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the Book Building Process.

The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the IPO. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law,

The Board recommends the resolution for your approval as a special resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

**All the directors, key managerial personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and Equity Shares, which may be subscribed for and allotted in their names.**

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



  
**Piyush Jain**  
(Company Secretary)  
ACS 57000

**Date: 23.08.2022**  
**Place: New Delhi**



## Annexure I

<b>Mr. Surendra Singh Bhandari</b>	
<b>DIN</b>	00043525
<b>Designation</b>	Independent Director
<b>Date of appointment on the Board</b>	23.08.2022
<b>Qualifications</b>	Chartered Accountant
<b>Experience / Expertise in Functional Areas (Brief Resume)</b>	Since 1970, he has been practicing as Chartered Accountant and is a senior partner in M/s. Bhandari & Co., Chartered Accountants. With an experience of more than 50 years, he has dealt with several limited companies and other industrial, financial, trading and charitable organisations as Auditor, Consultant & Advisor. He possesses deep understanding of Auditing, Taxation and Corporate Law matters.
<b>relationships between directors of the Company</b>	NIL
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board</b>	Presently, he does not hold any directorship in any listed company. Resigned from Asian Hotels (West) Limited on 09.09.2020.
<b>Shareholding in the Company</b>	NIL
<b>skills and capabilities</b>	Strategic planning, Financial, regulatory / legal matters, risk management, corporate governance, etc.

<b>Mr. Rajesh Mohan Rai</b>	
<b>DIN</b>	09050751
<b>Designation</b>	Independent Director
<b>Date of appointment on the Board</b>	23.08.2022
<b>Qualifications</b>	Human Resource
<b>Experience / Expertise in Functional Areas (Brief Resume)</b>	In his 30+ years of experience as a Master Coach, HR Strategist & Motivational Speaker, he has fueled positive change among business leaders across industries. His industry experience spans across Engineering, Telecom, IT, BFSI and Services among others. He has held various leadership positions in Human Resources in Aviva Life Insurance, Microsoft Corporation India and HR Anxi.
<b>Relationships between directors of the Company</b>	NIL
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board</b>	He is currently the Independent Director of Servotech Power Systems Limited and holds membership in the following committees of the said Company: Nomination & Remuneration Committee: Member Corporate Social Responsibility Committee: Member Stakeholders Relationship Committee: Member
<b>Shareholding in the Company</b>	NIL
<b>skills and capabilities</b>	He is known for his sharp edge thinking, creative problem solving, inspiring conversations, clear articulation and motivating conduct.



<b>Mr. Aseem Jain</b>	
<b>DIN</b>	09708228
<b>Designation</b>	Independent Director
Date of appointment on the Board	23.08.2022
Qualifications	Cost Accountant
Experience / Expertise in Functional Areas (Brief Resume)	He is in practicing profession from past 23 years. He has vast experience in the core areas of Finance with in-depth understanding and vast knowledge of Finance, Accounts, Taxation, Commercial, Contractual and Regulatory issues involved in various industries.
Relationships between directors of the Company	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
Shareholding in the Company	NIL
skills and capabilities	His leadership qualities, ability to work hard with conceptual clarity and professionalism are outstanding.

<b>Mr. Sanjay Jain</b>	
<b>DIN</b>	02575734
<b>Designation</b>	Chairman and Whole Time Director
Date of first appointment on the Board	19.06.2009
Qualifications	B.E. (Chemical Engineering)
Experience / Expertise in Functional Areas (Brief Resume)	With a work experience of more than 26 years, Mr. Jain contributes to the design, construction, procurement, inspection and manufacturing of water, wastewater, sewage treatment plant and machinery, as well as its operation and maintenance. His key skills consist of Tendering, Designing, Purchases and Business Development, which are definitely an asset to the company.
Relationships between directors of the Company	Brother of Mr. Manish Jain, Managing Director of the Company and husband of Mrs. Ritu Jain, Non – Executive Director of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL



<b>Mr. Manish Jain</b>	
<b>DIN</b>	<b>02671522</b>
<b>Designation</b>	Managing Director
Date of first appointment on the Board	19.06.2009
Qualifications	B.Tech(Chemical Engineering)
Experience / Expertise in Functional Areas (Brief Resume)	Working for more than 24 years, Mr. Manish's area of expertise includes design, construction, procurement, inspection and manufacturing of water, wastewater, sewage treatment plant and machinery, as well as its operation and maintenance. Mr. Jain is well-versed with the company operations, including Execution, O&M, Finance and Business Development.
Relationships between directors of the Company	Brother of Mr. Sanjay Jain, Whole Time Director of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL



**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:

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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 Thursday, 25<sup>th</sup> August, 2022 at 11:00 A.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\*:

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\*Strike out whichever is not applicable

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**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 Thursday, 25<sup>th</sup> August, 2022 at 11:00 A.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 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:

