



**ENVIRO INFRA ENGINEERS LIMITED**

**CIN: L45200DL2009PLC191418**

**Regd Off:** Unit 201, 2nd Floor, R G Metro Arcade, Sector-11, Rohini, New Delhi – 110085

**Phone:**011-40591549. **Email:** [investors.relation@eiepl.in](mailto:investors.relation@eiepl.in) **Website:** [www.eiel.in](http://www.eiel.in)

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

To the Members of the Company,

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), as may be applicable and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the Listing Regulations"**) as amended from time to time, Secretarial Standards on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable statutory laws, provisions, rules and regulations, if any, (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), for obtaining approval of the members of Enviro Infra Engineers Limited (**"the Company"**), by way of ordinary and special resolutions, through Postal Ballot, only by remote e-voting process (**"e-Voting"**), for the businesses as set out in this Notice.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Company, for this purpose, has engaged M/s Bigshare Services Private Limited (**"Bigshare" or "Registrar and Transfer Agent" or "RTA"**) as the agency to provide e-Voting to the Shareholders of the Company, to enable them to cast their votes electronically. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically.

In compliance of the aforesaid MCA Circulars and Listing Regulations, this Postal Ballot Notice is being sent through electronic mode only, to those Shareholders whose e-mail addresses are registered with the Depositories as on the cut-off date i.e. Friday, 14<sup>th</sup> February, 2025. If your e-mail address is not registered with the Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting. Please note that communication of assent or dissent of the Shareholders on the proposed resolution, would take place through remote e-voting only.

The Board of Directors (**"the Board"**) has appointed Shri Alok Jain (CP No. – 14828, M No. – A-30369), Proprietor of M/s Jain Alok & Associates, Company Secretaries, New Delhi, as the Scrutinizer, for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The remote e-voting shall be open for a period of 30 days and the votes can be cast during the following voting period:

Commencement of e-voting:	Tuesday, February 18, 2025 at 9:00 a.m. IST
End of e-voting:	Wednesday, March 19, 2025 at 5:00 p.m. IST

The Shareholders are requested to cast their votes through remote e-voting process during the above said period only, to be eligible for being considered, failing which, it will be considered that no vote has been cast by the concerned shareholder.

The Scrutiniser will submit his report, after the completion of the scrutiny, to the Chairman or any person authorised by him. The result of the Postal Ballot (conducted through remote e-voting) along with the Scrutinizer's Report, shall be announced within 2 (two) working days of the conclusion date of the said remote e-voting i.e. on or before Friday, 21<sup>st</sup> March, 2025 and will be displayed on the Company's website at [www.eiel.in](http://www.eiel.in) and the website of Bigshare at <https://ivote.bigshareonline.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

**RESOLUTIONS FOR CONSIDERATION:**

**SPECIAL BUSINESS(ES):**

**1. TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 15 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and and subject to such approvals as may be necessary, the consent of the members of the Company be and is

hereby accorded to alter the Object Clause (III(A)) of the Memorandum of Association of the Company by deleting Para 1 pertains to the takeover of the previous partnership firm and inserting new main object clauses related to solar power plants, power storage and transmission, renewable energy, and infrastructure industries to the existing main clauses, which after alteration shall be as follows:

1. To carry on the business of doing design, construction, research, development and of water and waste water treatment plant, environment management and pollution control instruments, machines, tools, devices either on its own or in collaboration with other organisation in India or abroad.
2. To design, engineer, procure related materials & equipments, construct, install, commission, and provide operations and maintenance (O&M) services for solar power plants, including photovoltaic modules, inverters, and associated infrastructure for both residential and commercial purposes in India and abroad.
3. To engage in the production, extraction, processing, storage, transportation, and distribution of natural gas, biogas, and other renewable gases for industrial, commercial, and domestic use, including for use as vehicular fuel, industrial fuel, and electricity generation.
4. To design, build, and maintain infrastructure for transmitting and distributing renewable energy from generation sites to end-users or grid systems, integrating sources such as solar, wind, and hydroelectric power into national and regional grids, any other form of clean, sustainable, and environment-friendly energy in India and abroad.
5. To engineer, procure, construct, manufacture, build, erect, install, repair, restore, operate, develop, promote, advise on, provide consultancy, research and develop, test, undertake, takeover, execute, deal in, trade, whether independently or in association with other(s) in any form, in India or elsewhere in the world, projects related to power transmission, power distribution, sub-stations, generation stations, power houses, telecommunication systems (basic, cellular, paging, wireless, satellite based and others), railways, roads, highways, bridges, flyovers, buildings, structures, canals, airports, ports, dams, docks, harbours, ports, sewerages, stormwater drainage, metro rail, shipping facilities, urban development projects, smart cities and any other projects directly or indirectly associated with infrastructure and infrastructure facilities, power plants (thermal - based on fuel like coal, naphtha, condensate/liquefied natural gas and other petro-products, mini & major hydel; pumped storage scheme, wind and non-conventional energy based), real estate, water, oil & gas and any kind of works or projects whatsoever on engineering, procurement, construction basis for and on behalf of government, semi-government, non-government organizations or bodies corporate or individuals or others.
6. To market sell all the above mentioned equipments and instruments on one time or hire purchase basis to the prospective buyers including Govt./public sector or well as private sector clients in India or abroad.
7. To provide, technical consultancy services in the field of comprehensive and Rapid Environmental

Studies (Environmental Impact Assessment) (EIA) and Environmental Management Plan (EMP) for mines, power plants industries, dams and river valley projects, highways and railway projects in India or abroad.

8. To carry on environmental audits and whetting of the projects and provide technical consultancy services and/to undertake contract jobs of running and maintenance of water, waste water treatment plant, pollution control equipment, sewage treatment plant and chemical plants and to provide/ arrange technical knowhow to assist in the supply manufacturer or processing of goods or material and render personnel and industrial management services in-India and/or abroad, related to the above business.
9. To undertake turnkey execution contracts in the above said fields in India or abroad.
10. To carry on the business of importers, exporters, consultants, contractors, traders, sub-contractors, technical consultants, turnkey operators, managers exports of all types of pollution treatment, environmental control systems, air pollution control systems, conservation of nonconventional energy sources, waste disposal systems, contract jobs and for the supply of equipments and machineries.

**RESOLVED FURTHER THAT** the Clause III(B) of the Memorandum of Association of the Company be and is hereby renumbered accordingly from existing Nos. 8-72 to Nos. 11-75.

**RESOLVED FURTHER THAT** any Director or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

**2. TO FIX THE REMUNERATION OF MR. PIYUSH JAIN (CHIEF OPERATING OFFICER), A RELATED PARTY HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions and upon the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the approval of the members of the Company be and is hereby accorded to fix the remuneration of Mr. Piyush Jain, Chief Operating Officer and a related party, within the salary range of ₹4,25,000 per month to ₹10,00,000 per month and such other perquisites in accordance with the Company Rule, with the authority to the Board to alter and vary the terms and conditions of his appointment, including but not limited to his designation and remuneration, within the said limit, as may be decided by the Board from time to time based on the recommendations of the Nomination and Remuneration Committee and Audit Committee.

**RESOLVED FURTHER THAT** any Director or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary, expedient, or desirable to give effect to this resolution, including filing necessary forms with the Registrar of Companies and other regulatory authorities, as may be required.

**3. TO FIX THE REMUNERATION OF MRS. SHACHI JAIN (CHIEF HUMAN RESOURCE OFFICER), A RELATED PARTY HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions and upon the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the approval of the members of the Company be and is hereby accorded to fix the remuneration of Mrs. Shachi Jain, Chief Human Resource Officer and a related party, within the salary range of ₹4,25,000 per month to ₹10,00,000 per month and such other perquisites in accordance with the Company Rule, with the authority

to the Board to alter and vary the terms and conditions of her appointment, including but not limited to her designation and remuneration, within the said limit, as may be decided by the Board from time to time based on the recommendations of the Nomination and Remuneration Committee and Audit Committee.

**RESOLVED FURTHER THAT** any Director or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary, expedient, or desirable to give effect to this resolution, including filing necessary forms with the Registrar of Companies and other regulatory authorities, as may be required.

**By the order of the Board  
Enviro Infra Engineers Limited**

**Sd/-  
(Piyush Jain)**

**Company Secretary and  
Compliance Officer  
M No.: A57000**

Date: 06.02.2025  
Place: New Delhi

**Registered Office:  
Unit 201, 2<sup>nd</sup> Floor, R G Metro Arcade, Sector-11,  
Rohini, New Delhi – 110085  
CIN: L45200DL2009PLC191418  
Website: [www.eiel.in](http://www.eiel.in)  
E-mail: [investors.relation@eiepl.in](mailto:investors.relation@eiepl.in)  
Tel: 011-40591549**

**Notes:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars and the Listing Regulations, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, 14th February, 2025 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations, the relevant SEBI Circulars, as amended from time to time and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically and has engaged the services of the RTA of the Company for this purpose. The instructions for e-voting are provided as part of this Postal Ballot Notice. The Shareholders are requested to communicate their ‘assent’ or ‘dissent’ to the proposed resolution through remote e-voting only.
4. This Postal Ballot Notice will also be available on the Company’s website at [www.eiel.in](http://www.eiel.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, also available on the website of Bigshare at <https://ivote.bigshareonline.com>.
5. Members holding shares in electronic form and who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. **Voting rights shall be reckoned based on the paid-up value of the equity shares registered in the name of the Shareholder as on the Cut-off date. In case of joint holders, only such joint holder, who is highest in the order of names, will be entitled for remote e-voting.** A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
7. The e-voting period commences at 9:00 a.m. (IST) on Tuesday, February 18, 2025 and ends at 5:00 p.m. (IST) on Wednesday, 19<sup>th</sup> March, 2025. Once the remote e-vote is cast, the Shareholder will not be allowed to change it subsequently. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Bigshare upon expiry of the aforesaid period.
8. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [investors.relation@eiepl.in](mailto:investors.relation@eiepl.in) mentioning his / her / its DP ID and Client ID.
9. The Company has appointed Shri Alok Jain (CP No. – 14828, M No. – A-30369), Proprietor of M/s Jain Alok & Associates, Company Secretaries, New Delhi, as the Scrutinizer, for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
10. After conclusion of the e-voting period on Wednesday, 19<sup>th</sup> March, 2025, the Scrutinizer shall unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in employment of the Company, and prepare the Scrutinizer’s Report containing the details of total votes cast in favour or against the proposed resolution. The Scrutinizer shall submit his report to the Chairman or any other person authorised by him, who shall countersign the same and declare the results of the Postal Ballot. The resolution, if passed by requisite majority, shall be deemed to have been passed on Wednesday, 19<sup>th</sup> March, 2025, being the last day of remote e-voting.
11. Results of Postal Ballot through remote e-voting, shall be declared within 2 working days of the date of conclusion of the remote e-voting period. The results shall be communicated to the Stock Exchanges and also displayed on the website of Bigshare i.e. <https://ivote.bigshareonline.com>, website of the Company i.e. [www.eiel.in](http://www.eiel.in) and at the Registered Office of the Company.
12. The ISIN of the Equity Shares of INR 10/- each is **INEOLLY01014**.
13. **Procedure for e-Voting:**  
**The remote e-voting period begins on 9:00 a.m. (IST) on Tuesday, February 18<sup>th</sup>, 2025 and ends at 5:00 p.m. (IST) on Wednesday, 19<sup>th</sup> March, 2025. Thereafter, the remote e-voting module shall be disabled. Shareholders, whose names appear in the Register of Members/Beneficial Owners as on the Cut-off date i.e. Friday, 14th February, 2025, can cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.**  
  
In terms of SEBI circular dated December 9, 2020, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Detailed instructions in this regard are appearing below:

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.

*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
 

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.

- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

**3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.

- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (“FAQs”) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22, 022-62638338

**EXPLANATORY STATEMENT**

(Pursuant to Section 102(1) of the Companies Act, 2013 read with other applicable provisions)

**ITEM NO. 1**

The Company is currently engaged in the business of EPC and O&M services for Water, Wastewater & Sewerage Treatment Plants across India and has been performing well. However, the Company intends to broaden its operational scope by undertaking additional business activities in the areas of solar power, biogas, renewable energy transmission and distribution, and infrastructure development along with its existing business activities. These new activities will help in capturing emerging opportunities in these sectors. As part of the proposed alteration of its main object clause, it is also recommended to delete Para 1 of Clause III(A), which pertains to the takeover of the partnership firm, M/s ENVIRO ENGINEERS. This firm ceased to exist following its acquisition by the Company upon incorporation in 2009.

To enable the Company to carry out the aforesaid activities along with its existing activity, the Board of the Company at its meeting held on 06<sup>th</sup> February, 2025 had approved the proposed alteration of the MOA of the Company as described above.

In accordance with the provisions of Section 13 of the Companies Act, 2013 (“Act”) alteration of the Objects Clause of the MOA requires approval of the members of the Company by passing a special resolution.

Accordingly, The Board of Directors recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

**None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.**

**ITEM NO. 2**

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and Audit Committee in its meeting held on 06.02.2025 had approved the remuneration range of Mr. Piyush Jain, Chief Operating Officer (COO). He is the brother of Mrs. Ritu Jain (DIN: 09583136),

Non-Executive Director of the Company.

Mr. Piyush Jain is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and the Regulation 2(zb) of the SEBI Listing Regulations. Further, pursuant to Section 188(1)(f) of the Act and the SEBI Listing Regulations, the appointment of a related party to any office or place of profit in the Company, at a monthly remuneration exceeding two and a half lakh rupees require prior approval of the members of the Company.

The particulars for the remuneration of Mr. Piyush Jain are as under:

- (a) **Name of the Related Party:** Piyush Jain
- (b) **Name of the Director or Key Managerial Personnel who is related, if any:** Mrs. Ritu Jain, Non-Executive Director of the Company
- (c) **Nature of relationship:** Sibling of Mrs. Ritu Jain
- (d) **Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangements:** The Company intends to define a clear salary range for Mr. Piyush Jain, Chief Operating Officer and a related party. The proposed remuneration structure is in accordance with industry standards and aims to reward performance while ensuring transparency and compliance with regulatory requirements. It is proposed to set the salary limit from ₹4,25,000 per month to ₹10,00,000 per month and such other perquisites in accordance with the Company Rule. The Board shall have the authority to revise the terms of his appointment, including designation and salary, within this limit, based on the recommendations of the Nomination & Remuneration Committee and the Audit Committee.
- (e) **Tenure of the proposed transaction:** The remuneration arrangement will remain in force unless revised by the Board upon the recommendation of Nomination & Remuneration Committee and the Audit Committee within the approved limits or further approved by shareholders if it exceeds ₹10,00,000 per month.
- (f) **Justification for why the proposed transaction is**

**in the interest of the Company:** Mr. Piyush Jain, aged 47 years holds PG Degree in Masters in Computer Application (MCA) from Hindu College. He is a Dynamic, entrepreneurial, Leader, and Strategist with 25+ years of global working experience in various functional domains like IT, Healthcare, Manufacturing, Airlines etc. He has hardcore experience in the area of new technologies, organizational transformation, automation etc. Over the period of time, he has demonstrated success by driving company's growth and operational results. Adapt at driving the growth of company revenues by revamping the company's process and teams. He possesses strong coordination and program management skills in bringing pursuits to a successful closure. He is Responsible, proactive and adhere to organizational values, work ethics and has excellent communication and people skills. The remuneration of Mr. Piyush Jain is fixed in commensurate with his age, qualifications, and experience.

- (g) The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:** The proposed remuneration of Mr. Piyush Jain, ranging from ₹4,25,000 to ₹10,00,000 per month, currently represents approximately 0.07% to 0.16% of the Company's annual consolidated turnover for the immediately preceding financial year. The exact percentage may vary depending on the final remuneration approved and the turnover in future financial years.

Accordingly, The Board of Directors recommends Members' approval for the remuneration range of Mr. Piyush Jain, Chief Operating Officer (COO) of the Company, a person holding an office or place of profit in the Company by way of ordinary resolution, as mentioned in Item No. 2 of the Notice.

**None of the Directors except Mrs. Ritu Jain, Non - Executive Director or Key Managerial Personnel of the Company or their relatives are interested, financial or otherwise, in the proposed resolution.**

### ITEM NO. 3

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and Audit Committee in its meeting held on 06.02.2025 had approved the remuneration range of Mrs. Shachi Jain, Chief Human Resource Officer (CHRO). She is the spouse of Mr. Manish Jain (DIN: 02671522), Managing Director of the Company.

Mrs. Shachi Jain is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and the Regulation 2(zb) of the SEBI Listing Regulations. Further, pursuant to Section 188(1)(f) of the Act and the SEBI Listing Regulations, the appointment of a related party to any office or place of profit in the Company, at a monthly remuneration exceeding two and a half lakh rupees require prior approval of the members of the Company.

The particulars for the remuneration of Mrs. Shachi Jain are as under:

- (a) Name of the Related Party:** Shachi Jain
- (b) Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Manish Jain, Managing Director of the Company
- (c) Nature of relationship:** Spouse of Mr. Manish Jain
- (d) Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangements:** The Company intends to define a clear salary range for Mrs. Shachi Jain, Chief Human Resource Officer and a

related party. The proposed remuneration structure is in accordance with industry standards and aims to reward performance while ensuring transparency and compliance with regulatory requirements. It is proposed to set the salary limit from ₹4,25,000 per month to ₹10,00,000 per month and such other perquisites in accordance with the Company Rule. The Board shall have the authority to revise the terms of her appointment, including designation and salary, within this limit, based on the recommendations of the Nomination & Remuneration Committee and the Audit Committee.

- (e) Tenure of the proposed transaction:** The remuneration arrangement will remain in force unless revised by the Board upon the recommendation of Nomination & Remuneration Committee and the Audit Committee within the approved limits or further approved by shareholders if it exceeds ₹10,00,000 per month.
- (f) Justification for why the proposed transaction is in the interest of the Company:** She is currently the Chief Human Resource Officer of the Company. During her tenure, her role has been pivotal in ensuring the smooth functioning of the Company and fostering a positive work environment. She has exhibited exemplary qualities in driving the Company's success. During her period, she has acquainted herself more closely with the operations of the Company and also built-up closer rapport with Senior Management Personnel at all levels. The remuneration of Mrs. Shachi Jain is fixed in commensurate with her age, qualifications, and experience.

- (g) The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:** The proposed remuneration of Mrs. Shachi Jain, ranging from ₹4,25,000 to ₹10,00,000 per month, currently represents approximately 0.07% to 0.16% of the Company's annual consolidated turnover for the immediately preceding financial year. The exact percentage may vary depending on the final remuneration approved and the turnover in future financial years.

Accordingly, The Board of Directors recommends accord Members' approval for revision in remuneration of Mrs. Shachi Jain, a person holding an office or place of profit in the Company by way of ordinary resolution, as mentioned in Item No. 3 of the Notice.

**None of the Directors or Key Managerial Personnel except Mr. Manish Jain, Managing Director of the Company or their relatives are interested, financial or otherwise, in the proposed resolution.**

**By the order of the Board  
Enviro Infra Engineers Limited**

**Sd/-  
(Piyush Jain)**

**Company Secretary and  
Compliance Officer  
M No.: A57000**

Date: 06.02.2025  
Place: New Delhi

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