



ENVIRO INFRA ENGINEERS LIMITED

CIN: L37003DL2009PLC191418

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

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NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th (Fifteenth) Annual General Meeting of the members of **Enviro Infra Engineers Limited** will be held on Thursday, 28th August, 2025 at 2:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon
2. To appoint a director in place of Mrs. Ritu Jain (DIN: 09583136), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **To re-appoint Mr. Sanjay Jain (DIN: 02575734) as Chairman & Whole-time Director of the Company and fix his remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Sections 2(51), 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) ("the Act") and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time and upon the recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to re-appoint Mr. Sanjay Jain (DIN: 02575734) as Chairman & Whole-Time Director of the Company, designated as Executive Director, liable to retire by rotation, for a period of 5 (five) years, on expiry of his present term of office, i.e., w.e.f. 23.08.2025, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee and the Audit Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration, within the provisions of the Act and SEBI Listing Regulations, as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary forms, e-forms, declarations with the Registrar of Companies and do all such acts, deeds, matters and things as it may be necessary, proper or expedient for the purpose of giving full effect to this resolution."

4. **To re-appoint Mr. Manish Jain (DIN: 02671522) as Managing Director and fix his remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Sections 2(51), 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) ("the Act") and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time and upon the recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to re-appoint Mr. Manish Jain (DIN: 02671522) as Managing Director of the Company, designated as Executive Director, liable to retire by rotation, for a period of 5 (five) years, on expiry of his present term of office, i.e., w.e.f. 23.08.2025, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee and the Audit Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration, within the provisions of the Act and SEBI Listing Regulations, as it may deem fit;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary forms, e-forms, declarations with the Registrar of Companies and do all such acts, deeds, matters and things as it may be necessary, proper or expedient for the purpose of giving full effect to this resolution."

5. **To approve the remuneration of Mrs. Ritu Jain (DIN: 09583136), Non - Executive Director and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder and Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), consent of the members of the Company be and is hereby accorded in relation to the payment of remuneration to the tune of ₹ 52,41,000/- (Rupees Fifty Two Lakhs Forty One thousand only) for the financial year 2025-26 to Mrs. Ritu Jain (DIN: 09583136) Non-Executive Non-Independent Director of the Company, which is exceeding 50% (fifty percent) of the aggregate remuneration paid / payable

to all Non-Executive Directors of the Company for the said financial year.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary forms, e-forms, declarations with the Registrar of Companies and do all such acts, deeds, matters and things as it may be necessary, proper or expedient for the purpose of giving full effect to this resolution."

6. To increase the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

"RESOLVED THAT in supersession to earlier resolutions passed by the members of the Company, pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, read with the applicable rules and regulations framed thereunder, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, Memorandum and Articles of Association of the Company and relevant provisions of the Foreign Exchange Management Act, 1999 including rules and regulations framed thereunder, the consent of the members be and is hereby accorded to borrow, from time to time, such sum or sums of money as may be deemed necessary for the purpose of the business of the Company, whether in Indian Rupees or in any other foreign currency, by way of fund-based and/or non-fund-based facilities, including but not limited to loans, cash credit, overdrafts, letters of credit, bank guarantees, buyers' credit, suppliers' credit, debentures (whether secured or unsecured), bonds, commercial papers or such other instruments, from one or more banks, financial institutions, bodies corporate, or any other eligible lenders, whether in India or abroad, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings of the Company (fund-based and non-fund-based, excluding temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed, at any point in time, a sum of ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary forms, e-forms, declarations with the Registrar of Companies and do all such acts, deeds, matters and things as it may be necessary, proper or expedient for the purpose of giving full effect to this resolution."

7. To create charge/mortgage over the properties of the Company for the purpose of borrowing in the terms of Section 180 (1)(a) of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force and Memorandum and Articles of Association of the Company and relevant provisions of the Foreign Exchange Management Act, 1999 including rules and regulations framed thereunder, the consent of the members of the Company be and is hereby accorded to the Company to mortgage, hypothecate, pledge and /

or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, subject to a maximum limit of ₹ 2,500 Crores (Rupees Two Thousand and Five Hundred Crores Only), together with simple and/or compound interest thereon, commitment charges, management fees, service charges, premium on redemption of debentures including any increase as a result of deviation/ evaluation/ fluctuation/ in the rate of foreign currencies and all other costs, charges and expenses payable from time to time as per the terms and conditions prescribed in any loan agreements, debenture documents or other deeds and documents entered into between the Company and the said banks and/or financial institutions/ trustees for debentures or security both national and international, or bodies corporate and agencies.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary forms, e-forms, declarations with the Registrar of Companies and do all such acts, deeds, matters and things as it may be necessary, proper or expedient for the purpose of giving full effect to this resolution."

8. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, the approval of the members be and is hereby accorded, to appoint M/s. Jain Alok and Associates, Practicing Company Secretaries (CP No: 14828 and Peer Review Certificate No. 2438/2022) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of 20th AGM of the Company to be held in the calendar year 2030, on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as approved by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Audit Committee of the Board) of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to file necessary forms, e-forms, declarations with the Registrar of Companies and do all such acts, deeds, matters and things as it may be necessary, proper or expedient for the purpose of giving full effect to this resolution."

9. To fix the remuneration of Mr. Dheeraj Jain, a related party holding an office or place of profit in the Company and if thought fit, to pass with or without modification(s), 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. Dheeraj

Jain, General Manager (Electrical & Mechanical) of the Company and a related party, within the salary range of ₹ 2,50,000/- per month to ₹ 4,00,000/- 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 the Audit Committee of the Board.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary 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 Order of the Board of Directors
Enviro Infra Engineers Limited**

Date: 28.05.2025
Place: New Delhi

**Piyush Jain
Company Secretary & Compliance Officer
ACS 57000**

Registered Office:
2nd Floor, R G Metro Arcade
Sector-11, Rohini
New Delhi - 110085
CIN: L37003DL2009PLC191418
Website: www.eiel.in
Email: investors.relation@eiepl.in
Tel: 011-40591549

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 09/2024 dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. The Explanatory Statement, pursuant to the provisions of Section 102(1) of the Act read with Regulation 17(11) of the SEBI Listing Regulations, setting out the material facts and reasons, in respect of Item Nos. 3-9 of this Notice is annexed herewith. Further, the relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") respectively, in respect of Directors seeking appointment/re-appointment are also annexed hereto and forms part of the Notice.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. As per the provisions under the MCA Circulars, Members attending the 15th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
7. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at its e-mail Id investors.relation@eiepl.in mentioning their name, DP-ID Client ID, PAN, mobile number at least seven (7) days in advance to enable the management to keep information ready at the AGM.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors.relation@eiepl.in.
9. SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.
10. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
11. Non-Resident Indian members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
12. In terms of Section 152 of the Act, Mrs. Ritu Jain, Non-Executive Director (DIN: 09583136) of the Company, retires by rotation at the AGM. The Board of Directors of the Company has recommended her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, it is also affirmed that Mrs. Ritu Jain is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mrs. Ritu Jain is interested in the Ordinary Resolution set out at Item No. 2 of this Notice with regard to her re-appointment.

Mr. Sanjay Jain, Chairman & Whole Time Director being related is deemed to be interested in the resolution set out at Item No. 2 of this Notice. The other relatives of Mrs. Ritu Jain may be deemed to be interested in the resolution set out at Item Nos. 2 to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of this Notice.

Details of Directors retiring by rotation at this Meeting are provided in the "Annexure" to this Notice

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE AND REGISTRATION OF EMAIL IDs:

13. In compliance with the MCA and SEBI Circulars, Notice of the 15th AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Depository Participants. Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at www.eiel.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Company's Registrar and Transfer Agent, Bigshare Services Private Limited ("Bigshare") at <https://ivote.bigshareonline.com>. Members can attend and participate in the AGM through VC/OAVM facility only.
14. For receiving all communication (including Annual Report) from the Company electronically, Members are requested to register / update their e-mail address with their relevant Depository Participants.
15. The Notice of AGM and Annual Report for FY 2025 will be sent to those Members/ beneficial owners whose name will appear in the Register of Members/ list of beneficiaries received from the Depositories as on Friday, August 01, 2025.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

17. In compliance with Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended till date and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) and the SS-2, the Company is providing to its members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("**e-voting**"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-voting**").

The Company has engaged the services of Bigshare as the agency to provide e-voting facility.

Further, the facility for voting through electronic voting system will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting. The Members who have cast their vote by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.

The detailed instructions and the process for accessing and participating in the 15th AGM through VC/OAVM facility and voting through electronic means including remote e-voting forms part of the notice.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	Sunday, August 24, 2025, 9:30 a.m. (IST)
End of remote	Wednesday, August 27, 2025, 5:00 p.m. (IST)
Cut-off date for e-voting	Thursday, August 21, 2025

A person whose name appears in the Register of members maintained by the Depositories as on the cut-off date, shall be entitled to avail the facility of remote e-voting. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by Bigshare upon expiry of the aforesaid period. Once the vote on a resolution is cast by the members, the member will not be allowed to change it subsequently.

18. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

19. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote 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. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	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: https://eservices.nsdl.com 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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

21. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode is given below:

- 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 your ‘**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.

- 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.

22. 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.

Note: In Case non-individuals who acquires equity shares and becomes a member of the Company after the date of electronic dispatch of the Notice of the AGM and holding shares as on the cut-off date may obtain the login ID and password by sending a request from your registered email id to Company at investors.relation@eiepl.in or may contact i-vote helpdesk team as mentioned in the below helpdesk section.

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 https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

23. For shareholders other than individual shareholders holding shares in Demat mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- 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 attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

24. The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

DECLARATION OF VOTING RESULTS

25. The Board of Directors of the Company has appointed M/s Jain Alok & Associates as the Scrutinizer to scrutinize the process of remote e-voting and e-voting during the 15th AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
26. The Scrutinizer shall after the conclusion of e-voting at the AGM, will first count the votes casted through e-voting at the meeting and thereafter unblock the votes casted through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM or three days, whichever is earlier, a consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.eiel.in under the head of 'Investor Relations' and on the website of Bigshare at <https://ivote.bigshareonline.com> after the declaration of result by the Chairman of the

meeting or a person authorized by him in writing. The results shall, simultaneously, be forwarded to National Stock Exchange of India Limited and BSE Limited which shall disseminate the results on their website.

28. Subject to receipt of requisite number of votes, the resolution(s) forming part of notice of AGM shall be deemed to be passed on the date of the AGM i.e. Thursday, August 28, 2025

**By Order of the Board of Directors
Enviro Infra Engineers Limited**

**Date: 28.05.2025
Place: New Delhi**

Registered Office:
2nd Floor, R G Metro Arcade
Sector-11, Rohini
New Delhi - 110085
CIN: L37003DL2009PLC191418
Website: www.eiel.in
Email: investors.relation@eiepl.in
Tel: 011-40591549

**Piyush Jain
Company Secretary & Compliance Officer
ACS 57000**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the special business proposed in this Notice:

ITEM NO. 3

The Board of Directors of the Company ("Board") on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at its meeting held on 28th May, 2025 has, subject to the approval of Members, re-appointed Mr. Sanjay Jain (DIN: 02575734) as Chairman & Whole Time Director, designated as Executive Director, liable to retire by rotation for a period of 5 (five) years from the expiry of his present term, i.e. w.e.f. 23.08.2025, on the following terms and conditions:

(a) Salary, Perquisites and Allowances per annum:

Salary, Perquisites and Allowances is fixed at ₹ 4.80 Crores per annum, payable each year throughout his tenure. The perquisites and allowances shall be determined, as per the provisions of Income Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or reenactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

(b) Reimbursement of Expenses:

Reimbursement of expenses incurred in the course of the business. Expenses incurred for travelling, boarding and lodging including for his spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses shall be reimbursed at actuals and not considered as perquisites.

(c) General:

- (i) Subject to the superintendence, control, and direction of the Board of Directors of the Company, the Whole-time Director shall be entrusted with substantial powers of management along with such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.

- (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

- (iii) The Whole-time Director shall adhere to the Company's Code of Conduct.

Mr. Sanjay Jain satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, it is also affirmed that Mr. Sanjay Jain is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sanjay Jain under Section 190 of the Act.

Approval of members is sought for the re-appointment of Mr. Sanjay Jain as Chairman & Whole Time Director of the Company and his continuation as a director liable to retire by rotation in terms of the applicable provisions of the Act and the SEBI Listing Regulations by special resolution set out at Item No. 3 of the Notice.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided below.

Mr. Sanjay Jain is interested in the resolution set out at Item No. 3 of the Notice. Mrs. Ritu Jain and Mr. Manish Jain, being related are deemed to be interested in the said resolution.

The other relatives of Mr. Sanjay Jain may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Mr. Sanjay Jain (DIN: 02575734)	
Age	53 years
Qualification	Bachelor's degree in chemical engineering from Mangalore University
Experience / brief resume / expertise	Mr. Sanjay Jain has been associated with the Company since incorporation. He is a visionary leader with over two decades of experience in the Water and Wastewater Treatment Industry. He plays a pivotal role in overseeing the end-to-end execution of projects, commencing from the bidding of tenders to designs, procurement of raw materials and machinery, and the overall Operation and Maintenance of our Company's projects. His expertise in engineering and project management has been instrumental in the Company's growth and success in delivering cutting-edge solutions in the water treatment sector. The Company has grown multifold under his leadership and it would be in the interest of the Company that he continues to lead the Company.
Terms & Conditions for reappointment	As per the resolution at item no. 3 of the Notice convening this AGM read with explanatory statement thereto, Mr. Sanjay Jain is proposed to be re-appointed as Chairman & Whole-Time Director
Remuneration last drawn (FY 2024-25)	₹ 4.80 Crores
Remuneration proposed to be paid	₹ 4.80 Crores per annum, payable each year throughout his tenure period

Date of first appointment on the Board	19 th June, 2009
Shareholding in the Company	4,89,11,211 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Mr Manish Jain, Managing Director Spouse of Mrs. Ritu Jain, Non-Executive Director
The number of Meetings of the Board attended during the year (FY 2024-25)	13 Board Meetings
Other Directorships	1. SMR Projects Private Limited 2. EIEPL Bareilly Infra Engineers Private Limited 3. EIEL Mathura Infra Engineers Private Limited 4. Enviro Infra Engineers (Saharanpur) Private Limited 5. EIE Renewables Private Limited 6. Sunaxis Renewables Private Limited
Membership / Chairmanship of Committees	Chairman – Corporate Social Responsibility Committee Member – Stakeholders’ Relationship Committee
Other listed entities in which directorship held	NA
Listed entities in which directorship ceased in the past three years	NA

ITEM NO. 4

The Board of Directors of the Company (“Board”) on the recommendation of the Nomination and Remuneration Committee and the Audit Committee at its meeting held on 28th May, 2025 has, subject to the approval of Members, re-appointed Mr. Manish Jain (DIN: 02671522) as Managing Director, designated as Executive Director, liable to retire by rotation for a period of 5 (five) years from the expiry of his present term, i.e. w.e.f. 23.08.2025, on the following terms and conditions:

(a) Salary, Perquisites and Allowances per annum:

Salary, Perquisites and Allowances is fixed at ₹ 4.80 Crores per annum, payable each year throughout his tenure. The perquisites and allowances shall be determined, as per the provisions of Income Tax Act, 1961 or any rules made thereunder or any statutory modification(s) or reenactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

(b) Reimbursement of Expenses:

Reimbursement of expenses incurred in the course of the business. Expenses incurred for travelling, boarding and lodging including for his spouse and attendant(s) during business trips and provision of car(s) for use on Company’s business and communication expenses shall be reimbursed at actuals and not considered as perquisites.

(c) General:

- Subject to the superintendence, control, and direction of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial powers of management along with such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- The Managing Director shall adhere to the Company’s Code of Conduct.

Mr. Manish Jain satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, it is also affirmed that Mr. Manish Jain is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Manish Jain under Section 190 of the Act.

Approval of members is sought for the re-appointment of Mr. Manish Jain as Managing Director of the Company and his

continuation as a director liable to retire by rotation in terms of the applicable provisions of the Act and the SEBI Listing Regulations by special resolution set out at Item No. 4 of the Notice.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries

of India, are provided below.

Mr. Manish Jain is interested in the resolution set out at Item No. 4 of the Notice. Mr. Sanjay Jain, being related are deemed to be interested in the said resolution.

The other relatives of Mr. Manish Jain may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Mr. Manish Jain (DIN: 02671522)	
Age	49 years
Qualification	Bachelor's degree in chemical engineering from Punjab University
Experience / brief resume / expertise	Mr. Manish Jain brings over 26 years of leadership in the Water and Wastewater Treatment industry. He has a strong track record of successfully managing operations, finance, and legal strategies. His expertise in end-to-end project execution ensures smooth delivery from planning through completion, while his deep understanding of regulatory landscapes guarantees compliance at every step. His financial insight drives profitability and growth, and his focus on operations and maintenance consistently enhances efficiency. With a hands-on leadership style and strategic vision, he is key to the company's ongoing success and expansion.
Terms & Conditions for reappointment	As per the resolution at item no. 4 of the Notice convening this AGM read with explanatory statement thereto, Mr. Manish Jain is proposed to be re-appointed as Managing Director
Remuneration last drawn (FY 2024-25)	₹ 4.80 Crores
Remuneration proposed to be paid	₹ 4.80 Crores per annum, payable each year throughout his tenure period
Date of first appointment on the Board	19 th June, 2009
Shareholding in the Company	4,87,91,000 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Brother of Mr Sanjay Jain, Chairman & Whole Time Director
The number of Meetings of the Board attended during the year (FY 2024-25)	13 Board Meetings
Other Directorships	1. SMR Projects Private Limited 2. EIEPL Bareilly Infra Engineers Private Limited 3. EIEL Mathura Infra Engineers Private Limited 4. Enviro Infra Engineers (Saharanpur) Private Limited 5. EIE Renewables Private Limited 6. Sunaxis Renewables Private Limited
Membership / Chairmanship of Committees	Member – Audit Committee Member – Stakeholders' Relationship Committee Chairman – Risk Management Committee
Other listed entities in which directorship held	NA
Listed entities in which directorship ceased in the past three years	NA

ITEM NO. 5

The members of the Company at their Extra Ordinary General Meeting (EGM) held on 18.05.2023 had approved the monthly remuneration payable to Mrs. Ritu Jain, Non-Executive Director of the Company in the range of ₹ 3.75 lakhs p.m. to ₹ 10 lakhs p.m along with the reimbursement of expenses incurred in normal course of business of the Company.

Her last drawn salary in the Company (FY 2024-25) was ₹ 4,36,750 p.m. i.e. ₹ 52.41 lakhs p.a. She holds 1,26,24,000 equity shares in the Company.

Pursuant to Regulation 17(6)(ca) of SEBI Listing Regulations, the approval of shareholders by special resolution shall be obtained every financial year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

On the request of Mrs. Ritu Jain, she had capped her remuneration for current financial year same as last financial year. However, the Annual remuneration payable to a single Non-Executive Director, i.e. Mrs. Ritu Jain will exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the F.Y. 2025-26, the Board recommends the Resolution as set out under item no. 5 in the notice of this meeting for approval of the Members by means of a Special Resolution.

Mrs. Ritu Jain is interested in the resolution set out at Item No. 5 of the Notice. Mr. Sanjay Jain, being related is deemed to be interested in the said resolution.

The other relatives of Mrs. Ritu Jain may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6 & 7

The members of the Company at their Extra Ordinary General Meeting ("EGM") held on 12.08.2022 had authorised the Board of Directors of the Company to borrow from time to time on behalf of the Company and to create charge/mortgage/hypothecation/pledge on the Company's assets upto an aggregate amount not exceeding ₹ 1,000 Crores (Rupees One Thousand Crores) each at any time.

Considering the future expansion plans, the Company will require additional support (both fund and non-fund facilities) from banks, financial institutions, NBFCs or any other entities.

Keeping in view the above requirement, it is proposed to revise the borrowing powers of the Board of Directors upto ₹ 2,500 Crores (Rupees Two Thousand and Five Hundred Crores only) for smooth functioning of the Company.

Such enhancement of the borrowing limits must be accompanied by corresponding powers to create mortgage and/or charge over the Company's assets. This includes the right to create, in addition to existing mortgages/charges, such charges on the Company's present and future assets and undertakings, or any part thereof, in favour of lenders, agents, and trustees, for securing the borrowings availed or to be availed by the Company from time to time. Accordingly, the Board recommends to align the limit for creation of mortgage/charge with the enhanced borrowing powers, i.e., ₹ 2,500 Crores (Rupees Two Thousand and Five Hundred Crores)

Pursuant to Section 180(1)(c) of the Companies Act, 2013 any amount to be borrowed by the Company in excess of aggregate amount of paid-up capital, free reserves & security premium

requires prior approval of shareholders of the Company.

Further, pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board can exercise the power to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company only with the consent of the members.

Accordingly, the Board recommends the Resolutions as set out under item nos. 6 & 7 in the notice of this AGM for approval of the Members by means of a Special Resolution.

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

ITEM NO. 8

Pursuant to Section 204 of the Act and in terms of the amended provisions of Regulation 24A of the SEBI Listing Regulations, the Company needs to appoint a Secretarial Auditor for not more than one term of five consecutive years with the approval of its shareholders in its Annual General Meeting. Further, a person/partner of the firm eligible for appointment as a Secretarial Auditors shall be Peer Reviewed Company Secretary.

In view of above, the Board on the recommendations of the Audit Committee, in it's meeting held on 28.05.2025, after due deliberations and discussions on the expertise and experience, recommends to the shareholders, the appointment of M/s Jain Alok and Associates, Practicing Company Secretaries (CP No: 14828 and Peer Review Certificate No. 2438/2022) as Secretarial Auditors of the Company for a First term of five consecutive years from the conclusion of this 15th AGM until the conclusion of the 20th AGM of the Company to be held in the year 2030, at such professional fees and applicable taxes and re-imbursement of out of pocket expenses, if any, in each financial year, as mutually agreed between the Board of Directors/any of its Committee(s) and the Secretarial Auditors of the Company.

M/s Jain Alok & Associates is a reputed Company Secretaries firm, with over 10 years of experience in Corporate Law, SEBI, Securities Market and Corporate Restructuring. The Organization is backed by a team of multi - disciplinary professionals who are very well exposed in dealing with various regulatory authorities like Registrar of Companies (ROC), Regional Director (RD), National Company Law Tribunal (NCLT), Ministry of Corporate Affairs (MCA), Securities & Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI) etc. The firm has been associated with various Companies as Corporate Consultants for rendering the mentioned professional services. The firm specializes in the area of core secretarial services.

The Audit Committee and the Board of Directors, while recommending the appointment of M/s Jain Alok & Associates, Company Secretaries as the Secretarial Auditors of the Company, have also taken into consideration, including but not limited to, competency of the audit team, efficiency, overall Audit approach, the credentials of the firm and partners, proven track record, Independence and their eligibility criteria prescribed under the Act and the SEBI Listing Regulations.

The remuneration proposed to be paid to the Secretarial Auditors shall be commensurate with the services to be rendered by them during the said tenure and is based on the knowledge, expertise, industry experience, time and efforts required to be put by them. Accordingly, the Board of Directors of the Company, based on the fee proposal received and on the recommendations of the Audit Committee, has proposed a professional fee of ₹ 2,50,000/- (Rupees Two Lakhs and Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at the actuals, if any, to M/s Jain Alok & Associates, Company Secretaries towards carrying out the Secretarial Audit of the Company for FY 2025- 26,. The said fees also include

various Corporate Governance Certificates required under the SEBI Listing Regulations from the Secretarial Auditors.

The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Secretarial Auditors for the remaining part of the tenure to such extent as may be mutually agreed with the Secretarial Auditors.

M/s Jain Alok & Associates, Company Secretaries have consented to their appointment as Secretarial Auditors and have confirmed that if appointed, their appointment will be accordance with Section 204 of the Act read with Regulation 24A of the SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution. The Board recommends the Ordinary Resolution set out at Item No. 8 of the notice for approval by the Members.

ITEM NO. 9

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and Audit Committee in its meeting held on 28.05.2025 had approved the remuneration range of Mr. Dheeraj Jain, General Manager (Electrical & Mechanical). He is the brother of Mr. Aseem Jain (DIN: 09708228), Independent Director of the Company.

Mr. Dheera 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. Dheera Jain are as under:

- (a) **Name of the Related Party:** Dheeraj Jain
- (b) **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Aseem Jain, Independent Director of the Company
- (c) **Nature of relationship:** Brother of Mr. Aseem 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. Dheeraj Jain, General Manager (Electrical & Mechanical), 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 ₹ 2,50,000 per month to ₹ 4,00,000 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 ₹ 4,00,000 per month.

(f) Justification for why the proposed transaction is in the interest of the Company:

Mr. Dheeraj Jain, aged 52 years has been associated with your Company since 2010. He holds a bachelor's degree in engineering (Electrical & Electronics) from Mangalore University. He looks after designing, purchasing, execution and operation & maintenance of the projects in your Company. He has approx. 15 years of work experience. Over the period of time, he has demonstrated success by driving Company's growth and operational results. He is Responsible, proactive and adhere to organizational values, work ethics and has excellent communication and people skills. The remuneration of Mr. Dheeraj 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. Dheeraj Jain, ranging from ₹ 2,50,000 to ₹ 4,00,000 per month, currently represents approximately 0.03% to 0.48% 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.

SEBI, vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, prescribed the minimum information required to be placed before the Audit Committee and Shareholders of the Company for approval of Related Party Transactions (RPTs). The circular was initially intended to come into effect from April 1, 2025. However, SEBI subsequently extended the effective date to July 1, 2025, vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/37 dated March 21, 2025.

As clarified in the FAQs issued by the Stock Exchanges on March 15, 2025, the said industry-standard disclosures are not applicable to RPTs for which approval was obtained prior to April 1, 2025 (now read as July 1, 2025, in light of SEBI's circular dated March 21, 2025).

Accordingly, since the Audit Committee and the Board had approved the said related party transaction on 28.05.2025 i.e., prior to the revised effective date of July 1, 2025, the provisions of the circular are not applicable to the Company for the said RPT approval and the prescribed disclosures are not required.

The Board of Directors recommends Members' approval for the remuneration range of Mr. Dheeraj Jain, General Manager (Electrical & Mechanical) 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. 9 of the Notice.

Mr. Aseem Jain, being related is deemed to be interested in the resolution set out at Item No. 9 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be appointed:

Mrs. Ritu Jain (DIN: 09583136)	
Age	52 years
Qualification	Bachelor's degree in science (Home Science) from the Maharshi Dayanand University, a bachelor's degree in education the Kurukshetra University and master's degree in science (Home Science) from the Kurukshetra University
Experience / brief resume / expertise	Mrs. Ritu Jain has been associated with the Company from 2017. She has over seven years of experience in water and wastewater treatment industry. In her role, she leads the Company's Corporate Social Responsibility (CSR) initiatives. She is the President of Enviro Vatsalya Foundation, the Company's CSR arm, where she drives efforts to make a positive impact on society. Additionally, she is actively involved with organizations that promote moral education among children and also personally dedicated in inculcating ethical and moral values in young minds. Her prior contributions as a Non-Executive Director of the Company have strengthened board deliberations and governance frameworks. Her experience and understanding of business and regulatory affairs make her well suited to continue providing effective oversight and guidance as a Non-Executive Director.
Terms & Conditions for reappointment	Non-Executive Director, liable to retire by rotation
Remuneration last drawn (FY 2024-25)	₹ 52.41 Lakhs
Remuneration proposed to be paid	₹ 52.41 Lakhs
Date of first appointment on the Board	19 th July, 2023
Shareholding in the company	1,26,24000 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Mr. Sanjay Jain
The number of Meetings of the Board attended during the year (FY 2024-25)	11 Board Meetings
Other Directorships	NIL
Membership / Chairmanship of Committees	Member - Corporate Social Responsibility Committee Member - Nomination and Remuneration Committee
Other listed entities in which directorship held	N.A.
Listed entities in which directorship ceased in the past three years	N.A.