

NOTICE

Notice is hereby given that an Extraordinary General Meeting of Enviro Infra Engineers Private Limited will be held on shorter notice on Tuesday, 19th July, 2022 at 04:00 P.M. at the Registered Office of the Company at Unit No 201, Second Floor, Plot No B CSC/OCF-01, RG Metro Arcade, Sector-11, Rohini, Delhi-110085 to transact the following business as:

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR THE REGULARIZATION OF ADDITIONAL DIRECTOR MRS. RITU JAIN (DIN: 09583136) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (‘Act’), Mrs. Ritu Jain (DIN: 09583136), who was appointed as an Additional Non-Executive Director with effect from 19th July, 2022, on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT any directors of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

ITEM NO. 2: CONVERSION OF COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 13, 14, 18 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof) if any, the consent of the Members of the Company be and is hereby accorded to convert the Company from “Private Limited” Company to “Public Limited” Company and the name of the Company be changed from “Enviro Infra Engineers Private Limited” to “Enviro Infra Engineers Limited” by deleting the word ‘Private’ from the name of the Company.

RESOLVED FURTHER THAT the word “Private” wherever appearing in the Memorandum and Articles of Association of the Company in the name of the Company be and is hereby deleted.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the existing Clause I of the Memorandum of Association (Name Clause) be altered accordingly and substitute by the following Name Clause I:

‘I. The Name of the Company is ENVIRO INFRA ENGINEERS LIMITED.’

RESOLVED FURTHER THAT any directors of the Company be and are hereby severally authorized to make necessary application and file necessary forms with the Registrar of Companies, NCT of Delhi and Haryana, in prescribed manner and to do all such acts, deeds and things as may be required to give effect to the above said resolution.”

ITEM NO. 3: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN PLACE OF EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 (‘the Act’), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for the substitution of the existing Articles of Association with the new set of Articles of Association of the Company pursuant to the conversion of the Company from the Private Limited Company to Public Limited Company.

RESOLVED FURTHER THAT any of the Directors 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.”

ITEM NO. 4: ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (**“the Act”**), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under **Clause III (C) - “Other Objects” with Clause III (B) - “Objects Incidental or Ancillary to the attainment of the Main Objects of the Company** and consequently changing the object numbering as may be appropriate;

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the **Clause III (A) and III (B)** of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) - The objects to be pursued by the Company on its incorporation are:

Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

To replace the existing Clause IV with the text prescribed under Schedule I of the Companies Act, 2013 to be read hereinafter as:

Clause IV- The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

“RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 5: ADOPTION OF NEW ACCOUNTING POLICY AND INDIAN ACCOUNTING STANDARDS (IND-AS) FOR FY 2021-22 AND ONWARDS

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

“RESOLVED THAT the consent of the members be and is hereby accorded to the Board for adopting the new Accounting Policy and Indian Accounting Standards (IND-AS) to prepare the Financial statements of the Company for the Financial Year 2021-22 and onwards.

“RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

For Enviro Infra Engineers Private Limited



Manish Jain

**Manish Jain
(Director)**

DIN: 02671522

**Add: A-2/309, Sunrise Apartment,
Sector-13, Rohini,
New Delhi - 110085**

Date: 19-07-2022

Place: New Delhi

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure I**.
2. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure II** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER OF THE COMPANY, TO ATTEND AND VOTE INSTEAD OF HIMSELF. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING. THE PROXY FORM IS ANNEXED HERETO AS **ANNEXURE III**.
4. In case of corporate Shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
5. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Shareholders electronically.
6. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of meeting.
7. The ISIN of the Equity Shares of Rs.10/- each is INEOLLY01014.
8. Members holding shares in physical form are requested to advise any change of name, address, e-mail address etc. immediately to the Company/ Registrar and Transfer Agents, Bigshare Services Pvt Ltd, Bharat Tin Works Bldg, 1stFlr, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai -400 059.
9. Route map and land mark details for the venue of general meeting are annexed as **Annexure-IV**.

Annexure I

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

ITEM NO. 1: TO REGULARISE THE APPOINTMENT OF MRS. RITU JAIN (DIN: 09583136) AS DIRECTOR

The members are informed that the Board appointed Mrs. Ritu Jain as Additional Non-Executive Director in their meeting held on 19th July, 2022 to hold the office till the ensuing General Meeting of the Company. Now, the members are requested to regularize the appointment of Mrs. Ritu Jain as the Non-Executive Director of the Company, liable to retire by rotation.

The Company has received the consent letter from Mrs. Ritu Jain to act as the Non-Executive Director of the Company in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, along with an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013 to hold the office of Director.

A copy of the draft letter of appointment of Mrs. Ritu Jain, setting out the terms and conditions of her appointment is available for inspection between 11.00 a.m. to 05.00 p.m. on all working days except Saturdays, Sundays and Holidays at the Register Office of the Company up to the date of the Extra-Ordinary General Meeting ('Meeting') and also at the Meeting.

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

Mr. Sanjay Jain, Director of the Company, is interested as he is husband of Mrs. Ritu Jain. Further, Mr. Manish Jain, Director of the Company, is interested as Mr. Sanjay Jain (his brother) is interested in the Resolutions as set out at Item No. 1 of the Notice.

ITEM NO. 2: CONVERSION OF COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED COMPANY

The Board of Directors in their meeting held on 19th July, 2022 resolved to change the status of the Company from "Private Limited" Company to a "Public Limited" Company, subject to approval of members in the Extra-Ordinary General Meeting & subject to approval of Registrar of Companies, NCT of Delhi and Haryana.

Taking into consideration the overall growth in business and potential for expansion of business, the Company may be required to tap public funds for meeting its long term financial needs by way of issue of securities as deemed fit. As a private limited company, it has limited scope to expand and diversify its business activities and has limited fund raising options. Accordingly, it is required to convert itself in to a public company. Consequently, it is proposed to delete the word 'Private' wherever appearing from the name of the Company by alteration of its Memorandum & Articles of Association applicable to a Public Limited Company.

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

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

ITEM NO. 3: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE COMPANIES ACT, 2013

The members are informed that pursuant to conversion of the Company from Private Limited Company to Public Limited Company, the Articles of the Company required to be changed and accordingly, subject to the approval of members, the New set of Articles of Association of the Company have been adopted by the Board in their meeting held on 19th July, 2022. The Chairman proposed to adopt the new set of the Articles of Association placed the same before the members as Annexure-1.

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

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item No. 3 of the Notice.

ITEM NO. 4: ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

Company has a proposal to convert into a public limited company and consequent upon enforcement of Companies Act, 2013, Company needs to adopt the new set of Memorandum of Association as prescribed under Section 4 (6) & Table A of Schedule I of Companies Act, 2013 while amending its existing Memorandum of Association.

The Board at its meeting held on 19th July, 2022 has approved alteration of the MOA of the Company and the Board now seeks Member's approval for the same.

A Copy of the proposed new set of Memorandum of Association of the Company would be available for inspection at the registered office of the Company on all working days up to and including the date of Extra-Ordinary General Meeting.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the resolutions as set out at Item No. 4 of the Notice, except to the extent of their shareholdings in the company.

ITEM NO. 5: ADOPTION OF NEW ACCOUNTING POLICY AND INDIAN ACCOUNTING STANDARDS (IND-AS) FOR FY 2021-22 AND ONWARDS

The Board at its meeting held on 19th July, 2022 has approved the adoption of new Accounting Policy and Indian Accounting Standards (IND-AS) for preparing the Financial Statements of the Company for FY 2021-22 and onwards and the Board now seeks Member's approval for the same.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the resolutions as set out at Item No. 5 of the Notice, except to the extent of their shareholdings in the company.

For Enviro Infra Engineers Private Limited



**Manish Jain
(Director)**

DIN: 02671522

**Add: A-2/309, Sunrise Apartment,
Sector-13, Rohini,
New Delhi - 110085**

Date: 19-07-2022

Place: New Delhi

Annexure II

ATTENDANCE SLIP

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

Name and address of the shareholder/Proxy:

Folio No/ DP ID: _____

No. of Share held: _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Tuesday, 19th July, 2022 at 04:00 P.M., at the Registered Office of the Company at Unit No 201, Second Floor, Plot No B CSC/OCF-01, RG Metro Arcade, Sector-11, Rohini, Delhi-110085

Signature of the Shareholder or Proxy*:

*Strike out whichever is not applicable

Annexure-III

PROXY FORM - MGT-11

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

Name of the Company: Enviro Infra Engineers Private Limited

CIN: U45200DL2009PTC191418

Registered Office of the Company: Unit No 201, Second Floor, Plot No B CSC/OCF-01, RG Metro Arcade, Sector-11, Rohini, Delhi-110085

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

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

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Tuesday, 19th July, 2022, at the Registered Office of the Company at Unit No 201, Second Floor, Plot No B CSC/OCF-01, RG Metro Arcade, Sector-11, Rohini, Delhi-110085 at 04:00 PM and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Signed this ___ day of _____, 2022

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Affix Re. 1
Revenue
Stamp

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

Annexure-IV Route Map:

