

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EGM-03/2023-24) of Enviro Infra Engineers Limited will be held on shorter notice on Wednesday, 13th September, 2023 at 2:00 P.M. at the Registered Office of the Company situated at Unit No 201, Second Floor, R.G. Metro Arcade, Sector-11, Rohini, Delhi-110085 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: OFFER AND ISSUANCE OF EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS

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

“RESOLVED THAT in supersession of the earlier resolution by the Board of Directors and the shareholders of the Company in their respective meetings held on 11.09.2023, pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013, Rules 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force)(the “Act”), Memorandum and the Articles of Association of the Company and the consent of Board of Directors dated 13.09.2023, the approval of the members of the Company be and is hereby accorded to offer and issue upto 17,50,000 (Seventeen Lakh and Fifty Thousand) Equity Shares having face value of INR 10/- (Rupees Ten Only) each which shall rank pari-pasu with the existing equity shares, at a price of INR 332/- (Rupees Three Hundred Thirty Two Only) each for an aggregate amount of INR 58,10,00,000/- (Rupees Fifty Eight Crore and Ten Lakh Only) by way of preferential allotment on private placement basis to the below mentioned subscriber:

S. No.	Name	Category	Shares	Amount (₹)
1.	Anchorage Capital Fund - Anchorage Capital Scheme II	Public – Institutional Investor	6,12,000	20,31,84,000
2.	MAIQ Growth Scheme-Long Only	Public – Institutional Investor	1,43,000	4,74,76,000
3.	Mukul Mahavir Agrawal	Public - Individual	3,60,000	11,95,20,000
4.	Valuworth Advisors LLP	Public – Non Individual - LLP	1,80,000	5,97,60,000
5.	India Ahead Venture Fund	Public – Institutional Investor	1,80,000	5,97,60,000
6.	Shubra Parakh	Public – Individual	30,000	99,60,000
7.	Khushboo Parekh	Public – Individual	30,000	99,60,000

8.	Snehal Parekh	Public – Individual	20,000	66,40,000
9.	Rajkumar Mangilal Borana	Public – Individual	40,000	1,32,80,000
10.	Ridhi Siddhi Eduwise LLP	Public – Non Individual - LLP	50,000	1,66,00,000
11.	Shikha Jain	Public – Individual	20,000	66,40,000
12.	Rajneesh Dutta	Public – Individual	15,000	49,80,000
13.	Piyush Jain	Promoter Group – Individual	15,000	49,80,000
14.	Manoj Sharma	Public – Individual	5,000	16,60,000
15.	Naman Jain	Public – Individual	5,000	16,60,000
16.	Ashish Khandelwal	Public – Individual	11,250	37,35,000
17.	Ashok Kumar Khandelwal	Public – Individual	11,250	37,35,000
18.	Shubham Khandelwal	Public – Individual	11,250	37,35,000
19.	Sudha Khandelwal	Public – Individual	11,250	37,35,000
Total			17,50,000	58,10,00,000

RESOLVED FURTHER THAT pursuant to the provisions of the Act, above tabled allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form PAS-4 together with an application form be issued for inviting and subscribing to the Equity Shares, as approved by the Board and consent of the Company is hereby accorded to the issuance of the same.

RESOLVED FURTHER THAT the application money to be received by the Company for the subscription of Equity Shares, shall be kept in a separate no lien bank account and shall be utilized by the Company in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer and issuing the Equity Shares to the allottees, the Finance Committee, the Executive Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including signing and issuance of the letter of offer, Letter of allotment, and such other papers/ documents as may be necessary in this regard to members of the Company and to file such necessary E-forms with the Ministry of Corporate affairs and to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedite to give effect to these resolutions.

For ENVIRO INFRA ENGINEERS LIMITED




Piyush Jain
Company Secretary
ACS 57000

Date: 13.09.2023

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") & Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), setting out material facts concerning the businesses of the Notice, is annexed hereto and forms part of this Notice.
2. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure I** 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 II.**
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 6.00 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 INE0_LY01014.
8. Route map for the venue is not required to be provided as all the members of the Company are the Directors of the Company and their relatives.

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

At the Meeting of the Board of Directors of the Company ("Board") held on 13.09.2023, the Directors had decided to withdraw the Board of Directors' and shareholder' approval dated 11-09-2023 and proposed to consider a fresh offer and issue of equity shares, pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013, Rules 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) (the "Act") and approved the issue and offer of 17,50,000 (Seventeen Lakh and Fifty Thousand) Equity Shares having face value of INR 10/- (Rupees Ten Only) each at a premium of INR 322/- (Rupees Three Hundred Twenty Two only) for an aggregate issue price of INR 332/- (Rupees Three Hundred Thirty Two only) each which shall rank pari-pasu with the existing equity shares, on private placement basis, to meet the working capital requirements of the Company and for general corporate purposes.

As per Section 42 and Section 62(1)(c) of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain prior approval of the Members of the Company by way of a Special Resolution, for each of the offer and invitation.

The offer or invitation to subscribe securities under the private placement shall not be made to persons more than 200 in the aggregate in a financial year.

The disclosures required pursuant to the Companies Act, 2013, are as follows:

- (i) the objects of the issue: The proceeds of the issue will be used for working capital requirements of the Company and for general corporate purpose and permissible business investments as allowed under applicable laws.
- (ii) the total number of shares or other securities to be issued: Upto 17,50,000 (Seventeen Lakh and Fifty Thousand) Equity Shares having face value of INR 10/- (Rupees Ten Only) for an aggregate amount of INR 58,10,00,000/- (Rupees Fifty Eight Crore Ten Lac Only).
- (iii) the price or price band at/within which the allotment is proposed: Equity Shares ranking pari passu with the existing Equity Shares are offered at a price of INR 332/- (Rupees Three Hundred and Thirty Two Only) including a premium of INR 322/- (Rupees Three Hundred and Twenty Two) per Equity Share.
- (iv) basis on which the price has been arrived at along with report of the registered valuer: The justification of this price is arrived on the basis of the valuation report obtained from Mr. Gaurav Maheshwari, Registered Valuer,

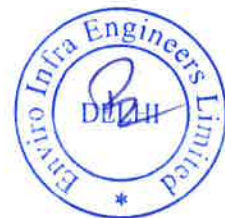


IBBI Reg No. IBBI/RV/11/2021/14432. A copy of the valuation report dated 05.09.2023 shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.

- (v) Name and address of valuer who performed valuation: Mr. Gaurav Maheshwari, Registered Valuer, IBBI Reg No. IBBI/RV/11/2021/14432, Address: 28, Tagore Nagar, Main Ajmer Road, Jaipur - 302021
- (vi) relevant date with reference to which the price has been arrived at: 31.03.2023
- (vii) the class or classes of persons to whom the allotment is proposed to be made:

Name	Category
Anchorage Capital Fund - Anchorage Capital Scheme II	Public – Institutional Investor
MAIQ Growth Scheme- Long Only	Public – Institutional Investor
Mukul Mahavir Aggarwal	Public - Individual
Valuworth Advisors LLP	Public – Non-Individual - LLP
India Ahead Venture Fund	Public – Institutional Investor
Shubra Parakh	Public – Individual
Khushboo Parekh	Public – Individual
Snehal Parekh	Public – Individual
Rajkumar Mangilal Borana	Public – Individual
Ridhi Siddhi Eduwise LLP	Public – Non-Individual - LLP
Shikha Jain	Public – Individual
Rajneesh Dutta	Public – Individual
Piyush Jain	Promoter Group – Individual
Manoj Sharma	Public – Individual
Naman Jain	Public – Individual
Ashish Khandelwal	Public – Individual
Ashok Kumar Khandelwal	Public – Individual
Shubham Khandelwal	Public – Individual
Sudha Khandelwal	Public – Individual

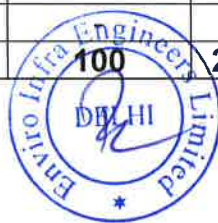
- (viii) Intention of promoters, directors or key managerial personnel to subscribe to the offer: None of the promoters, directors or key managerial personnel are subscribing the offer except Mr. Piyush Jain who is a brother of Mrs. Ritu Jain (Director and Promoter).
- (ix) the proposed time within which the allotment shall be completed: Within a period of twelve months from the date of passing of the special resolution
- (x) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:



Name	Shares	% of post preferential offer capital
Anchorage Capital Fund - Anchorage Capital Scheme II	6,12,000	2.24
MAIQ Growth Scheme- Long Only	1,43,000	0.52
Mukul Mahavir Aggarwal	3,60,000	1.32
Valuworth Advisors LLP	1,80,000	0.66
India Ahead Venture Fund	1,80,000	0.66
Shubra Parakh	30,000	0.11
Khushboo Parekh	30,000	0.11
Snehal Parekh	20,000	0.07
Rajkumar Mangilal Borana	40,000	0.15
Ridhi Siddhi Eduwise LLP	50,000	0.18
Shikha Jain	20,000	0.07
Rajneesh Dutta	15,000	0.05
Piyush Jain	15,000	0.05
Manoj Sharma	5,000	0.02
Naman Jain	5,000	0.02
Ashish Khandelwal	11,250	0.04
Ashok Kumar Khandelwal	11,250	0.04
Shubham Khandelwal	11,250	0.04
Sudha Khandelwal	11,250	0.04
Total	17,50,000	6.39

- (xi) the change in control, if any, in the company that would occur consequent to the preferential offer: No change in management
- (xii) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: N.A.
- (xiii) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: N.A.
- (xiv) The pre issue and post issue shareholding pattern of the company in the following format

Sr. No.	Category	Pre-Issue		Post Issue*	
		No of shares held	% of share holding	No of shares held	% of share holding
(A)	Promoters' holding:				
1	Indian:				
	Individual	2,56,19,700	100	2,56,34,700	93.66
	Bodies Corporate	-	-	-	-
	HUF	300	0.00	300	0.00
	Sub Total	2,56,20,000	100	2,56,35,000	93.66
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	2,56,20,000	100	2,56,35,000	93.66



(B)	Non- Promoters' holding:				
1	Institutional Investors	-	-	9,35,000	3.42
2	Non-Institution:				
	Private Corporate Bodies	-	-	2,30,000	0.84
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	5,70,000	2.08
	Others (Including NRIs)			-	-
	Sub Total (B)	-	-	17,35,000	6.34
	Grand Total (A) + (B)	2,56,20,000	100	2,73,70,000	100

The Board of Directors of the Company believes that the proposed private placement issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval by way of a Special Resolution.

None of the Directors, key managerial personnel of the Company or the relatives except Mr. Piyush Jain, brother of Mrs. Ritu Jain, Non – Executive Director are in any way materially or financially concerned or interested in the resolution as set out at Item No. 1.

For ENVIRO INFRA ENGINEERS LIMITED



Piyush Jain
Piyush Jain
Company Secretary
ACS 57000

Date: 13.09.2023

Place: New Delhi

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the reception of the Company.

Name and address of the shareholder/Proxy:

Folio No/ DP ID:

No. of Shares held:

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday, 13th September, 2023 at 2:00 P.M., at the Registered Office of the Company at Unit No 201, RG Metro Arcade, Sector-11, Rohini, Delhi-110085

Signature of the Shareholder or Proxy:

PROXY FORM - MGT-11

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

Name of the Company: Enviro Infra Engineers Limited

CIN: U45200DL2009PLC191418

Registered Office of the Company: Unit No 201, RG Metro Arcade, Sector-11, Rohini, Delhi-110085

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

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

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

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

3. Name: _____ Address: _____ E-mail Id: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Wednesday, 13th September, 2023 at 2:00 P.M., at the Registered Office of the Company at Unit No 201, RG Metro Arcade, Sector-11, Rohini, Delhi-110085 and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

Signed this ____ day of _____, 2023

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.