

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EGM-05/2023-24) of Enviro Infra Engineers Limited will be held at a shorter notice on Friday, 29th March, 2024 at 4:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to consider and transact the following business:

SPECIAL BUSINESSES:

1. INCREASE IN AUTHORISED SHARE CAPITAL AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) ("Act") and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing ₹40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each; to ₹ 180,00,00,000/- (Rupees One Hundred Eighty Crore only) divided into 18,00,00,000 (Eighteen Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each; by way of creation of additional 14,00,00,000 (Fourteen Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each and to substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause:

"V. The Authorised Share Capital of the Company is ₹ 180,00,00,000/- (Rupees One Hundred Eighty Crore only) divided into 18,00,00,000 (Eighteen Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT Executive Directors and Company Secretary of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforesaid resolution."



2. ISSUE OF BONUS SHARES

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 63 of the Companies Act, 2013, and other applicable provisions, if any including rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, the consent of the members of Company be and is hereby accorded to the Board of Directors for capitalising a sum of ₹ 109,48,00,000 (Rupees One Hundred Nine Crores Forty Eight Lakhs only) out of the free reserves of the Company for the purpose of issuing bonus shares to the existing shareholders of the Company in the proportion of 4 : 1 i.e. 4 (Four) equity share of nominal value of ₹ 10/- (Rupees Ten Only) each for every 1 (One) equity share of nominal value of ₹ 10/- (Rupees Ten Only).

RESOLVED FURTHER THAT the Board, Finance Committee, Executive Directors and Company Secretary of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforesaid resolution."

3. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH M/S ENVIRO INFRA ENGINEERS (SAHARANPUR) PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company's policy on Related Party Transactions and the consent of the Audit Committee and the Board, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) with M/s Enviro Infra Engineers (Saharanpur) Private Limited, a related party within the meaning of Section 2(76) of the Act for sale, purchase, transfer, job work or receipt of products, goods, material, assets or services in relation to the execution of the Project at River Paondhoi and Dhamola at Saharanpur STP (Interception and Diversion with STP) in Saharanpur, Uttar Pradesh under the Namami Gange Programme for a principal sum not exceeding Rs. 300 Crore (excluding applicable taxes) and such other terms and conditions as per the tender agreement and mutually decided by both the Companies, at arm's length basis and in the ordinary course of business.



RESOLVED FURTHER THAT the Executive Directors and the Finance Committee of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Finance Committee may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors, Finance Committee and Key Managerial Personnel of the Company be and are hereby severally authorized 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 along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution.”

4. TO APPROVE ADVANCING LOAN AND/OR CORPORATE GUARANTEE AND/OR PROVIDING SECURITY TO ENVIRO INFRA ENGINEERS (SAHARANPUR) PRIVATE LIMITED

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

“**RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) (“Act”), the Company’s policy on Related Party Transactions and the consent of the Audit Committee and the Board, the approval of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by Enviro Infra Engineers (Saharanpur) Private Limited, entity covered under the category of ‘a person in whom any of the director of the company is interested’ in terms of Section 185 of the Act, upto a limit not exceeding Rs. 300 (Rupees Three Hundred) Crore, in one or more tranches, for the principal business activities of the said company, on such terms and conditions as the Board (including Finance Committee) may consider fit and proper.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Executive Directors, Finance Committee and the Company Secretary of the Company be and are hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Finance Committee may think fit and suitable.

RESOLVED FURTHER THAT the Board of Directors, Finance Committee and Key Managerial Personnel of the Company be and are hereby severally authorized 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 along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution.”



For Enviro Infra Engineers Limited


Piyush Jain
Company Secretary
ACS 57000

Date: 26.03.2024

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 09/2023 dated September 25, 2023 read together with circulars dated December, 28, 2022, May 5, 2022, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Extra Ordinary General Meeting ("EGM" / "Meeting") 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 ("the Act") read with Rules made thereunder, the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. 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 and the proxy need not be a member of the Company. Since this EGM 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 EGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as Annexure I.
4. This EGM is being convened and held at a shorter notice than the statutory required minimum of twenty-one clear days. Pursuant to proviso to Section 101(1) of the Act, an EGM may be called after giving a shorter notice, if consent is given in writing or by electronic mode by majority in number of members entitled to vote and who represent not less than ninety-five per cent. of paid-up share capital of the Company. Consent to hold the EGM on shorter notice is attached herewith. Members are requested to share a copy of signed consent before the meeting time.
5. The Members are requested to notify changes, if any, in their Registered Address along with Pin Code Number to Company at its registered office.
6. 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.
7. 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.

8. 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 (10.00 am to 6.00 pm) on all working days up to and including the date of meeting.
9. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. Members may also note that the Notice of the Extra Ordinary General Meeting, is also available on the website of the Company, i.e., www.eiel.in.
11. Facility of joining the EGM through VC/ OAVM shall open 15 minutes before the time scheduled for the EGM and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The ISIN of the Equity Shares of Rs.10/- each is INE0LLY01014.

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

ITEM NO. 1

The Company is contemplating to expand its business activities and for that it would require an additional Share Capital to strengthen the financial base. In view of this, it is proposed to increase the Authorised Share Capital. The Board proposes to increase the Authorised Share Capital of the Company from ₹ 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each; to ₹ 180,00,00,000/- (Rupees One Hundred Eighty Crore only) divided into 18,00,00,000 (Eighteen Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each.

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 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. 1 of the Notice.

ITEM NO. 2

The Company has registered decent profits for the period ending 31st December, 2023 with the continuing support of the shareholders of the company. Thus the Board of Directors of the Company at their meeting held on 26th March, 2024 have recommended to issue bonus share in the proportion of 4 : 1 i.e. 4 (Four) equity shares of nominal value of ₹ 10/- (Rupees Ten Only) each for every 1 (One) equity share of nominal value of ₹ 10/- (Rupees Ten Only) as fully paid up, to its existing equity shareholders in proportion of the shares held by them.

Your Directors therefore recommend 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.

Mr. Manish Jain, Managing Director; Mr. Sanjay Jain, Whole Time Director; Mrs. Ritu Jain, Director of the Company and their relatives are interested to the extent of their shareholding in the Company, in the Resolutions as set out at Item No. 2 of the Notice.

ITEM NO. 3

Enviro Infra Engineers (Saharanpur) Private Limited ("EIESPL") is a related party within the meaning of Section 2(76) of the Companies Act, 2013, incorporated on 08.03.2024

In terms of the provisions of Section 188 of the Companies Act, 2013, the contracts/arrangements/transactions relating to sale, purchase, transfer or receipt of goods, materials, assets or services with EIESPL are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company. The particulars of the Material Related Party Contracts/Arrangements/Transactions are as under:

Name of the Related Party: M/s Enviro Infra Engineers (Saharanpur) Private Limited

Name of the Director or Key Managerial Personnel who is related and relationship: Mr. Sanjay Jain, Chairman & Whole Time Director and Mr. Manish Jain, Managing of the Company are Directors in EIESPL.

Material Terms of the Contracts/Arrangements/Transactions: Sale, purchase, transfer or receipt of goods, materials, assets or services etc. in relation to the execution of the Project at River Paondhoi and Dhamola at Saharanpur STP (Interception and Diversion with STP) in Saharanpur, Uttar Pradesh under the Namami Gange Programme for execution including trial run of 24 months and thereafter, the O&M for 15 years (plus time extension as per the tender agreement) in ordinary course of business and at arm's length basis.

Monetary Value: The value of transactions is likely up to an amount of Rs. 300 (Three Hundred) Crore plus price escalation as per the accepted formula of the tender document.

Other information: Upto 96% back-to-back agreement with EIESPL as per the tender agreement and mutually decided by both the Companies.

Pursuant to Section 188 of the Companies Act, 2013, no material contract or arrangement, shall be entered into except with the prior approval of the members of the Company. Therefore, the Board of Directors, recommends the resolution for the member's approval by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Sanjay Jain and Mr. Manish Jain, Executive Directors are in any way materially or financially concerned or interested in the resolution as set out at Item No. 3.

ITEM NO. 4

The establishment of the SPV i.e. Enviro Infra Engineers (Saharanpur) Private Limited (EIESPL) is primarily for complying with the terms of the tender agreement. The actual project implementation will be carried out by the Company itself. To fulfil the sponsor contribution requirements, the Company will be investing in the SPV in form of debt or equity, as needed.

Therefore, the Company needs to render support for the business requirements of its related party Company, EIESPL from time to time. Thus, pursuant to Section 185 of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company seek consent of the Members for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by EIESPL as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activity of EIESPL.

Pursuant to Section 185(2) of the Act, consent of the members of the Company by way of a special resolution is required for providing the said loan or guarantee or securities to EIESPL.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Sanjay Jain and Mr. Manish Jain, Executive Directors are in any way materially or financially concerned or interested in the resolution as set out at Item No. 4.

For Enviro Infra Engineers Limited




Piyush Jain
Company Secretary
ACS 57000

Date: 26.03.2024

**CONSENT BY SHAREHOLDER FOR HOLDING
EXTRA ORDINARY GENERAL MEETING AT SHORTER NOTICE**
[Pursuant to section 101 of the Companies Act 2013]

To

The Board of Directors

Enviro Infra Engineers Limited

Unit No. 201, Second Floor, Plot No. B

CSC/OCF-01, RG Metro Arcade, Sector-11,

Rohini, Delhi-110085

I/We,

R/o.....

holding(in words.....)

Equity shares of INR 10/- (Rupees Ten) each of the Company, hereby give consent, pursuant to Section 101 of the Companies Act, 2013, to hold the the Extra Ordinary General Meeting at shorter notice on Friday, 29th March, 2024 at 4:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Regards,

Signature

Shareholder Name:

DPID-Client ID:

Place:

Date: