

NOTICE OF 14th ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the 14th (Fourteenth) Annual General Meeting of the members of **Enviro Infra Engineers Limited** will be held on Saturday, 28th September, 2024 at 5:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"):

ORDINARY BUSINESS

Item No. 1: To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon

Item No. 2: To appoint a director in place of Mr. Sanjay Jain (DIN: 02575734), who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 3: To appoint a director in place of Mr. Manish Jain (DIN: 2671522), who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 4: To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), upon the recommendation of the Audit Committee and the Board, M/s S S Kothari Mehta & Co. LLP, Chartered Accountants (Registration No. 000756N/N500441), be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held in the year 2029 at such remuneration as shall be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee, plus applicable taxes payable thereon and reimbursement of travelling and other incidental expenses, if any, incurred by them in connection with the audit.”



SPECIAL BUSINESS

Item No. 5: To amend the Articles of Association of the Company and to consider and if thought fit to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), 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 to alter the Articles of Association (AOA) of the Company in the following manner:

Article No.	Particulars	Proposed Change	Amended Clause
2 (v) – Seal	"the seal" means the common seal for the time being of the company.	Deletion of Clause	--
28(a) - Share Certificates	Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up	Amendment after deletion of the word 'seal'	Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its

	<p>thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p>	<p>shares as the case may be. Every certificate of shares shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be signed by two Directors or their attorneys and the Secretary or any other person, so authorised by the Board. Particulars of every share certificate issued</p>
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			shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.
144 (20) - To appoint Attorneys	At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such	Amendment after deletion of the word 'seal'	At any time and from time to time by power of attorney, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or

	<p>delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>		<p>otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>
<p>149 & 150 – The seal</p>	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p> <p>The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that</p>	<p>Deletion of entire clause</p>	<p>--</p>

	behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.		
171 - Authentication of documents and proceedings	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Amendment after deletion of the word 'seal'	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company.

RESOLVED FURTHER THAT the Board of 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.”

**For and on behalf of the Board of Directors of
Enviro Infra Engineers Limited**



**Piyush Jain
(Company Secretary)
ACS 57000**

**Date: 23.09.2024
Place: New Delhi**

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 Annual General Meeting ("AGM" / "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 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. 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 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.
3. The Members are requested to notify changes, if any, in their Registered Address along with Pin Code Number to Company at its registered office.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address with the Company. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant document referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection. 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.
6. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. Members may also note that the Notice of 14th Annual General Meeting, Attendance Slip, Proxy Form along with the Annual Report of the Company for the Financial Year 2023-24 is also available on the website of the Company, i.e., www.eiel.in.
8. Facility of joining the AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM 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 AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The ISIN of the Equity Shares of Rs.10/- each is INE0LLY01014.
10. Re-appointment of Directors:

The brief resume and other information as required under the Secretarial Standards on General Meetings (SS-2), in relation to the appointment/re-appointment of Directors is as under:

Mr. Sanjay Jain	
DIN	02575734
Designation	Chairman and Whole Time Director
Date of first appointment on the Board	19.06.2009
Qualifications	B.E. (Chemical Engineering)
Experience / Expertise in Functional Areas (Brief Resume)	With a work experience of 28 years, Mr. Sanjay Jain contributes to the design, construction, procurement, inspection and manufacturing of water, wastewater, sewage treatment plant and machinery, as well as its operation and maintenance. His key skills consist of Tendering, Designing, Purchases and Business Development, which are definitely an asset to the company.
Relationships between directors of the Company	Brother of Mr. Manish Jain, Managing Director of the Company and husband of Mrs. Ritu Jain, Non – Executive Director of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Enviro Infra Engineers Limited <ul style="list-style-type: none"> - Corporate Social Responsibility, Chairman - Stakeholders Relationship Committee, Member - Finance Committee, Chairman - Tender Procurement Committee, Chairman
Re-appointment consequent retiring by rotation	Re-appointment consequent retiring by rotation

Mr. Manish Jain	
DIN	02671522
Designation	Managing Director
Date of first appointment on the Board	19.06.2009
Qualifications	B.Tech(Chemical Engineering)
Experience / Expertise in Functional Areas (Brief Resume)	With a work experience of 26 years, Mr. Manish's area of expertise includes design, construction, procurement, inspection and manufacturing of water, wastewater, sewage treatment plant and machinery, as well as its operation and maintenance. Mr. Jain is well-versed with the company operations, including Execution, O&M, Finance and Business Development.
Relationships between directors of the Company	Brother of Mr. Sanjay Jain, Whole Time Director of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Enviro Infra Engineers Limited <ul style="list-style-type: none"> - Audit Committee, Member - Finance Committee, Member - Tender Procurement Committee, Member
Re-appointment consequent retiring by rotation	Re-appointment consequent retiring by rotation

Both Mr. Sanjay Jain and Mr. Manish Jain have confirmed to the Board that they are not disqualified u/s 164(2) of the Companies Act, 2013, to be appointed or to hold an office of director in a company. They have further confirmed that they have not been debarred or disqualified from being appointed or from continuing to act as Director of companies by any statutory authorities.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board at its meeting held on 28.08.2024 had approved and recommended for deletion of common seal related clauses. The members are apprised that as per the terms of the Companies (Amendment) Act, 2015, use of Common seal has become optional for all the companies. In order to facilitate operational convenience, it is proposed to alter the AOA by deleting and amending the clauses related to Common Seal from AOA of the Company.

A copy of the AOA will be available for inspection to the Members electronically.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required to approve alteration of Articles of Association of the Company. The Board recommends passing of the Special resolution proposed at item no. 5 of this Notice.

None of the Directors, Key Managerial Personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the resolutions as set out in Item No. 5 of the accompanying notice for the approval of the Members of the Company as Special Resolution.

