



# ENVIRO INFRA ENGINEERS LIMITED

(Formerly known as Enviro Infra Engineers Private Limited)

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ENVIRO INFRA ENGINEERS LIMITED (FORMERLY KNOWN AS ENVIRO INFRA ENGINEERS PVT. LTD.) HELD ON 23<sup>rd</sup> AUGUST, 2022 AT 11:00 A.M. AT ITS REGISTERED OFFICE AT UNIT NO 201, SECOND FLOOR, PLOT NO B CSC/OCF-01, RG METRO ARCADE, SECTOR-11, ROHINI, DELHI-110085

**APPOINTMENT OF MR. SANJAY JAIN (DIN: 02575734) AS CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY AND TO FIX THE REMUNERATION**

**"RESOLVED THAT** pursuant to the provisions of Section 2(54), 196, 197, 198, 203 and other applicable provisions of if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the shareholders of the Company in General Meeting, Mr. Sanjay Jain (DIN: 02575734) be and is hereby appointed as the Chairman and Whole-time Director of the Company, whose period of office shall be liable to retire by rotation, for a period of 3 (three) Years w.e.f. 23.08.2022 as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon such terms and conditions as may be agreed by the Board of Directors and Mr. Sanjay Jain.

**RESOLVED FURTHER THAT** the following terms and conditions be approved considering the limit specified under sec 197 read with Schedule V of the Companies Act, 2013:

- I. **Period:** For a period of 3 years w.e.f. 23<sup>rd</sup> August, 2022
- II. **Remuneration:** INR 25,00,000/- (Rupees Twenty-Five Lakhs Only) per month.
- III. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Whole-time Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- IV. **Other Terms and Conditions:** In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman & Whole-time Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, with in specified limit as the case may be, as specified under the relevant provisions of Section 196, 197,





203 and Schedule V to the Companies Act, 2013, subject to any amendment in the provisions of the aforesaid sections.

**RESOLVED FURTHER THAT** the remuneration of Mr. Sanjay Jain as set out in the said term & condition shall nevertheless be paid and allowed as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** if director draws or receives, directly or indirectly, by way of remuneration any such sums in excess prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless approved by the company by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**//Certified true Copy//**

**For and on behalf of Board of Directors,**

**Enviro Infra Engineers Limited**

*(Formerly known as Enviro Infra Engineers Pvt. Ltd.)*



**(Manish Jain)**

**Managing Director**

**DIN: 02671522**

**Add: Unit 201, RG Metro Arcade**

**Sector-11, Rohini**

**New Delhi – 110085**



**Date: 24.08.2022**

**Place: New Delhi**





# ENVIRO INFRA ENGINEERS LIMITED

(Formerly known as Enviro Infra Engineers Private Limited)

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ENVIRO INFRA ENGINEERS LIMITED (FORMERLY KNOWN AS ENVIRO INFRA ENGINEERS PVT. LTD.) HELD ON 23<sup>rd</sup> AUGUST, 2022 AT 11:00 A.M. AT ITS REGISTERED OFFICE AT UNIT NO 201, SECOND FLOOR, PLOT NO B CSC/OCF-01, RG METRO ARCADE, SECTOR-11, ROHINI, DELHI-110085

## APPOINTMENT OF MR. MANISH JAIN (DIN: 02671522) AS MANAGING DIRECTOR OF THE COMPANY AND TO FIX THE REMUNERATION

"RESOLVED THAT pursuant to the provisions of Section 2(54), 196, 197, 198, 203 and other applicable provisions of if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the shareholders of the Company in General Meeting, Mr. Manish Jain (DIN: 02671522) be and is hereby appointed as Managing Director of the Company, whose period of office shall be liable to retire by rotation, for a period of 3 (three) Years w.e.f. 23.08.2022 as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon such terms and conditions as may be agreed by the Board of Directors and Mr. Manish Jain.

RESOLVED FURTHER THAT the following terms and conditions be approved considering the limit specified under sec 197 read with Schedule V of the Companies Act, 2013:

- I. **Period:** For a period of 3 years w.e.f. 23<sup>rd</sup> August, 2022
- II. **Remuneration:** INR 25,00,000/- (Rupees Twenty-Five Lakhs Only) per month.
- III. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- IV. **Other Terms and Conditions:** In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, with in specified limit as the case may be as specified under the relevant provisions of Section 196, 197,





203 and Schedule V to the Companies Act, 2013, subject to any amendment in the provisions of the aforesaid sections.

**RESOLVED FURTHER THAT** the remuneration of Mr. Manish Jain as set out in the said term & condition shall nevertheless be paid and allowed as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** if director draws or receives, directly or indirectly, by way of remuneration any such sums in excess prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless approved by the company by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act, 2013.

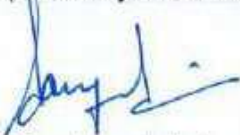
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**//Certified true Copy//**

**For and on behalf of Board of Directors,**

**Enviro Infra Engineers Limited**

*(Formerly known as Enviro Infra Engineers Pvt. Ltd.)*



**(Sanjay Jain)**

**Whole Time Director**

**DIN: 02575734**

**Add: Unit 201, RG Metro Arcade**

**Sector-11, Rohini**

**New Delhi – 110085**



**Date: 24.08.2022**

**Place: New Delhi**