

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EGM-01/2023-24) of Enviro Infra Engineers Limited will be held on shorter notice on Thursday, 18th May, 2023 at 5:00 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:

1. MATERIAL RELATED PARTY TRANSACTIONS WITH EIEPL BAREILLY INFRA ENGINEERS PRIVATE LIMITED, SUBSIDIARY COMPANY

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s policy on Related Party Transactions and on the basis of the omnibus approval 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 EIEPL Bareilly Infra Engineers Private Limited (“EBIEPL”), Subsidiary Company and a related party within the meaning of Section 2(76) of the Act, for sale, purchase, transfer, job work or receipt of products, goods, materials, assets or availing or rendering of services and leasing of property of any kind on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of ₹ 140 Crore for the financial year 2023-24.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby 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 Board 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.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary 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, deeds, applications and returns along with filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution.”

2. RATIFICATION FOR APPOINTMENT AND REMUNERATION OF MR. PIYUSH JAIN AS CHIEF OPERATING OFFICER (COO) – RELATED PARTY HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time and at the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board, the consent of Members be and is hereby accorded by way of ratification for appointment of Mr. Piyush Jain, as ‘Chief Operating Officer (COO)’ of the Company and a related party holding an office or place of profit in the Company, w.e.f. 1st April, 2023 as per the terms and conditions as mentioned in the explanatory statement which forms part of this notice.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary 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, deeds, applications and returns along with filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution.”

3. REVISION IN REMUNERATION OF MRS. SHACHI JAIN, HR HEAD - RELATED PARTY HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time and at the recommendation of the

Audit Committee and the Board, the consent of Members be and is hereby accorded for revision in remuneration of Mrs. Shachi Jain, HR Head of the Company and spouse of Mr. Manish Jain, Managing Director and thus a related party holding an office or place of profit in the Company, as per the terms and conditions as mentioned in the explanatory statement which forms part of this notice.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary 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, deeds, applications and returns along with filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution.”

4. REVISION IN REMUNERATION OF MR. SANJAY JAIN, CHAIRMAN & WHOLE TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board, the approval of the Members be and is hereby accorded for increase in remuneration of Mr. Sanjay Jain (DIN: 02575734), Chairman & Whole Time Director of the Company as per the terms and conditions as mentioned in the explanatory statement which forms part of this notice.

RESOLVED FURTHER THAT the remuneration of Mr. Sanjay Jain as mentioned in the explanatory statement 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 save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Sanjay Jain passed at the EGM held on 25.08.2022 shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary 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, deeds, applications and returns along with filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution.”

5. REVISION IN REMUNERATION OF MR. MANISH JAIN, MANAGING DIRECTOR

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

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board, the approval of the Members be and is hereby accorded for increase in remuneration of Mr. Manish Jain (DIN: 02671522), Managing Director of the Company, as per the terms and conditions as mentioned in the explanatory statement which forms part of this notice.

RESOLVED FURTHER THAT the remuneration of Mr. Manish Jain as mentioned in the explanatory statement 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 save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Manish Jain passed at the EGM held on 25.08.2022 shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary 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, deeds, applications and returns along with filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution.”

6. REVISION IN REMUNERATION OF MRS. RITU JAIN, NON-EXECUTIVE DIRECTOR

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

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board, the approval of the Members be and is hereby accorded for increase in remuneration of Mrs. Ritu Jain (DIN: 09583136), Non-Executive Director of the Company, as per the terms and conditions as mentioned in the explanatory statement which forms part of this notice.

RESOLVED FURTHER THAT the remuneration of Mrs. Ritu Jain as mentioned in the explanatory statement 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 the Board of Directors and the Company Secretary 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, deeds, applications and returns along with filing of necessary E-form(s) 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: 17.05.2023
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 INE0LLY01014.
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 UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS - 2

Item No. 1

EIEPL Bareilly Infra Engineers Private Limited ("EBIEPL") is a Subsidiary Company and a related party within the meaning of Section 2(76) of the Companies Act, 2013.

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 EBIEPL are material in nature as these transactions are likely to exceed 10% 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 EIEPL Bareilly Infra Engineers Private Limited

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

Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangements: The Company has entered into back-to-back agreement with EBIEPL on 01.04.2022 for a period of 2 years for the Development of Sewage Treatment Plants on Hybrid Annuity Model Basis for Bareilly STP PPP Project, State of Uttar Pradesh ("**Project**"). The value of the said contract is ₹ 174.91 Crore including GST plus price escalation.

Other information: The transactions with EBIEPL are agreed based on market competitiveness. The material contracts/arrangements/transactions with EBIEPL have been approved by the Audit Committee and recommended by the Board of Directors to the members.

Pursuant to Section 188 of the Companies Act, 2013, all material related party transactions require prior approval of the members of the Company.

Hence, it is proposed to accord Members' approval for the related party transactions with EBIEPL during Financial Year 2023-24 by way of ordinary resolution, as mentioned in Item No. 1 of the Notice.

None of the Directors except Mr. Sanjay Jain, Chairman & Whole Time Director and Mr. Manish Jain, Managing Director of the Company or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

Item No. 2

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and Audit Committee in its meeting held on 17th May, 2023 had approved and ratified the appointment and remuneration of Mr. Piyush Jain, brother of Mrs. Ritu Jain (DIN: 09583136), Non-Executive Director of the Company, as Chief Operating Officer (COO) of the Company.

Mr. Piyush Jain is a related party within the meaning of Section 2(76) of the Companies Act, 2013. Further, pursuant to Section 188(1)(f) of the Act, the appointment of a related party to any office or place of profit in the company, at a monthly remuneration exceeding two and a half lakh rupees require prior approval of the members of the Company.

The particulars of the appointment of Mr. Piyush Jain are as under:

Name of the Related Party: Mr. Piyush Jain

Name of the Director or Key Managerial Personnel who is related and nature of relationship: Mrs. Ritu Jain, Non-Executive Director, sibling of Mr. Piyush Jain.

Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangements: Mr. Piyush Jain is appointed as Chief Operating Officer (COO) of the Company w.e.f. 1st April, 2023 at a monthly remuneration of ₹ 3,75,000/- and such other perquisites in accordance with the Company rule with an increment of upto 100% with the authority to the Board to alter and vary the terms and conditions of the said appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of the Nomination & Remuneration Committee and Audit Committee.

Other information: The brief profile of Mr. Piyush Jain is as follows:

Mr. Piyush Jain, aged 46 years holds PG Degree in Masters in Computer Application (MCA) from Hindu College. He is a Dynamic, entrepreneurial, Leader, and Strategist with 25+ years of global working experience in various functional domains like IT, Healthcare, Manufacturing, Airlines etc. He has hardcore experience in the area of new technologies, organizational transformation, automation etc. Over the period of time, he has demonstrated success by driving company's growth and operational results. Adept at driving the growth of company revenues by revamping the company's process and teams. He possesses strong coordination and program management skills in bringing pursuits to a successful closure. He is Responsible, proactive and adhere to organizational values, work ethics and has excellent communication and people skills. The remuneration of Mr. Piyush Jain is fixed in commensurate with his age, qualifications, and experience.

Hence, it is proposed to accord Members' approval for the ratification of appointment and remuneration of Mr. Piyush Jain as 'Chief Operating Officer (COO)' of the Company, a person holding an office or place of profit in the Company by way of ordinary resolution, as mentioned in Item No. 2 of the Notice.

None of the Directors except Mrs. Ritu Jain, Non – Executive Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 3

The Board of Directors of the Company on the recommendation of the Audit Committee in its meeting held on 17th May, 2023 has approved the revision in remuneration of Mrs. Shachi Jain. Mrs. Shachi Jain is a related party within the meaning of Section 2(76) of the Companies Act, 2013. Further, pursuant to Section 188(1)(f) of the Act, any contract or arrangement related to the appointment of a related party to any office or place of profit in the company, at a monthly remuneration exceeding two and a half lakh rupees require prior approval of the members of the Company.

The particulars of the revision in remuneration of Mrs. Shachi Jain are as under:

Name of the Related Party: Mrs. Shachi Jain

Name of the Director or Key Managerial Personnel who is related and nature of relationship: Mr. Manish Jain, Managing Director and spouse of Mrs. Shachi Jain

Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangements: The Board of Directors of the Company on the recommendation of Audit Committee in its meeting held on 17th May, 2023 had approved the increase in remuneration of Mrs. Shachi Jain, w.e.f. 1st April, 2023 to ₹ 3,75,000/- p.m. and such other perquisites in accordance with the Company rule with an increment of upto 100%, with the authority to the Board to alter and vary the terms and conditions of the said appointment including but not limited to designation and remuneration in such manner as may be decided by the Board from time to time at the recommendation of the Nomination & Remuneration Committee, if applicable and Audit Committee.

Other information: Mrs. Shachi Jain has been associated with the Company from 6 years. She is currently the HR Head of the Company. During her tenure, her role has been pivotal in ensuring the smooth functioning of the Company and fostering a positive work environment. She has exhibited exemplary qualities in driving the Company's success. During her period, she has acquainted herself more closely with the operations of the company and also built-up closer rapport with senior management personnel at all levels. The remuneration of Mrs. Shachi Jain is fixed in commensurate with his age, qualifications, and experience.

Hence, it is proposed to accord Members' approval for revision in remuneration of Mrs. Shachi Jain, a person holding an office or place of profit in the Company by way of ordinary resolution, as mentioned in Item No. 3 of the Notice.

None of the Directors except Mr. Manish Jain, Managing Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

ITEM NO. 4

The Members of the Company at its Extra Ordinary General Meeting held on August 25, 2022 had redesignated Mr. Sanjay Jain as the Chairman & Whole Time Director of the Company effective from August 23, 2022 for a period of three years i.e. till August 23, 2025.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Keeping in view that Mr. Sanjay Jain possess rich and varied experience in the industry, his leadership, strategic inputs, management skills as well as overall guidance towards the growth of the Company, Members' approval is sought for increase in remuneration payable to Mr. Sanjay Jain as Chairman & Whole-time Director, designated as an Executive Director of the Company, from existing ₹ 25 lakh p.m. to ₹ 40 lakh p.m. which may extend to ₹1 crore p.m. for his remaining tenure with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the remuneration as it may deem fit from time to time.

Additional information as required to be furnished as per the Schedule V of the Companies Act, 2013 is provided as under:

S. No.	I. General information	
1	Nature of industry	Engineering, Procurement and Construction Contractor which involves in the construction, operation and maintenance of Water Seepage treatment plants.
2	Date of Commencement of commercial production	19.06.2009
3	In case of new companies, expected	NA

	date of commencement of activities as per project approved by financial institutions appearing in the prospectus																											
4	Financial performance based on given indicators	<p>Following are the results of the Company for the last Two years, at glance:</p> <p style="text-align: right;">(₹ in lakhs)</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Financial years</th> </tr> <tr> <th>2021-22</th> <th>2020-21</th> </tr> </thead> <tbody> <tr> <td>Revenue from operation</td> <td>20,997.67</td> <td>10,620.20</td> </tr> <tr> <td>Profit Before Income Tax</td> <td>4,601.55</td> <td>1,159.07</td> </tr> <tr> <td colspan="3">Less: Provision for Taxation</td> </tr> <tr> <td>Current Tax</td> <td>1,184.80</td> <td>300.00</td> </tr> <tr> <td>Deferred Tax</td> <td>(18.50)</td> <td>(5.32)</td> </tr> <tr> <td>Provision for Income Tax</td> <td>(16.16)</td> <td>4.85</td> </tr> <tr> <td>Net Profit / (loss) after Tax</td> <td>3,451.41</td> <td>859.54</td> </tr> </tbody> </table>	Particulars	Financial years		2021-22	2020-21	Revenue from operation	20,997.67	10,620.20	Profit Before Income Tax	4,601.55	1,159.07	Less: Provision for Taxation			Current Tax	1,184.80	300.00	Deferred Tax	(18.50)	(5.32)	Provision for Income Tax	(16.16)	4.85	Net Profit / (loss) after Tax	3,451.41	859.54
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5	Foreign investments or collaborations, if any	NA																										
II. Information about the appointee:																												
1	Background details	A 2nd generation entrepreneur, Mr. Sanjay Jain serves as the Director of Enviro Infra Engineers. With an undergraduate degree of B.E. (Chemical Engineering) from Manipal University and a work experience of more than 26 years, Mr. 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.																										
2	Past remuneration	He was drawing the remuneration of Rs. 25,00,000/- per month.																										
3	Recognition awards or	N/A																										
4	Job profile and his suitability	A qualified professionals with an experience of more than 26 years in the construction and operation of waste-water treatment plants industry and have been instrumental in driving our growth since inception of our business																										
5	Remuneration proposed	₹ 40 lakh p.m. which may extend to ₹1 crore p.m. for his remaining tenure																										
6	Comparative remuneration profile with respect to industry, size of the	The remuneration payable to Mr. Sanjay Jain is in line with the remuneration levels in the industry across the Country.																										

	company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Sanjay Jain is the Chairman and Whole Time Director in the Company and holds 1,01,85,000 (One Crore One Lakh and Eighty Five Thousand) Equity Shares (39.75%) in the Company. He is the brother of Mr. Manish Jain, Managing Director of the Company and husband of Mrs. Ritu Jain, Non – Executive Director of the Company.
III. Other information:		
1	Reasons of loss or inadequate profits	Company is having sufficient profit in its financials for payment of remuneration. However, profit is not sufficient to cover in limit of 11% of net profit.
2	Steps taken or proposed to be taken for improvement	The company is entering into new projects which is expected to improve the profitability of the Company.
3	Expected increase in productivity and profits in measurable terms	The Company has shown a tremendous growth of F.Y. 2021-22 and the Company is expected to do well in future.
4	Any default committed by the Company in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor	No such default has been committed.

The Board of Directors recommends the resolution for revision in remuneration of Mr. Sanjay Jain, for the approval of the members of the Company by way of special Resolution.

Mr. Sanjay Jain, himself, Mr. Manish Jain, Managing Director being brother and Mrs. Ritu Jain, Non – Executive Director, being spouse are interested to the extent of their directorship and shareholding. Apart from them, none of the other Directors, Key Managerial Personnel or their relatives are interested in the Resolution as set out at Item No. 4 of the Notice.

ITEM NO. 5

The Members of the Company at its Extra Ordinary General Meeting held on August 25, 2022 had redesignated Mr. Manish Jain as the Managing Director of the Company effective from August 23, 2022 for a period of three years i.e. till August 23, 2025.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

Keeping in view that Mr. Manish Jain possess rich and varied experience in the industry, his leadership, strategic inputs, management skills as well as overall guidance towards the growth of the Company, Members' approval is sought for increase in remuneration payable to Mr. Manish Jain as Managing Director, designated as an Executive Director of the Company, from existing ₹ 25 lakh p.m. to ₹ 40 lakh p.m. which may extend to ₹1 crore p.m. for his remaining tenure with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the remuneration as it may deem fit from time to time.

Additional information as required to be furnished as per the Schedule V of the Companies Act, 2013 is provided as under:

S. No.	I. General information	
1	Nature of industry	Engineering, Procurement and Construction Contractor which involves in the construction, operation and maintenance of Water Seepage treatment plants.
2	Date of Commencement of commercial production	19.06.2009
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA

4	Financial performance based on given indicators	Following are the results of the Company for the last Two years, at glance:																										
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5	Foreign investments or collaborations, if any	NA																										
II. Information about the appointee:																												
1	Background details	Mr. Manish Jain, a 2nd generation entrepreneur, has an undergraduate degree in B.Tech (Chemical Engineering) from Punjab University, Chandigarh. Working for more than 24 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.																										
2	Past remuneration	He was drawing the remuneration of Rs. 25,00,000/- per month.																										
3	Recognition awards or	N/A																										
4	Job profile and his suitability	A qualified professionals with an experience of more than 20 years in the construction and operation of waste-water treatment plants industry and have been instrumental in driving our growth since inception of our business																										
5	Remuneration proposed	₹ 40 lakh p.m. which may extend to ₹1 crore p.m. for his remaining tenure																										
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	The remuneration payable to Mr. Manish Jain is in line with the remuneration levels in the industry across the Country.																										

7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Manish Jain is the Managing Director in the Company and holds 1,01,85,000 (One Crore One Lakh and Eighty Five Thousand) Equity Shares (39.75%) in the Company. He is the brother of Mr. Sanjay Jain, Chairman and Whole Time Director of the Company.
III. Other information:		
1	Reasons of loss or inadequate profits	Company is having sufficient profit in its financials for payment of remuneration. However, profit is not sufficient to cover in limit of 11% of net profit.
2	Steps taken or proposed to be taken for improvement	The company is entering into new projects which is expected to improve the profitability of the Company.
3	Expected increase in productivity and profits in measurable terms	The Company has shown a tremendous growth of F.Y. 2021-22 and the Company is expected to do well in future.
4	Any default committed by the Company in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor	No such default has been committed.

The Board of Directors recommends the resolution for revision in remuneration of Mr. Manish Jain, for the approval of the members of the Company by way of special Resolution.

Mr. Manish Jain, himself and Mr. Sanjay Jain, Chairman & Whole Time Director, being brother are interested to the extent of their directorship and shareholding. Apart from them, none of the other Directors, Key Managerial Personnel or their relatives are interested in the Resolution as set out at Item No. 5 of the Notice.

ITEM NO. 6

The shareholders of the Company in its Extra Ordinary General Meeting (EGM) held on 19.07.2022 appointed Mrs. Ritu Jain, as Non - Executive Director of the Company liable to retire by rotation and approved the remuneration in its EGM held on 25.08.2022.

Mrs. Ritu Jain has been associated with the Company for more than 5 years. During her tenure, she has been keenly associated with the affairs of the Company. She has been working closely with Senior management and also monitored the CSR activities pursued by the company. During her period, she has acquainted herself more closely with the operations of the company and also built-up closer rapport with senior management personnel at all levels. Considering her experience, the Board on the recommendation of the Nomination and Remuneration Committee in its meeting held on 17th May, 2023 had approved the increase in her remuneration from ₹ 3.5 lakh p.m. to ₹ 3.75 lakh p.m. which may extend to ₹ 10 lakh p.m. for a period of three years with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the remuneration as it may deem fit from time to time.

Additional information as required to be furnished as per the Schedule V of the Companies Act, 2013 is provided as under:

S. No.	I. General information	
1	Nature of industry	Engineering, Procurement and Construction Contractor which involves in the construction, operation and maintenance of Water Seepage treatment plants.
2	Date of Commencement of commercial production	19.06.2009
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA

4	Financial performance based on given indicators	Following are the results of the Company for the last Two years, at glance:																										
		(₹ in lakhs)																										
		<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Financial years</th> </tr> <tr> <th>2021-22</th> <th>2020-21</th> </tr> </thead> <tbody> <tr> <td>Revenue from operation</td> <td>20,997.67</td> <td>10,620.20</td> </tr> <tr> <td>Profit Before Income Tax</td> <td>4,601.55</td> <td>1,159.07</td> </tr> <tr> <td colspan="3">Less: Provision for Taxation</td> </tr> <tr> <td>Current Tax</td> <td>1,184.80</td> <td>300.00</td> </tr> <tr> <td>Deferred Tax</td> <td>(18.50)</td> <td>(5.32)</td> </tr> <tr> <td>Provision for Income Tax</td> <td>(16.16)</td> <td>4.85</td> </tr> <tr> <td>Net Profit / (loss) after Tax</td> <td>3,451.41</td> <td>859.54</td> </tr> </tbody> </table>	Particulars	Financial years		2021-22	2020-21	Revenue from operation	20,997.67	10,620.20	Profit Before Income Tax	4,601.55	1,159.07	Less: Provision for Taxation			Current Tax	1,184.80	300.00	Deferred Tax	(18.50)	(5.32)	Provision for Income Tax	(16.16)	4.85	Net Profit / (loss) after Tax	3,451.41	859.54
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Provision for Income Tax	(16.16)	4.85																										
Net Profit / (loss) after Tax	3,451.41	859.54																										
5	Foreign investments or collaborations, if any	NA																										
II. Information about the appointee:																												
1	Background details	Mrs. Ritu Jain has been associated with the Company for more than 5 years. During her tenure, she has been keenly associated with the affairs of the Company. She has been working closely with Senior management and also monitored the CSR activities pursued by the company. During her period, she has acquainted herself more closely with the operations of the company and also built-up closer rapport with senior management personnel at all levels																										
2	Past remuneration	She was drawing the remuneration of Rs. 3,50,000/- per month.																										
3	Recognition awards or	N/A																										
4	Job profile and his suitability	5 years of vast experience in Company's operations and CSR activities of the Company																										
5	Remuneration proposed	₹ 3,75,000 p.m. which may extend to ₹ 10 lakh p.m. for a period of 3 years																										
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	The remuneration payable to Mrs. Ritu Jain is in line with the remuneration levels in the industry across the Country.																										
7	Pecuniary relationship directly or indirectly with the company, or relationship with the	Mrs. Ritu Jain is the Non-Executive Director of the Company and holds 26,24,800 (Twenty Six Lakhs Twenty Four Thousand and Eight Hundred) Equity Shares (10.25%) in the Company. She is the spouse of Mr. Sanjay Jain, Chairman and Whole Time Director of																										

	managerial personnel or other director, if any.	the Company.
III. Other information:		
1	Reasons of loss or inadequate profits	Company is having sufficient profit in its financials for payment of remuneration. However, profit is not sufficient to cover in limit of 11% of net profit.
2	Steps taken or proposed to be taken for improvement	The company is entering into new projects which is expected to improve the profitability of the Company.
3	Expected increase in productivity and profits in measurable terms	The Company has shown a tremendous growth of F.Y. 2021-22 and the Company is expected to do well in future.
4	Any default committed by the Company in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor	No such default has been committed.

The Board of Directors recommends the resolution for revision in remuneration of Mrs. Ritu Jain, for the approval of the members of the Company by way of special Resolution.

Mrs. Ritu Jain, herself and Mr. Sanjay Jain, Chairman & Whole Time Director being spouse are interested to the extent of their directorship and shareholding. Apart from them, none of the other Directors, Key Managerial Personnel or their relatives are interested in the Resolution as set out at Item No. 6 of the Notice.

For Enviro Infra Engineers Limited



Piyush Jain
Company Secretary
ACS 57000

Date: 17.05.2023
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 Thursday, 18th May, 2023 at 5:00 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 Thursday, 18th May, 2023 at 5:00 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)

Affix Re. 1 Revenue Stamp

 Signature of Proxy Holder (s)

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.