



Your Compliance Partner

JAIN ALOK & ASSOCIATES

COMPANY SECRETARIES

C-5/24-25, Sector-6, Rohini
New Delhi-110085

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, New Delhi-110085.

Sub: Certificate on Corporate Governance

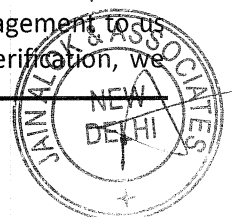
We, Jain Alok & Associates, Practising Company Secretaries, have received a request from M/s Enviro Infra Engineers Limited (herein after "the Company") to confirm about the compliance status of the Company regarding the Corporate Governance as applicable under the provisions of the Companies Act, 2013, as amended and the rules framed there under ("Companies Act") and Regulation 17 to Regulation 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations"); as on 26-09-2022 (the proposed date of Draft Red Herring Prospectus (DRHP) which is to be filed by the Company in respect of the Issue as well as to assist the BRLM in undertaking their due diligence in connection with the Issue and the investigation of the affairs of the Company).

We have performed the following procedures, in connection with ascertaining compliance with the requirements of corporate governance as prescribed under the SEBI LODR Regulations, and the Companies Act:

- (a) Obtained and read the minutes of Board meetings, Corporate Social Responsibility Committee Meetings and General Meetings held during the period from 01-04-2022 to 26-09-2022. The Nomination and Remuneration Committee, Audit Committee and Stakeholders Relationship Committee were become applicable upon the conversion of the Company into Public Limited i.e. from 08th August, 2022;
- (b) Obtained and read the Directors' Register as on March 31, 2022;
- (c) Obtained and reviewed the filings made by the Company with the Registrar of Companies, Delhi during the period from 01-04-2022 to 26-09-2022;
- (d) Obtained and examined the declarations in the form of MBP-1, DIR-8 and disclosure under Section 149 of the Companies Act, 2013 made by the Board of Directors for the financial year 2022-23 under relevant statutory/regulatory requirements;
- (e) Obtained and examined relevant statutory registers maintained under the provisions of the Companies Act, 2013 by the Company; and
- (f) Compared the names of directors and committee members with the composition of the Board and other committees listed in **Annexure A**.

Based on our examination of the secretarial records of the Company maintained under the Companies Act, 2013 and the information, explanations and representations provided by the management to us and other relevant records and documents provided to us by the Company for our verification, we

E mail: csalokjain@gmail.com; Ph: 011-49091217; 011-49125317



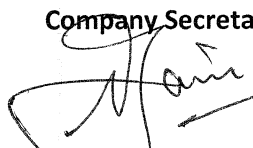
certify that the Company is following the requirements as mentioned under Regulation 17 to Regulation 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI LODR Regulations. The compliance status on corporate governance as required under the Companies Act and the SEBI LODR Regulations have been enclosed as **Annexure A, B and C.**

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, as adopted by the Company for ensuring compliance to the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We confirm that the information above is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well informed decision.

This certificate may be relied on by the National Stock Exchange of India Limited and the BSE Limited, for granting the in-principle approval in relation to the Issue. We also consent to this certificate being submitted to regulatory and statutory authorities in accordance with applicable law, and to be used for disclosure in the Issue documents to be issued by the Company and in any other material in relation to the Issue.

Yours faithfully,
For Jain Alok & Associates
Company Secretaries


Alok Jain
Proprietor



M. No.: 30369; CP No: 14828
Peer Review No.: 2438/2022
UDIN: A030369D001043361

Date: 26-09-2022
Place: New Delhi

Encl: As above

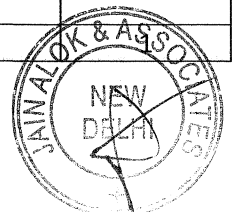
CC:
Hem Securities Limited
203, Jaipur Tower,
Opp. A.I.R, M.I. Road,
Jaipur – 302001

Legal Counsel to the Issue
Desai & Diwanji
Lentin Chambers,
Dalal Street,
Fort, Mumbai – 400 001

ANNEXURE A

1. Name of Listed Entity: Enviro Infra Engineers Limited
2. Period ended: 26.09.2022

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN and DIN	Category (Chairperson/ Executive/ Non-Executive/Independent/ Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sanjay Jain	AAKPJ1861E and 02575734	Chairperson and #Executive Director	19/06/2009	23/08/2022	-	-	31/07/1972	1	-	1	-
Mr.	Manish Jain	ACSPJ3523H and 02671522	##Executive Director	19/06/2009	23/08/2022	-	-	04/03/1976	1	-	2	-
Mrs.	Ritu Jain	AIBPJ2641R and 09583136	Non-Executive Director	19/07/2022	19/07/2022	-	-	26/10/1972	1	-	0	-
Mr.	Surendra Singh Bhandari	ADIPB9360K and 00043525	Independent Director	23/08/2022	25/08/2022	-	35 Days	20/01/1948	1	1	1	1
Mr.	Rajesh	ABUPR6425K	Independent Director	23/08/2022	25/08/2022	-	35 Days	16/12/1967	2	2	2	-



	Mohan Rai	and 09050751		2								
Mr.	Aseem Jain	ACHPJ9288J and 09708228	Independent Director	23/08/2022 2	25/08/2022	-	35 Days	10/03/1971	1	1	1	-

Whether Regular chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: Yes

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Mr. Sanjay Jain is a Whole Time Director

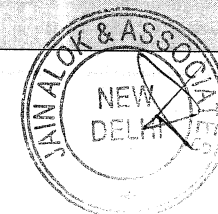
Mr. Manish Jain is a Managing Director

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non- Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Surendra Singh Bhandari	Chairperson- Independent Director	23/08/2022	-
		Mr. Aseem Jain	Member-Independent Director	23/08/2022	-
		Mr. Manish Jain	Member-Executive Director	23/08/2022	-
2. Nomination & Remuneration Committee	Yes	Mr. Rajesh Mohan Rai	Chairperson- Independent Director	23/08/2022	-
		Mr. Aseem Jain	Member-Independent Director	23/08/2022	-
		Mrs. Ritu Jain	Member-Non- Executive Director	23/08/2022	-
3. Stakeholders Relationship Committee	Yes	Mr. Rajesh Mohan Rai	Chairperson-Independent Director	23/08/2022	-
		Mr. Sanjay Jain	Member- Chairman and Executive Director	23/08/2022	-
		Mr. Manish Jain	Member- Executive Director	23/08/2022	-
4. Corporate Social Responsibility Committee	Yes	Mr. Sanjay Jain	Chairperson-Chairman and Executive Director	23/08/2022	-
		Mrs. Ritu Jain	Member-Non- Executive Director	23/08/2022	-
		Mr. Aseem Jain	Member-Independent Director	23/08/2022	-

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

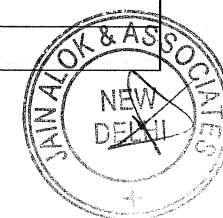
III. Meeting of Board of Directors



Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
11-04-2022	-	-	-	-	14
03-05-2022	-	-	-	-	22
06-05-2022	-	-	-	-	3
16-05-2022	-	-	-	-	10
23-05-2022	-	-	-	-	7
26-05-2022	-	-	-	-	3
06-06-2022	-	-	-	-	11
08-06-2022	-	-	-	-	2
16-06-2022	-	-	-	-	8
-	05-07-2022	Yes	2	-	19
-	19-07-2022	Yes	2	-	14
-	05-08-2022	Yes	3	-	17
-	12-08-2022	Yes	3	-	7
-	23-08-2022	Yes	3	-	11
-	13-09-2022	Yes	6	3	21
-	21-09-2022	Yes	6	3	8

* to be filled in only for the current quarter meetings

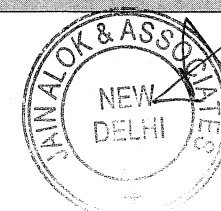
IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
13-09-2022	Yes	3	2	-	-
21-09-2022	Yes	3	2	-	8
Nomination and remuneration committee					
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Stakeholders Relationship Committee					
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Corporate Social Responsibility Committee					
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<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. **to be filled in only for the current quarter meetings.</p>					

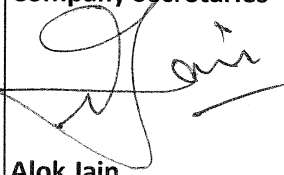
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether such approval of audit committee was omnibus approval in terms of Regulation 23(3)	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered pursuant to omnibus approval have been reviewed by Audit Committee	NA
<p>Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of SEBI LODR Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.</p>	

VI. Affirmations



1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.: Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee : Yes
 - b. Nomination and Remuneration Committee: Yes
 - c. Stakeholder's Relationship Committee: Yes
 - d. Risk management committee (applicable to the top 1000 listed entities): NA
 - e. Corporate Social Responsibility Committee: Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.: Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here: NA

**For Jain Alok & Associates
Company Secretaries**



**Alok Jain
Proprietor**

M. No.: 30369; CP No: 14828

Peer Review No.: 2438/2022

UDIN: A030369D001043361

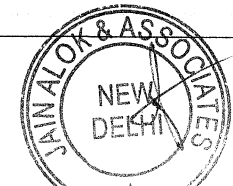


Place: New Delhi

Date: 26-09-2022

ANNEXURE B

I. Disclosure on website in terms of SEBI LODR Regulations		
Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide Reasons
Details of business	Yes	HTTPS://WWW.EIEL.IN/COMPANY-PROFILE/
Terms and conditions of appointment of independent directors	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/TERMS-CONDITIONS-OF-APPOINTMENT-OF-ID.PDF
Composition of various committees of board of directors	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/BOARD-COMMITTEE-COMPOSITION.PDF
Code of conduct of board of directors and senior management personnel	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/CODE-OF-CONDUCT-OF-BOARD-SENIOR-MANAGEMENT.PDF
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/WHISTLE-BLOWER-POLICY.PDF
Criteria of making payments to non-executive directors	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/NOMINATION-AND-REMUNERATION.PDF
Policy on dealing with related party transactions	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/RPT.PDF
Policy for determining 'material' subsidiaries	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/MATERIAL-SUBSIDIARIES.PDF
Details of familiarization Programmes imparted to independent directors	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/FAMILIARISATION-PROGRAMME-FOR-ID.PDF
Email address for grievance redressal and other relevant details	Yes	HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/#LITON_TAB_1_5
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/#LITON_TAB_1_5
Financial results	Yes	HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/#LITON_TAB_1_6
Shareholding pattern	Yes	HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/#LITON_TAB_1_6_1
Details of agreements entered into with the media companies and/or their Associates	NA	As informed by the management, the Company has not entered into any agreement with media companies and /or their associates during the period from 01-04-2022 to 26-09-2022.

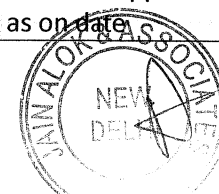


Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	As informed by the management, the Company has not Scheduled any institutional investor meet and presentations from 01-04-2022 to 26-09-2022.
New name and the old name of the listed entity	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/CONVERSION.PDF
Advertisements as per regulation 47(1)	NA	As informed by the management, the Company has not made any advertisements as per regulation 47(1) during the period from 01-04-2022 to 26-09-2022; Further the Company has dedicated the space for uploading the upcoming advertisements at the below link: HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/#LITON_TAB_1_11_1 HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/#LITON_TAB_1_12_1 HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/#LITON_TAB_1_13_1
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/#LITON_TAB_1_12_1
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/#LITON_TAB_1_13_1
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	HTTPS://WWW.EIEL.IN/DISCLOSURES-UNDER-REGULATION-46-OF-THE-LODR/
Materiality Policy as per Regulation 30	Yes	HTTPS://WWW.EIEL.IN/WP-CONTENT/UPLOADS/2022/09/DISCLOSURE-OF-MATERIAL-EVENTS.PDF
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	The Company does not fall under top 1000 listed companies; hence not applicable.

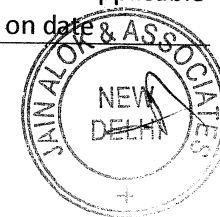
It is certified that these contents on the website of the listed entity are correct.

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)&17(1A)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	NA-Not applicable as on date



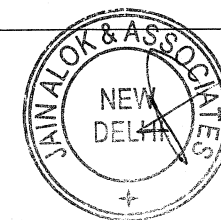
Review of Compliance Reports	17(3)	NA-Not applicable as on date
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	NA-Not applicable as on date
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	NA-Not applicable as on date
Recommendation of board	17(11)	Yes
Maximum number of directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	NA-Not applicable as on date
Meeting of Nomination & Remuneration Committee	19(3A)	NA-Not applicable as on date
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	NA-Not applicable as on date
Composition and role of risk management committee	21(1),(2),(3),(4)	NA-Not applicable as on date
Meeting of Risk Management Committee	21(3A)	NA-Not applicable as on date
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	NA-Not applicable as on date
Approval for material related party transactions	23(4)	NA-Not applicable as on date
Disclosure of related party transactions on consolidated basis	23(9)	NA-Not applicable as on date



Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA-Not applicable as on date
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Annual Secretarial Compliance Report	24(A)	NA-Not applicable as on date
Alternate Director to Independent Director	25(1)	NA-Not applicable as on date
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	NA-Not applicable as on date
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA-Not applicable as on date
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	NA- Not applicable as on date
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA -Not applicable as on date
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.



III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: Yes

**For Jain Alok & Associates
Company Secretaries**


Alok Jain

Proprietor

M. No.: 30369; CP No: 14828

Peer Review No.: 2438/2022



UDIN: A030369D001043361



Place: New Delhi

Date: 26-09-2022

ANNEXURE C

X. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No, he has given prior intimation regarding his inability to attend the Annual General Meeting
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No, he has given prior intimation regarding his inability to attend the Annual General Meeting
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA, the same will be applicable post listing.
<p>Note:</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Jain Alok & Associates Company Secretaries  Alok Jain Proprietor  M. No.: 30369; CP No: 14828 Peer Review No.: 2438/2022 UDIN: A030369D001043361 Place: New Delhi Date: 26-09-2022</p>		