

## NOTICE OF 13<sup>TH</sup> ANNUAL GENERAL MEETING

**SHORTER NOTICE** is hereby given that the 13<sup>th</sup> (Thirteenth) Annual General Meeting of the members of **Enviro Infra Engineers Limited** will be held on Saturday, the 30<sup>th</sup> September, 2023 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 Consolidation) of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon

Item No. 2: To appoint a director in place of Mrs. Ritu Jain (DIN: 09583136), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

**Item No. 3: To approve material related party transactions with M/s EIEL Mathura Infra Engineers Private Limited and to consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, *if any*, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company's policy on Related Party Transactions and the consent of the Audit Committee and the Board, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) with M/s EIEL Mathura Infra Engineers Private Limited, 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, material, assets or services in relation to the execution of the Project at River Yamuna at Gokul Barrage in Mathura under Mathura-Vrindavan Municipality (Interception and Diversion with STP) in Uttar Pradesh State for a principal sum not exceeding Rs. 200 Crore and such other terms and conditions as per the tender agreement and mutually decided by both the Companies, at arm's length basis and in the ordinary course of business.



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

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution.”

**Item No. 4: To approve advancing Loan and/or Corporate Guarantee and/or providing Security to EIEL Mathura Infra Engineers Private Limited and to consider and if thought fit to pass with or without modification(s), the following Resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) (“Act”), the Company’s policy on Related Party Transactions and the consent of the Audit Committee and the Board, the approval of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity covered under the category of ‘a person in whom any of the director of the company is interested’ in terms of Section 185 of the Act, upto a limit not exceeding Rs. 120 (Rupees One Hundred and Twenty) Crore, in one or more tranches, for the principal business activities of the said company, on such terms and conditions as the Board may consider fit and proper.



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

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana and to give effect to the above resolution.”

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



A handwritten signature in blue ink, appearing to read "Piyush Jain".

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

**Date: 30.09.2023  
Place: New Delhi**

## NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 10/2022 dated December, 28, 2022 read together with circulars dated 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. Register of contracts with related party and contracts and body Corporate etc. in which Directors are interested under section 189 of the Companies Act, 2013, Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013. The aforesaid registers shall be kept open for inspection at the Annual General Meeting by any person attending the meeting.
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 13<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form along with the Annual Report of the Company for the Financial Year 2022-23 is also available on the website of the Company, i.e., [www.eiel.in](http://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. Mrs. Ritu Jain (DIN: 09583136) was appointed on the Board as a Director liable to retire by rotation at the AGM held on 19.07.2022. Mrs. Ritu Jain is liable to retire by rotation at the ensuing AGM as per Section 152(6) of the Companies Act, 2013. Being eligible, she has offered herself for re-appointment. The Board of Directors considers that the Company will continue to benefit from her experience and accordingly recommends her reappointment for approval. Pursuant to Secretarial Standard – 2 on General Meeting the particulars of the Director seeking appointment / re-appointment at the AGM is as follows:

Name	Mrs. Ritu Jain
DIN	09583136
Designation	Non – Executive Director
Date of first appointment on the Board	19-07-2022
Shareholding	26,24,800 equity shares of ₹10 each
Qualifications	Masters degree in Child Development from Kurukshetra University
Experience / Expertise in Functional Areas (Brief Resume)	She has been associated with the Company since February, 2017. She has a genuine commitment to social responsibility, and is passionate about creating positive social and environmental impact. Her experience and knowledge in CSR, sustainability, and social and environmental issues is commendable
Relationships between directors of the Company	Wife of Mr. Sanjay Jain, Chairman & Whole Time Director
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	None

Mrs. Ritu Jain has confirmed to the Board that she has not been disqualified u/s 164(2) of the Companies Act, 2013, to be appointed or to hold an office of director in a company. She has further confirmed that she has not been debarred or disqualified from being appointed or from continuing to act as Director of companies by any statutory authorities.

**None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sanjay Jain and Mrs. Ritu Jain are concerned or interested, financially or otherwise, in the Item No.2 of the Notice.**

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

### ITEM NO. 3

EIEL Mathura Infra Engineers Private Limited ("EMIEPL") is a Subsidiary Company incorporated on 06.09.2023 and is 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 EMIEPL are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company. The particulars of the Material Related Party Contracts/Arrangements/Transactions are as under:

**Name of the Related Party:** M/s EIEL Mathura Infra Engineers Private Limited

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

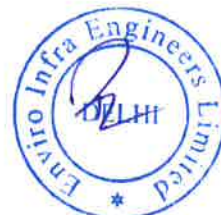
**Material Terms of the Contracts/Arrangements/Transactions:** Sale, purchase, transfer or receipt of goods, materials, assets or services etc. in relation to the execution of the Project at River Yamuna at Gokul Barrage in Mathura under Mathura-Vrindavan Municipality (Interception and Diversion with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

**Monetary Value:** The value of transactions is likely up to an amount of Rs. 200 (Two Hundred) Crore plus price escalation as per the accepted formula of the tender document.

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

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

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



#### ITEM NO. 4

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

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

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

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

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

