

IL&FS Environmental Infrastructure & Services Ltd.

Registered Office: 4th Level, Gopaldas Bhawan
28, Barakhamba Road, Connaught Place
New Delhi 110001

T: +91-11-49691000/2000; F: +91-11-49691091

CIN: U90001DL2007PLC166554

www.ilfsenv.com

NOTICE OF THE 12th EXTRA – ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that the 12th Extra-ordinary General Meeting of IL&FS Environmental Infrastructure and Services Limited (IEISL) will be held on Monday, December 14, 2015 at 10:00 am at the Registered Office of the Company at 4th Floor, Dr. Gopal Das Bhawan, 28, Barakhamba Road, New Delhi – 110 001, to transact the following businesses:

Special Business:

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

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded to authorise the Board of Directors of the Company for borrowing, from time to time, any sum or sums of money on such terms and conditions and with or without security, as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid up capital and free reserves of the Company, (reserves not set apart for any specific purpose), provided that the total amount of money so borrowed by the Board shall not at any time exceed the limit of Rs 3000 mn”

“RESOLVED FURTHER THAT THAT pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 to mortgage and or create charge/ provide security on all or any of the immovable and moveable assets of the Company, wherever situated, both present and future, on such terms and conditions and in such form and manner as the Board in its absolute discretion think fit, for securing any loans and / or advances already obtained or which may be obtained from any financial institutions/ banks / non-banking finance companies or any other finance companies or person/persons and to secure any debenture issued and / or that may be issued and all interest, compound/additional interest, commitment charges, costs, charges, expenses and all other money payable by the Company to the concerned lenders within the overall limits as approved under Section 180(1)(c) and altered from time to time”

“RESOLVED FURTHER that any Director or the Chief Financial Officer of the Company be and is hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required”

By order of the Board
For IL&FS Environmental Infrastructure and Services Limited

Sd/-
Preeti Panthri
Company Secretary
ACS-20336
Date: November 9, 2015
Place: Delhi

NOTES:

1. 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 such proxy need not be a member of the company
2. Proxies in order to be effective must be received at the registered office of the company at any time but not less than 48 hours before the time of the meeting. A proxy form is enclosed
3. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, is annexed hereto and forms part of the notice
4. Corporate members intending to send their authorized representatives to attend meetings are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on behalf at the meeting
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
6. Documents referred to in the Notice and Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on any working day, except Saturdays and Sundays, between 11.00 am to 6.00 pm
7. In case of Joint holders attending the meeting, only such joint holder who is higher in order of names will be entitle to vote
8. Members desirous of getting any information on Accounts or other items of Agenda are requested to forward his/her queries to the Company at least three working days prior to the date of Annual General Meeting so as to enable the Management to keep information ready
9. The notice will also be available on the website of the Company

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

Item No. 1

Under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot, except with the consent of the Members in a General Meeting, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the Company (reserves not set apart for a specific purpose)

In view of Swachh Bharat mission being implemented by the Government of India, the Company is planning to bid aggressively and on the basis of bids submitted and various proposals received from Municipalities, the Company is planning to increase its capacity by 5000 Ton per day collectively in all segments

Accordingly, in order to meet the working capital requirements and long term funding needs of the Company, it is proposed to increase the borrowing limits of the Company to Rs. 3000 million

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013

Hence the resolution is proposed for your approval. None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

By order of the Board
For IL&FS Environmental Infrastructure and Services Limited

Sd/-
Preeti Panthri
Company Secretary
ACS-20336
Date: November 9, 2015
Place: New Delhi

ATTENDANCE SLIP

Venue of the Meeting : IL&FS Environmental Infrastructure and Services Limited
Board Room, 4th Floor, Dr. Gopaldas Bhawan,
28, Barakhamba Road,
New Delhi-110001

Date & Time : Monday, December 14, 2015 at 10:00 a.m

Name	
Address	
Folio No./ DPID No.	
No. of shares held	

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company. I hereby record my presence at the 12th Extra-ordinary General Meeting of the Company held on Monday, December 14, 2015 at 10.00 a.m at the Board Room, 4th Floor, Dr. Gopaldas Bhawan, 28 Barakhamba Road, New Delhi-110001

Signature of Member / Proxy

FORM MGT-11 - Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U90001DL2007PLC1665554

Name of the Company: IL&FS Environmental Infrastructure and Services Limited

Registered Office: 4th Floor, Dr. Gopaldas Bhawan, 28 Barakhamba Road, New Delhi-110001

Name of the Member(s)	:
Registered Address	:
E Mail Id	:
Folio No	:

I/We being the member(s) of _____ shares of the above name Company, hereby appoint

1. Name
Address and Email ID
Signature _____, or failing him
2. Name
Address and Email ID
Signature _____, or failing him
3. Name
Address and Email ID
Signature _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Extra-ordinary General Meeting of the Company to be held on Monday, December 14, 2015 at 10:00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No 1 : Increase in borrowing powers of the Company and creation of charge/providing security

Signed this _____ day of December 2015

Signature of shareholder _____

Signature of Proxy holder _____

Affix	Revenue
Stamp	

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route map of AGM venue of IL&FS Environmental Infrastructure Services Limited from New Delhi Railway Station

