

IL&amp;FS Environmental Infrastructure &amp; Services Limited

4th Floor,  
Dr. Gopal Das Bhawan,  
28, Barakhamba Road,  
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India

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CIN No. U80001DL2007PLC166554

Dear Members,

NOTICE is hereby given that the 13<sup>th</sup> Extra-ordinary General Meeting of IL&FS Environmental Infrastructure and Services Limited (IEISL) will be held on Thursday, August 11, 2016 at 10:00 am at the Registered Office of the Company at 4<sup>th</sup> 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 Sections 42, 62 and other applicable provisions of the Companies Act, 2013 and any other rules, regulations issued therein, as amended, and subject to all relevant provisions and Articles of Associations of the Company the Board is hereby authorized on behalf of the Company to create, offer, issue and allot, from time to time and in one or more tranches, upto 800,000 Equity Shares of a face value of Rs. 10/- each at a premium of Rs. 52.50 per share aggregating to Rs. 50,00,000/- to Infrastructure Leasing & Financial Services Limited (IL&FS), the Holding Company by way of a Preferential Issue.”

“RESOLVED FURTHER THAT such new Equity Shares as and when issued and allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director of the Company or Chief Financial Officer or Company Secretary be and is hereby severally authorized to take such actions and to give such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this respect including but not limited to:

- Executing all deeds, documents, writings in this connection;
- making such modifications and alterations from time to time as it deems fit in the terms and conditions of issue of Equity Shares on preferential basis;
- completing all formalities in respect of allotment of Shares and issue of Share certificate(s);

- taking such steps to resolve all questions or difficulties incidental to the issue and allotment of Equity Shares in its absolute discretion without any fresh approval of the Members of the Company and the decision of the Board shall be final and conclusive”

**On behalf of the Board**

**For IL&FS Environmental Infrastructure and Services Limited**

  
Preeti Panthri

**Company Secretary**

ACS-20336

Date: August 10, 2016

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 6.00pm
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**

Keeping in view the incremental growing business requirements, your Company needs to strengthen its financial position and net worth by augmenting long term resources. The Company has accordingly proposed to enhance its Equity base by issue of Equity shares upto Rs 50 Million through a Preferential Issue to the Promoters IL&FS

The other disclosures in accordance with the Companies Act, 2013 and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. Objects of the Preferential Issue: To augment long term resources of the Company for capacity expansions
2. Amount of the issue: The Equity Shares will be issued for a value of upto Rs 50 million in one or more tranches.
3. Price or price band at/within which the allotment is proposed: The price of Equity Shares will be based on the Valuation Report of M/s VMCA & Associates, Chartered Accountants. The copy of the Valuation Report will be placed at the meeting. Relevant date will be date of valuation report
4. Intention of promoters/directors or key managerial personnel to subscribe to the offer: Infrastructure Leasing & Financial Services Limited, the Promoter company, has proposed to subscribe, to all the Equity Shares under the Preferential Issue. The Directors and Key Managerial Personnel will not be offered any Equity Shares and therefore cannot subscribe to the offer
5. Proposed time of allotment: The allotment of Equity Shares shall be completed within a period of 12 months from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 12 months from the date of such approvals.
6. Name of proposed allottee and percentage of post preferential offer: The Equity is proposed to be offered and allotted to IL&FS, the Promoters. It may be noted that there will be no change in the control of the company. The pre and post allotment shareholding pattern is provided below:

#	Name of the Shareholder	% Holding	
		Pre allotment	Post allotment
1	Infrastructure Leasing and Financial Services Limited	96.52	96.59
2	IL&FS Employees' Welfare Trust	3.48	3.41
3	Infrastructure Leasing and Financial Services Limited & Preeti Panthri (Jt.)	0	0
4	Infrastructure Leasing and Financial Services Limited & Debashish Tripathy (Jt.)	0	0
5	Infrastructure Leasing and Financial Services Limited & Mahesh Babu (Jt.)	0	0
6	Infrastructure Leasing and Financial Services Limited & Sanjay Singh (Jt.)	0	0
7	Infrastructure Leasing and Financial Services Limited & Ashish Tyagi (Jt.)	0	0
8	Infrastructure Leasing and Financial Services Limited & Sandeep Malhotra (Jt.)	0	0
	<b>Total (A)</b>	<b>100</b>	<b>100</b>

7. No allotment under preferential issue had been made to any other person during FY 2016

As per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 a Company offering or making an invitation to subscribe to securities on a private placement / preferential allotment basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 62 of the Companies Act, 2013 read with the rules made there under, for the issue of Equity Shares aggregating an amount not exceeding Rs 50 million and to offer and allot such Equity Shares on a private placement / preferential allotment basis.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

**By order of the Board**

**For IL&FS Environmental Infrastructure and Services Limited**

  
Preeti Panthri

**Company Secretary**

ACS-20336

Date: August 10, 2016

Place: New Delhi

**ATTENDANCE SLIP**

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

Date & Time : Thursday, August 11, 2016 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 13<sup>th</sup> Extra-ordinary General Meeting of the Company held on Thursday, August 11, 2016 at 10.00 a.m at the Board Room, 4<sup>th</sup> 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: 4<sup>th</sup> Floor, Dr. Gopaldas Bhawan, 28 Barakhamba Road, New Delhi-110001

<b>Name of the Member(s)</b>	:	
<b>Registered Address</b>	:	
<b>E Mail Id</b>	:	
<b>Folio No</b>	:	

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 13<sup>th</sup> Extraordinary General Meeting of the Company to be held on Thursday, August, 11 2016 at 10:00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No 1: Issue of shares on Preferential Basis

Signed this \_\_\_\_\_ day of August 2016

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix Revenue Stamp
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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

