

IL&FS Environmental Infrastructure & Services Ltd.

Registered Office: 4th Level, Gopaldas Bhawan

28, Barakhamba Road, Connaught Place

New Delhi 110001

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CIN: U90001DL2007PLC166554

www.ilfsenv.com

NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

Dear Members,

NOTICE is hereby given that the Eighth Annual General Meeting of IL&FS Environmental Infrastructure and Services Limited will be held on Wednesday, September 30, 2015, at 11.00 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 business:

Ordinary Business:

1. To receive, consider and adopt
 - (a) the Audited Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the period ended March 31, 2015 and the Report of the Directors and Auditors thereon
 - (b) the Audited Consolidated Balance Sheet as at March 31, 2015 together with report of Auditors thereon
2. To appoint a Director in place of Mr Hari Sankaran, Director, who retires by rotation and being eligible offers himself for re-appointment
3. To ratify the appoint Auditors and fix their remuneration and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of Companies Act 2013 and rules made thereunder, and pursuant to the resolution passed by the members at the AGM held on 30th September 2014, the appointment of Deloitte Haskins & Sells, Chartered Accountants (FRN 015125N) (the retiring auditors whose were appointed for a period of 5 years in the last AGM i.e. upto FY 2019) be and is hereby ratified to hold the office from the conclusion of this meeting until the conclusion of the 12th AGM to be held in the FY 2019 (subject to ratification of reappointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors”

Special Business:

4. To substitute existing Articles of Association of the Company with the new set of Articles of Association and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of the Companies Act 2013 read with Companies (Incorporation) Rules, 2014 and all other applicable provision of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the new set of Articles of Association pursuant to the Act, be and is hereby approved and adopted as new set of Articles of Association in place of the existing Articles of Association of the Company”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, to give effect to the above resolution”

5. To appoint Mr Mahesh Babu (DIN 00760887) as Managing Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution :

“RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to the re-appointment of Mr. Mahesh Babu, (DIN 00760887) as Managing Director of the Company for a period of three years with effect from August 26, 2015 to August 25, 2018, on the terms, conditions and remuneration set out hereunder :

- (i) Salary including perquisites : Rs 81 lacs per annum plus perquisites with annual increments as may be decided by the Board of Directors or Nomination & Remuneration Committee of the Board of Directors of the Company (hereinafter referred to as ‘the Board’) from time to time
- (ii) General conditions:
- (a) The Managing Director shall be liable to retire by rotation
- (b) The Managing Director shall not be paid any sitting fee for attending meeting of Board of Directors or Committees thereof

- (c) The Managing Director shall be entitled to such other privileges, allowances, facilities and amenities in accordance with rules and regulations as may be applicable to the other employee of the Company and as may be decided by the Board, within the overall limits prescribed under the Act

“RESOLVED FURTHER THAT the Board and the Company Secretary be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

For IL&FS Environmental Infrastructure and Services Limited

Sd/-

Preeti Panthri

Company Secretary

Date: July 10, 2015

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 (1) OF
THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No. 4

The existing Articles of Association of the Company are in force since the incorporation of the Company although subject to certain modifications done from time to time as per the requirement of the Company. They are in line with the provisions of the erstwhile Companies Act 1956. The Companies Act 2013 is now in force and thus the provisions of the existing set of Articles of Association are not in conformity with the Companies Act 2013

It is thus expedient to adopt new set of Articles of Association in place of existing Articles of Association of the Company. Hence the Board of Directors at its meeting held on July 10, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your approval is sought in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during office hours on any working day, except Saturdays and Sundays, between 11.00 am to 6.00 pm. None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item No. 5

Mr. Mahesh Babu, First Director of the Company, is associated with the Company since its inception (August 22, 2007). His appointment as Managing Director is coming to end on August 26, 2015

The Board of Directors of the Company at its Meeting held on July 10, 2015, approved re-appointment of Mr Mahesh Babu as Managing Director of the Company for a period of 3 years i.e. w.e.f. August 26, 2015 upto and including August 25, 2018, subject to the approval of the members in the Annual General Meeting. It may be noted that his office will be liable to retire by rotation

Mr Babu, 55 years, is a Masters in International Economics and Relations, Johns Hopkins University, (School of Advanced International Studies). He holds an MBA from Xaviers's Labor Relations Institute, Jamshedpur, India

Mr. Mahesh Babu holds only one share of the Company jointly with Infrastructure Leasing & Financial Services Limited (IL&FS). Details of other directorships and Committee membership of Mr Mahesh Babu is attached as Annexure to this Notice

The Board recommends the appointment of Mr. Mahesh Babu as Managing Director of the Company. None of the Directors or any Key Managerial Personnel or their relatives, except Mr. Babu, is in any way interested or concerned in this Resolution

The following information is provided pursuant to Third proviso of Section II of Part II of Schedule V of the Companies Act, 2013:

I Mr. Babu's remuneration is approved by Nomination and Remuneration Committee and Board of Directors of the Company

II The Company had not made any default in repayment of its Debts or Debentures or interest payable thereon for a continuous period of thirty days in the preceding Financial Year before the date of appointment of such managerial person

III The Special resolution is proposed at this Annual General Meeting for payment of remuneration for a period not exceeding three years

IV GENERAL INFORMATION

(i) Nature of industry : Municipal Solid Waste Management

(ii) Date or expected date of commencement of commercial production: August 6, 2007

(iii) In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus: Not Applicable

(iv) Financial performance based on given indicators: Based on the Audited Accounts for the year ended March 31, 2015

For the Financial Year Ended March 31	2015
Total Revenue	1414
Total Expenses	1135
Earnings before Interest, Depreciation, Tax and Amortisation (EBIDTA)	279
Profit before Tax	34
Profit after Tax	34

- (v) Foreign investments or collaborators, if any. : NIL

V INFORMATION ABOUT THE APPOINTEE

- (i) Background details:

Mr. Babu specializes in project management, institutional and financial analysis, urban infrastructure planning and funding for projects developed under the Public Private Partnership format and has been efficiently managing overall affairs of the Company. Having led the Company for more than 8 year now, he has wide experience in the waste management and infrastructure sector within India and overseas

- (ii) Past remuneration:

The remuneration received from previous company i.e. IL&FS Ecosmart Limited was Rs. 562,500 per month

- (iii) Recognition or awards :

Mr. Mahesh Babu is Co-Chairman of FICCI Climate change task force and a member of FICCI Urban Infrastructure Committee. He is also president of Waste Management Association

- (iv) Job profile and his suitability:

Mr. Mahesh Babu, being the Managing Director, is in overall in-charge of running the affairs of the Company

His suitability to the Company lies in the vast experience he holds in Public Private Partnership organizations. With his consistent efforts, dedication and experience, IEISL expanded rapidly and setting benchmark in Integrated Waste Management. This is evident from the higher revenue and EBIDTA during the year in comparison to last year

(v) Remuneration proposed :

A salary of Rs 81 lacs per annum with annual increments as may be decided by the Board of Directors or Nomination & Remuneration Committee of the Board of Directors of the Company (hereinafter referred to as 'the Board') from time to time

(vi) 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 w.r.t. the country of his origin) :

The remuneration paid to him is commensurate and compares favourably with the compensations paid to the business heads of like sized and similarly positioned businesses

(vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Mahesh Babu along with Infrastructure Leasing and Financial Services (IL&FS) jointly holds 1 (One) Equity Share in the Company. He is not a relative of any Director of the Company

VI Other information

(i) Reasons of loss or inadequate profits:

During his leadership the Company rose significantly. Beginning with a 200 TPD facility in Okhla, the Company now manages approximately 10000 TPD of waste every day. Out of 20 plants, 4 major facilities are in and around Delhi

The Company had made a profit of Rs 34 mn during the year, however, the profit was low on account of higher finance costs and loss of Integrated Waste Management and Urban Services Limited (IWMUST), Company's subsidiary which was merged into the Company w.e.f. March 1, 2015

(ii) Steps taken or proposed to be taken for improvement:

On an ongoing basis, the Company continues to take steps for cost reduction and improving the profitability. Following are some of the specific measures taken by it to control costs and improve its competitive position and performance:

- (a) Speedy completion of on-going projects
 - (b) Optimize the capacity utilization of the manufacturing units
 - (c) Overseas assignments of GIS advisory business
 - (d) Increasing Retail sales resulting into higher Net Sales Realisation (NSR) of Compost
 - (e) Sale of Refused Derived Fuel (RDF) has begun
- (iii) Expected increase in productivity and profits in measurable terms

The aforesaid measures instituted are expected to improve the Company's performance in future years which is evident from the performance of the Company in the previous financial year

The Company is also exploring the possibilities of increasing new service areas which may yield better performance of the Company

VII Disclosures:

The Company being an Unlisted Company, the details required to be given under the heading "Corporate Governance", is not applicable to the Company

For IL&FS Environmental Infrastructure and Services Limited

Sd/-

Preeti Panthri

Company Secretary

Date: July 10, 2015

S. No.	Directorships	Committee Memberships
1	IL&FS Environmental Infrastructure & Services Limited	Allotment Committee CSR Committee
2	RDF Power Projects Limited	Nomination and Remuneration Committee
3	Kanak Resources Management Limited	Audit Committee Nomination and Remuneration Committee Chairman of Committee of Directors (Business Development)
4	East Delhi Waste Processing Company Limited	Nomination and Remuneration Committee
5	Unique Waste Processing Company Limited	
6	Tierra Enviro Limited	
7	Indraprastha Energy and Waste Management Company Limited	
8	IL&FS Technologies Limited	
9	PDCOR Limited	

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 : Wednesday, September 30, 2015 at 11:00 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 8th Annual General Meeting of the Company held on Wednesday, September 30, 2015 at 11.00 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
E Mail Id
Signature _____, or failing him
2. Name
Address
E Mail Id
Signature _____, or failing him
3. Name
Address
E Mail 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 Eighth Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 11:00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

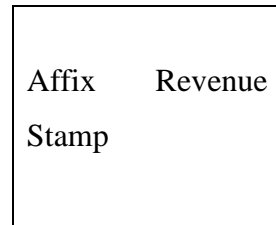
Resolution No.

1. Approval of Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the period ended March 31, 2015 and the Report of the Directors and Auditors thereon
2. Re-appointment of Mr Hari Sankaran, Director retiring by rotation
3. Re-Appointment of Statutory Auditors
4. Alteration of Articles of Association of the Company
5. Re-appointment of Mr Mahesh Babu as Managing Director of the Company

Signed this _____ day of September 2015

Signature of shareholder _____

Signature of Proxy holder _____



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

