

Dear Members,

NOTICE is hereby given that the Ninth Annual General Meeting of IL&FS Environmental Infrastructure and Services Limited will be held on Friday, September 09, 2016 at 1.00 pm 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, 2016 and the Profit and Loss Account for the period ended March 31, 2016 and the Report of the Directors and Auditors thereon
 - (b) the Audited Consolidated Balance Sheet as at March 31, 2016 together with report of Auditors thereon
2. To appoint a Director in place of Mr Manu Kochhar, Director, who retires by rotation and being eligible offers himself for re-appointment
3. To ratify the appointment of 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”

For IL&FS Environmental Infrastructure and Services Limited


Preeti Panthri

Company Secretary

Date: May 21, 2016

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

Details of Directors seeking appointment/ re-appointment as required under Secretarial Standards – II

Re-appointment of Mr. Manu Kochhar (Item No. 2)

In terms of Section 152(6) of the Companies Act, 2013, Mr. Manu Kochhar (DIN 00007556) shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

Mr Kochhar, 55 years, is a Chartered Accountant and an alumnus of St. Stephen's College, Delhi University. He has 30 years experience in Investment Banking, Project Finance, Corporate

Finance, Leasing, Accounting & Taxation, Corporate Law and Administration at Infrastructure Leasing & Financial Services Limited (IL&FS) and earlier at HDFC (1986-1989).

He is the Chief Executive Officer, Special Initiatives of IL&FS. Prior to assuming his current responsibility, Mr Kochhar was the Group CFO of IL&FS for a decade.

Mr Kochhar joined the Board of Directors of IL&FS Environmental Infrastructure & Services Limited (IEISL) on September 23, 2008, as a Nominee of IL&FS.

Being a Non – Executive Director he is not paid any remuneration except sitting fee for attending Board and Committee Meetings of the Company. He does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. During FY 2016, he attended all 4 Board Meetings of the Company.

Other than IEISL, Mr Kochhar is also on the Board of Andhra Pradesh Expressway Limited, Gujarat Road & Infrastructure Company Limited, IL&FS Cluster Development Initiatives Limited, IL&FS Maritime Infrastructure Company Limited, New Tripura Area Development Corporation Limited, Tamil Nadu Water Investment Company Limited and Free Trade Warehousing Private Limited.

He is a Member of Committee of Directors and Allotment Committee of IEISL, a Member of Audit Committee of IL&FS Maritime Infrastructure Company Limited and a Member of the Audit and Nomination & Remuneration Committee of Tamil Nadu Water Investment Company Limited.

None of the Directors or KMPs of the Company or their relatives, except Mr Kochhar is concerned or interested in the resolution.

For IL&FS Environmental Infrastructure and Services Limited


Preeti Panthri

Company Secretary

Date: May 21, 2016

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 : Friday, 09 September, 2016 at 1.00 p.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 9th Annual General Meeting of the Company held on Friday, September 09, 2016 at 1.00 p.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 Financials Statements as at March 31, 2016 and the Report of the Directors and Auditors thereon
2. Re-appointment of Mr Manu Kochhar, Director retiring by rotation
3. Re-Appointment of Statutory Auditors

Signed this _____ day of _____ 2016

Affix Revenue
Stamp

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

