

**TRANSCRIPT OF THE PROCEEDINGS OF THE 21<sup>ST</sup> ANNUAL GENERAL MEETING  
OF A2Z INFRA ENGINEERING LIMITED HELD THROUGH VIDEO CONFERENCING  
ON MONDAY, SEPTEMBER 19, 2022 AT 12:30 P.M.**

**PARTICIPANTS:-**

**Mr. Surender Kumar Tuteja**  
Chairman & Independent Director

**Mr. Amit Mittal**  
Managing Director cum CEO

**Mrs. Dipali Mittal**  
Director

**Mr. Arun Gaur**  
Director

**Mr. Manoj Tiwari**  
Director

**Ms. Atima Khanna**  
Independent Director

**Mr. Atul Kumar Agarwal**  
Company Secretary and Compliance Officer

**Mr. Lalit Kumar**  
Chief Financial Officer

**Mr. Saurabh Kuchhal**  
Partner, MRKS & Associates, Statutory Auditors

**Mr. Suchitta Koley**  
Partner, DR Associates, Secretarial Auditor and Scrutinizer

☆ **MR. ATUL KUMAR AGARWAL**

Good Afternoon ladies and gentlemen!

Myself, Atul Kumar Agarwal, Company Secretary and Compliance Officer of A2Z Infra Engineering Ltd.

With great pleasure, I welcome all the members in the 21st Annual General Meeting of your Company. The Quorum being present, the meeting can start now. I hope that you and your family are safe and fine. In view of the continuing COVID-19 pandemic, and to ensure social distancing norms, this 21st Annual General Meeting of the Company is being convened through Video Conferencing, in accordance with various circulars issued by the Ministry of Corporate Affairs and SEBI and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("hereinafter referred to as SEBI LODR, 2015).

I take pleasure in introducing the Board of Directors of the Company and other respected dignitaries:

- ❖ **Mr. Surender Kumar Tuteja**  
Chairman & Independent Director
- ❖ **Mr. Amit Mittal**  
Managing Director cum CEO & Promoter
- ❖ **Mrs. Atima Khanna,**  
Independent Director and also the Chairperson of Audit Committee and Nomination & Remuneration Committee of the Board of Directors
- ❖ **Mrs. Dipali Mittal**  
Non-Executive & Non-Independent Director and also the Chairperson of Stakeholders' Relationship Committee of the Board of the Directors
- ❖ **Mr. Arun Gaur**  
Non-Executive & Non-Independent Director
- ❖ **Mr. Manoj Tiwari**  
Non-Executive & Non-Independent Director
- ❖ **Mr. Lalit Kumar**  
Chief Financial Officer
- ❖ **Mr. Saurabh Kuchhal**  
Partner, MRKS & Associates, Statutory Auditors
- ❖ **Mr. Suchitta Koley**  
Partner, DR Associates, Secretarial Auditor and Scrutinizer

Now, I request Mr. S.K. Tuteja, Chairman of the Company, to Chair the meeting.

Since this AGM is being held through Video Conferencing. Hence, there is no proxy facility available for this meeting. The Register of Directors & KMPs (including their shareholding) maintained under Section 170, Register of Contract maintained under section 189 of the Companies Act, 2013 and the certificate from Auditors of the Company certifying that the Employee Stock Option Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed in the General Meetings of the Company, are available electronically for inspection and the Members may send their request to inspect the same.

As per the provisions of Section 145 of the Companies Act, 2013 and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, the qualification, observations or comments of the Auditors on the Standalone and Consolidated Financials for the year ended 31st March, 2022 and the qualification, observations or comments of the Secretarial Auditors on the Secretarial Auditor Report, shall be read before the Company at the Annual General Meeting.

The Statutory Auditors, MRKS & Associates has modified its opinion on the financial statements as on March 31, 2022 that they are unable to comment on the ability of the Company to continue as a going concern both in the standalone as well as in the consolidated financials of the company. Members may kindly note that copies of Annual Report containing the Auditors' reports has already been circulated to all the members at their email ids registered with the Company/Depositories.

Hence, with the permission of the members, I would like to take the same as read.

The Secretarial Auditors' Report does not contain any qualification, observation or adverse comment; it is not required to read this Report at the meeting.

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI LODR, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company has provided the facility to the Members to exercise their right to vote on the businesses proposed to be transacted at this AGM through remote e-voting for the period commencing from Friday, September 16, 2022 to Sunday, September 18, 2022. In order to facilitate voting to those Members, who have not exercised their right to vote through remote e-voting, the Company has also provided facility to vote at this AGM through e-voting platform of NSDL.

Mr. Suchitta Koley, Partner, DR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize remote e-voting as well as e-voting at this AGM in a fair and transparent manner and hand over the combined report on voting within two working days of the conclusion of this AGM.

Upon receipt of the result of voting along with the Scrutinizer's Report, the same shall be uploaded on the website of the Company and shall also be submitted to the Depository and the Stock Exchanges.

Since this meeting is being held through Video Conference/Other Audio Visual Means and the resolutions mentioned in the Notice convening this meeting have already been put to the

vote through “remote e-voting” and e-voting at the AGM. Hence, there is no proposing and seconding of the said resolutions.

Now I request Mr. S.K. Tuteja, Chairman to address the shareholders.

☆ **MR. SURENDER KUMAR TUTEJA:-**

**Thank you Atul!**

**Good Afternoon, Ladies and Gentlemen!**

On behalf of the Board of Directors of your company, I deem it a privilege to welcome you all at the 21<sup>st</sup> Annual General Meeting. Thank you for your presence through Video Conferencing today, and for your continued support in the success of the company.

After a prolonged phase of adverse market conditions that affected the Company’s financial performance and balance sheet strength, the COVID-19 pandemic further dented the Company’s financial condition. Major portion of the Company’s business, except the Municipal Solid Waste segment, depends on demand from sectors that are directly linked with the macro environment and broader economic sentiments. For e.g., the Engineering Services segment would see more demand if the Gross Capital Formation or capital investments improve in the economy, which again is directly dependent on those factors. Similarly, positive economic situation leads to more demand for professional Facility Management Services. Hence, it is important to note that in 2021, the Global economy crossed its pre-COVID levels by growing at a rate of 5.7% after a 3.3% contraction in 2020. The economic trends were, however, not all favourable and rise in economic activity more tentative. This was clearly seen after the Russia – Ukraine war which led to a sharp reversal in the economic sentiments globally. The inflation rose steeply across most countries as the rising demand combined with the energy and commodities supply chain disruption due to the sanctions on Russia and embargo around Ukraine. The resultant actions by the central banks to raise the interest rates resulted in capital outflows from emerging countries back to safe havens and volatility in FOREX markets. Hence, such tightening of capital markets is expected to not only affect capital formation but even the overall economic activity. The situation for the Indian economy was, however, relatively better. After registering a staggering rise of 8.7% in FY2021-22, before that there was a 6.6% contraction in the previous financial year, the GDP growth for FY2022-23 is projected to be a tad lower at 7.2%. If the projections pan out, India was expected to be the fastest growing major economy in the world. Some of the key parameters that are more closely linked to the Company’s performance such as telecom investments, supply and absorption of office space are expected to be showing therefore a positive trend in the coming financial year.

Under such challenging circumstances, your Company continued to pursue the path of financial sustainability single-mindedly. It continued following its successful strategies of execution-focus on projects-in-hand and cleanup of the balance sheet by negotiating One Time Settlements with banks and financial institutions for outstanding debts, which had really become unserviceable. With this approach, in financial year 2021-22, Company had entered into One Time Settlement (OTS) and settled their dues with ICICI Bank Ltd., DBS Bank Ltd. and Standard Chartered Bank (SCB).

On the operational front, the key development during the year was sale of our wholly owned subsidiary, Chavan Rishi International Limited. The Company also won two major mandates in the Facility Management Services space with a term of 3-years each. In the Engineering Services and Power Generation Projects business, the Company continues to face challenges. On the profitability front, therefore all the SBLs saw significant erosion. In the Engineering Services the major impact in fact is mainly because of the provisions that we have created for bad and doubtful debts.

However in view of the facts that India is most likely to remain one of the fastest growing economy in the world and because of the contribution of nation building going on across the sectors, we are very hopeful and I want to assure you that your company has a promising future. We are working hard on realizing the potential with a well-crafted strategy. I would like to thank our shareholders, customers, investors, suppliers, the ex-chequer and employees and all other stakeholders for the continued trust in us and our long-term success.

**Now I would like to call upon Mr. Amit Mittal, the Managing Director cum CEO of the Company to share with the members the financial performance of the Company for the FY 2021-22 and also to give his views.**

**Thank you very much!**

☆ **MR. AMIT MITTAL**

**Good Afternoon, Ladies and Gentlemen!**

I warmly welcome all the members of the Company...

I will start my speech with a saying that "A river cuts through a rock not because of its power, but its persistence." After a prolonged phase of adverse market conditions that affected the Company's financial performance and balance sheet strength, the COVID-19 pandemic dented the Company's finances. However, all through these difficulties the Company has not lost the sight of the approach it needed to stick with to emerge out of this situation. Persistence, Perseverance and resilience are values that we will abide by, and we have the faith that we will survive in these trying circumstances and get back on the path to profitable growth. During FY2021-22, we have made some progress on a few parameters in the right direction, and in the coming years we hope to achieve this objective of profitable growth.

On the financial results front, the Company's performance in the FY2021-22 was a mixed bag. While the operating revenue declined further on a YOY basis by 14.8% as we continue to de-focus from the EPC business, the revenue mix improved in favour of our profit-making businesses. The combined share of Facility Management business and Waste Management business increased from 55% to 61% in the last financial year. The Company was also successful in managing its direct raw material and employee costs in line with the revenue despite high inflation. However, an incremental INR 127 crores provisions for bad debts meant the Operating EBITDA was badly affected and a INR 30 crores loss in the previous year turned into a INR 149 crores loss, which excluding the impact of those incremental provisions would have been INR 22 crores loss. During this year under review, the Company's cost of financing was also reduced to less than half of the FY2020-21 level.

Our strategy for the immediate future of our businesses remains consistent. We are focused on tapping new opportunities across our profitable SBUs. Within the Engineering Services SBU, we will shift from capital-intensive EPC projects to an OPEX-based sustainable cash flow business opportunity in the Operations & Maintenance space. In our main stay Facility Management Services SBU, we are focusing on the emerging opportunities in the Government and PSU with tenders for maintenance and upkeep of public places, railways, airports, monuments, etc. being launched. With the Swachh Bharat project covering more cities, opportunities in the sanitation and waste management areas shall continue to be our focus. In addition, the matter of resolving our outstanding and overdue debts will get our utmost attention. We are committed to return the Company to a situation of positive financial health.

We believe that the hardest phase behind us and with some extra efforts in the coming years we would have put the issues of the past completely behind us. With the consistent support that we have received from all our stakeholders, our efforts to regain the Company's standing as a leader in its space in terms of size and financial performance will persist without faltering.

We also take this opportunity to thank you and all the stakeholders for their continued support to your Company. We remain grateful and wish you all the best!

I invite Atul Agarwal, Company Secretary, to proceed further with the agenda items of this 21<sup>st</sup> AGM.

Thanks!

☆ **MR. ATUL KUMAR AGARWAL**

Thank you Sir!

With the permission of Chairman, I would like to take up the resolutions as set forth in the Notice of AGM.

#### **ITEM NO.1**

**To receive, consider and adopt the Audited Standalone and Consolidated financial statements of the Company consisting of the Standalone and Consolidated Balance Sheet as at March 31, 2022, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the reports of board of directors and the auditors' thereon.**

The financial statements of the Company including the consolidated financial statements for the financial year ended on March 31, 2022 including the reports of the Board of Director's and Auditors' have already been provided to all the members.

#### **ITEM NO.2**

To appoint a director in place of Ms. Dipali Mittal (DIN 00872628), who is liable to retire by rotation in terms of Section 152(6) of the companies act, 2013 and being eligible, offers herself for re-appointment.

### **ITEM NO.3**

To consider and approve appointment of Mr. Arun Gaur (DIN: 08328873) as Non-Executive Non-Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION.

### **ITEM NO.4**

To consider and approve appointment of Mr. Manoj Tiwari (DIN: 03597274) as Non-Executive Non-Independent Director of the Company and if thought fit, to pass with or without modification(s), the resolution as an ORDINARY RESOLUTION.

### **ITEM NO.5**

To consider and appoint Branch Auditors for branch offices of the Company outside India and if thought fit, to pass, with or without modification(s), the resolution as an ORDINARY RESOLUTION.

### **ITEM NO.6**

To ratify, consider and confirm remuneration payable to M/s SKG & Co., Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2023, and if thought fit, to pass, with or without modification(s), the resolution as an ORDINARY RESOLUTION.

The Company had provided the facility to the shareholders to register themselves as a Speaker to express their views and ask any questions which they have written to us during the AGM. Some of the shareholders had sent a request to express their views. When we will name you, you are request to kindly unmute yourself and we request you to kindly be sensible and limit your speech to maximum of 3 minutes.

So First I would like to start with Mr. Ajay Kumar.

Yes, Mr. Ajay Kumar.....

Mr. Ajay Kumar, are you there?

I think he is not there so I am going to another person.

**Second Speaker shareholder is Mr. Santosh Kumar Saraf:** Hello Sir, Good afternoon! My name is Mr. Santosh Kumar Saraf. The Company had tried potentially well for revival but didn't get the chance to prove itself, so I am requesting the management to mention about the steps taken for such. I have asked Mr. Atul Kumar Agarwal some queries in writing. I think he has received the same, hoping he will reply on it soon. I do not say much as the company is suffering from a troubling phase and the management is trying to overcome from it.

Please tell me about the current position of our overseas business in Nepal, Tanzania and Uganda. And, also clarify the reason of bad debts under the head "other expenses" in the Financial Statements amounting to INR 147 crores in current year and INR 19 Crores in the

preceding year. There is a long list of disputes, please focus to settle these.

Few days back, I have written the aforementioned letter mentioning the above question alongwith other queries including Landmark harvesting, Energy Audit, CSR Audit, etc. I think you have received the letter, so, Mr. Atul Kumar Agarwal please revert on that.

**Mr. Atul Kumar Agarwal:** Yes Sir, we have received your query and we have replied on the same also. Let's suppose even though, if you require any further clarification, you can write us again please.

**Mr. Santosh Kumar Saraf:** Mr. Atul, all directors and others present in the meeting, May god bless you with long life ahead! I know I have taken much time. May this year, 2022, will be a wealthy, healthy and fulfilled for you all.

This Video conferencing meeting is much helpful, basically I am from Kolkata and I am being able to attend the meeting from Bangalore. If next year there will be the physical meeting, please maintain hybridism of physical and video conferencing for 10 to 15 minutes as it is so useful to express our views and in cost cutting.

Thank You!

**Mr. Atul Kumar Agarwal:** Thank You so much Sir!

**Now, first speaker shareholder Mr. Ajay Kumar Jain:** Yes, Good Afternoon Chairman! I am Ajay Kumar Jain from Delhi. I am very much influenced with the speech of Chairman of the Company as he maintained the transparency of success and failures in the business. These qualities of yours attract all the shareholders and they want you always be here for the company and get connected. You are trying the best to solve all the problems. Your vision and working style is hope for all the shareholders that all problems will redress soon. Also, the Company will achieve its goal and objectives.

Mr. Atul Sir gave a good picture by defining the financial matters and projections. The vision of Chairman Sir, the hardwork of Mr. Atul Sir and financial grip of Mr. Lalit kumar, CFO, will let the Company achieve the new heights.

Kudos to the reappointed directors in this meeting! Their counselling will let the Company to go ahead.

I want to say few words for the Chairman and Company Secretary "Koshish Karne walon ki kabhi haar nahin hogi aur Tuteja Sir ki hamesha jai jai kar rahegi". The best quality of Mr. Tuteja is that he faces all the good and bad time with smile. And the smile of Mr. Atul sir is filled with full of self-confidence because he fulfilled his responsibility towards the smooth and feasible conduct of meeting. The great example of teamwork is A2Z Infra, the company. After the meeting, if there will be the time please remember us. I firmly believe that there will be a bright future of Company and Management.

**Mr. Atul Kumar Agarwal:** Thank you so much!

**Third Speaker Shareholder Mr. Mahender Pal Bhutani:** Namaskar to Chairman Sir. Good Afternoon to all and Jai Hind. Firstly I would like to convey my good wishes to all the Board



Members on this AGM. I am thankful to the management for giving me this opportunity to interact and put my questions before you.

My first question is Medium and long term strategy roadmap on the challenges and to counter competitive platform.

And, Second is step to cut the cost and raise the impact of prevailing issue i.e. Inflation, rupee depreciation and domestic as well as overseas market issue. There was a scheme launched by the Government i.e. "Vivad se Vishwas Scheme". I want to know is there any settlement made by your company to clear the pending issue?

Which segment do you see most growth coming from and is there any specific bad debts. Sir, rest of all my points have been covered.

**Mr. Atul Kumar Agarwal:** Mr. Bhutani, I request you to please mention the queries which you have asked us in written. Due to time constraints, we would not be in position to reply on the other queries. I have received four queries from your side, I am just reading the reply of all those queries if you have any further queries you may ask us again

**Your First query is Medium and long term strategy roadmap on the challenges and to counter to the competitive platform.**

**Reply:** Our strategy for the immediate future of our business remains consistent. We are focused on tapping new opportunities across our profitable SUVs like facility management and waste management. Within the engineering service SUV we will shift our business from capital intensive EPC project to an OPEX based sustainable cash flow business in the operation and maintenance phase. In our mainstream facility management services SUV are focusing in the emerging opportunities in the government and public sector with tenders of maintenance and upkeep of the public places, railways, airports, monuments, etc. Being launched with the Swachh Bharat project, covering more cities, opportunities in the sanitization and the waste management areas are still continued to be our focus.

**Your Second query is Future Plan of the management to reward the members in any forecoming time?**

**Reply:** We would like to inform you right now we are focusing on the settlement with the banks. Once we will done with the OTS and become a profitable and debt free company then we will think about that part.

**Your Third query is Future growth level in turnover and profitability during the rest period of this financial year?**

**Reply:** We are currently focusing on the matter resolving our outstanding award sued debts. We are committed to return the company to a situation of positive financial health but it will take some time.

**Your Next query is there is a sufficient room for capital improvement in the balance sheet. Therefore, we want to know your steps to increase the assets quality and capital improvement for strengthen the balance sheet in this financial year.**

**Reply:** The COVID 19 Pandemic as stress the execution of the project in various sites. It has resulted into the distressed cash flow, our first priority is to become debt free from improved financial health of the company from available cash flows. After that we will focus on capital improvement area. Once we will become a debt free company and have sufficient cash flow, surplus in future for assets quality capital improvement.

So Mr. Bhutani, I would request you to please, whatever is your query you can just write us we will definitely revert to the same.

**Mr. Mahender Pal Bhutani:** No! So nice of you thank you very much Sir! Atul Sir you have answered so nicely to all queries and defined the framework of the Company in description. Likewise, Chairman Sir and Managing Director Sir have told us, I want to say that “Tufaano se khe do ki vo tham jaye kyunki hamari company pankhon se nahi buland iraado se udaan bharti hai” “Gairon se kehdo akele nahin hain hum duaaon ka kafila chalta hai hamare saath” so we wish our company with good wishes.

**Mr. Atul Kumar Agarwal:** Thank you Bhutani sir! Mr. Jain you can speak.

**Fourth Speaker Shareholder Mr. Vimal Jain:** Thank you for giving me this platform to connect with you. First of all I would like to welcome the chairman, all the directors, all the staff and my fellow shareholder members who are currently in this E-meeting through this platform. Sir, my most of the point have already been covered by you as well as in the speech given earlier but as we all know last year the company has suffered huge losses even much higher than the loss has suffered in couple of years back. So, I would like to know that what are the steps company is taking to deal with the shareholders interest in the future and how is the company is planning to reward the shareholders in the future for their bad debts for pulling out more shareholders and for attracting higher gains. So that's all I would like to know from you and I would like to again thank you for giving me this easy way of connecting with you and putting forward my query and I would also like to thank the secretarial department and all the staff who has made this platform so convenient for us to join.

Thank you!

**Mr. Atul Kumar Agarwal:** Thank you Sir! Mr Jain as we informed earlier also in the other shareholders queries. Right now we are focusing on the debt settlement and completion of the old projects. Once we will go through this tough time, after that we will think about the dividend and other things. Right now we are having accumulated losses so first we are in the completion of that phase so after that definitely we will do so.

Thank you so much!

**Mr. Vimal Jain:** Thank you! I hope that the company will come out with the flying colours in the near future.

Mr. Atul Kumar Agarwal informed that, if we would receive any further queries it will be addressed and answered in the sensible manner.

Further, I would like to inform that the voting will be available till 15 minutes after conclusion of this General Meeting. So any member who have not casted their votes may cast their votes on all the resolutions of the Company.

Now, I would request Mr. S.K. Tuteja to conclude this Meeting.

☆ **MR. SURENDER KUMAR TUTEJA**

Thank you once again all the shareholders who made this meeting very meaningful with their presence I want to say this that the Board feel gratified by your comments by your interest in the company and by your continued support to us. The Board is definitely working on the lines that some of you have suggested and we will continue to show better results now. At least a major part of our bad period is now behind us. Thank you very much and I look forward to see you again at the next AGM.

Thank You!

**Now, I would like to invite Mr. Atul Kumar Agarwal to give his Vote of Thanks!**

First of all, I wish to convey my deep sense of appreciation to the members of the Board of Directors and other dignitaries, for their dedication and inspirational leadership and outstanding contributions to the success to the Company.

I wish to take this opportunity of placing on record our deep sense of appreciation to M/s MRKS & Associates, Auditors of the Company and Mr. Suchitta Koley, partner of D. R. Associates, Secretarial Auditor for providing their significant services.

Thank you very much and that concludes the meeting!