

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



NOTICE

To,
The Members,
A2Z InfraserVICES Limited

Notice is hereby given that the 15th Annual General Meeting of the Members of **A2Z InfraserVICES Limited** will be held on Wednesday, the 29th day of September, 2023 at 10.00 a.m. at the registered office of the Company situated at O - 116, First Floor, DLF Shopping Mall, DLF City Phase - I, Arjun Marg, Gurugram-122002, Haryana, to transact the following business:-

ORDINARY BUSINESS:

1. A. To receive, consider and adopt the Standalone Audited Financial Statement of the Company consisting of the Standalone Balance Sheet as at March 31, 2023, 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.

B. To receive, consider and adopt the Consolidated Audited Financial Statement of the Company consisting of the Consolidated Balance Sheet as at March 31, 2023, 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.
2. To appoint a Director in place of Ms. Priya Goel (DIN : 08099271) 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.

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



3. Appointment of Statutory Auditors and to fix their Remuneration

“RESOLVED THAT pursuant to provisions of Section 139, 142 and/or other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. A. B. Sanwalka & CO., Chartered Accountants (Registration No. 007017N), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company to be held for the financial year 2027-28, in addition to the reimbursement of applicable taxes and the expenses incurred in connection with the audit.”

SPECIAL BUSINESS

4. Re- appointment of Ms. Dipali Mittal (DIN: 00872628) as Whole Time Director of the Company

To Consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to provision of Section 196, 197, 198 read with Schedule V and/or other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), provisions of the Articles of Association and subject to such other consents and approvals as may be required, approval of the members be and is hereby accorded for the re-appointment of **Mrs. Dipali Mittal (DIN-00872628)**, as a Whole-time Director of the Company liable to retire by rotation, for a further period of three (3) years w.e.f. 16th August, 2023 to 15th August, 2026, at a NIL remuneration, with authority to the Board of Directors (hereinafter referred to as the “**Board**”, which term shall include any Committee constituted or to be constituted by the Board from time to time) to alter the terms and condition of the appointment including remuneration of Mrs. Dipali Mittal, in

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



NOTES:

- ✓ A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.

The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed and stamped, not less than 48 hours before the commencement of the meeting. Proxy form is a part of this notice. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- ✓ Explanatory statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto.
- ✓ Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
- ✓ Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
- ✓ In case of joint holders attending the meeting together, only to the shareholder whose name appearing first will be entitled to vote.
- ✓ Corporate members / Institutional members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution/ authorization letter etc. authorizing their representative to attend and vote on their behalf at the meeting.
- ✓ To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- ✓ Members/Proxies are requested to bring the copies of annual reports and attendance slips to the meeting.

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



such manner as it may deem fit, provided that the remuneration is in accordance with the relevant provisions of the act

By Order of the Board of Director
A2Z InfraserVICES Limited

Date: 09.08.2023

Place: Gurugram

Sd/-

Amit Mittal
Director
DIN : 00058944

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



- ✓ Members who have not registered their e-mail address so far are requested to get their e-mail address registered with the Company so that they can receive any communication from the Company electronically.
- ✓ Company has obtained International Securities Identification Number (ISIN) for its equity shares. Members holding shares in physical mode may get their shares dematerialized.
- ✓ Documents referred in the Notice are available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. till the date of this Annual General Meeting.
- ✓ Route map of the venue of the meeting is annexed with this Notice.

By Order of the Board of Director
A2Z InfraserVICES Limited

Date: 09.08.2023

Place: Gurugram

Sd/-
Amit Mittal
Director
DIN : 00058944

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relation to the financial statements, shareholding etc., to the Company at the registered office of the Company on or before Wednesday, September 29, 2023 so that the answers/details can be kept ready at the AGM.

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



Additional information on director recommended for appointment / reappointment as required under Secretarial Standard -2

Profile of Director to be Appointed/Re-appointed

Ms. Priya Goel- Proposed to be re-appointed as Non-Executive Non-Independent Director

1. Brief Resume of the Director:

Ms. Priya Goel, aged 39 years, is currently designated as Additional Director of the Company.

2. Nature of expertise in specific functional areas:

Ms. Priya Goel is Graduate degree holder. Ms. Priya Goel employs her industrious experience and knowledge to ensure efficient management of the Company. She is currently holds directorship in M/s. Greenrock Waste Processing Private Limited.

3. Disclosure of inter-se relationships between directors and Key Managerial Personnel:

Sister of Mrs. Dipali Mittal, Whole Time Director of the Company.

4. Other companies (other than the Company) in which Ms. Priya Goel holds directorship and committee membership:

Directorship: 1

Chairperson / Membership of Board committees: Nil

5. Shareholding in the Company including shareholding as a beneficial owner: Nil

6. Terms and conditions for appointment / reappointment: As per the provisions of the Companies Act, 2013.

7. Remuneration last drawn: N.A.

8. Date of First Appointment on the Board: 01st March, 2022

9. Number of Board meetings attended during the year 2022-23: 04 out of 04.

A2Z INFRA SERVICES LIMITED

CIN No.: U74140HR2008PLC037820



Additional information on director recommended for appointment / reappointment as required under Secretarial Standard -2

Profile of Director to be Appointed/re-appointed

Ms. Dipali Mittal- Proposed to be re-appointed as Whole Time Director

1. Brief Resume of the Director:

Mrs. Dipali Mittal, aged about 50 years, holds a Master's degree in Business Administration (MBA) from the Indian Institute of Finance, New Delhi. She has varied industry experience in accounting, finance, operations and general management of companies.

2. Nature of expertise in specific functional areas:

Mrs. Dipali Mittal has varied industry experience in accounting, finance, operations and general management of companies.

She is currently holds the directorship in the following companies:

- ✓ A2Z Infra Engineering Limited
- ✓ Ecogreen Envirotech Solutions Limited

3. Disclosure of inter-se relationships between directors and Key Managerial Personnel:

Except Mr. Amit Mittal, being Spouse of Ms. Mittal and Ms. Priya Goel, sister of Ms. Mittal, none of the Director(s) and/or Key Managerial Person is related to Ms. Mittal.

4. Other companies (other than the Company) in which Ms. Dipali Mittal holds directorship and committee membership:

Directorship: 02

Chairperson / Membership of Board committees: 02

5. Shareholding in the Company including shareholding as a beneficial owner: Nil

6. Terms and conditions for appointment / reappointment: As the provisions of Companies Act, 2013.

7. Remuneration last drawn: N.A.

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



8. **Date of First Appointment on the Board:** 15th April, 2008.
9. **Number of Board meetings attended during the year 2022-23:** 4 (Four) out of 4 (Four)

A2Z INFRA SERVICES LIMITED

CIN No.: U74140HR2008PLC037820



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

ITEM NO. 4

Mrs. Dipali Mittal joined the Board as first Director of the Company. She was a Non-Executive Director and performing her functions at the Board level. She is also a member of the Corporate Social Responsibility Committee of the Company since 2014.

Mrs. Dipali Mittal, aged about 50 years, holds a Master's degree in Business Administration (MBA) from the Indian Institute of Finance, New Delhi. She has varied industry experience in accounting, finance, operations and general management of companies.

In recognition of her contribution as well as to derive benefit from her rich and varied experience, the Board of Directors of the Company, at its meeting held on 9th August, 2023, on the recommendation of the Nomination and Remuneration Committee, re - appointed her as Whole Time Director of the Company for a period of three years w.e.f. 15th August, 2023 to 16th August, 2026 at a NIL remuneration. Currently, she is drawing NIL remuneration. However, Ms. Mittal is the Managing Director in Ecogreen Envirotech Solutions Ltd., a subsidiary of the Company and she is withdrawing remuneration from Ecogreen, which is within the limits as prescribed under Section 197 and Schedule V of Companies Act, 2013.

She currently serves on the Board of A2Z Infra Engineering Limited and Ecogreen Envirotech Solutions Limited. She is a member of Corporate Social Responsibility Committee, Banking and Finance Committee of the Company. She is also a member of Nomination and Remuneration Committee and Chairman of Stakeholder Relationship Committee of A2Z Infra Engineering Limited. Further, Ms. Mittal has attended all the four board meeting held during the financial year 2022-23.

The Board of Directors of the Company, at its meeting held on 9th August, 2023 has, subject to approval of members, re-appointed Ms. Dipali Mittal as Whole Time Director of the Company for a further period of three (3) years from the expiry of her present term, that is, w.e.f. 15th August, 2023 to 16th August, 2026, at NIL remuneration.

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



The Company has received notice under Section 160 of the Companies Act, 2013 (the Act) from a member proposing candidature of Ms. Mittal as a Whole Time Director of the Company. Ms. Mittal is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has given all the necessary declarations and confirmation.

Ms. Mittal is deemed to be concerned or interested in the said resolution of this notice. Mr. Amit Mittal, being Spouse of Ms. Mittal and Ms. Priya Goel, sister of Ms. Mittal are also deemed to be interested in the said resolution. None of the other Directors except Mr. Amit Mittal and Ms. Priya Goel, Directors of the Company or their relatives are, in any way, concerned or interested in the item no. 4 of the accompanying notice.

The appointment of Ms. Mittal is appropriate and in the best interest of the Company hence, the Board recommends the Ordinary Resolution, at item No. 4 of the accompanying notice, for the approval of the members of the Company.

By Order of the Board of Director
A2Z InfraserVICES Limited

Date: 09.08.2023

Place: Gurugram

Sd/-

Amit Mittal

Director

DIN : 00058944

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



ATTENDANCE SLIP

Annual General Meeting- Wednesday, the 29th September, 2023

Name.....

.....
.....

DP Id*

Client Id*/Folio No.

Address.....

.....

I/we hereby record my/our presence at the Annual General Meeting of the Company to be held at the **Corporate Office of the Company situated at O - 116, First Floor, DLF Shopping Mall, DLF City Phase - I, Arjun Marg, Gurugram-122002, Haryana on Wednesday, the 29th September, 2023 at 10.00 a.m.**

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



Form No. 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]

Name of the member (s) :-

Registered address :-

E-mail Id :-

Folio No/ Client Id :-

DP ID :-

I/We, being the member (s) of shares of the above named 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on **Wednesday, the 29th September, 2023** at 10.00 a.m. at **O - 116, First Floor, DLF Shopping Mall, DLF City Phase - I, Arjun Marg, Gurugram-122002, Haryana**, on and at any adjournment thereof in respect of such resolutions as are indicated below:

Registered Office: O- 116, First Floor, DLF Shopping Mall, DLF City Phase-1, Arjun Marg, Gurugram-122 002
Corporate Office: Ground Floor, Plot No. 58, Sector-44, Gurugram- 122003, Haryana (INDIA)
Tel.:+91-124-497-4786, Website : www.a2zgroup.co.in, Email: reachus@a2zemail.com

A2Z INFRASERVICES LIMITED

CIN No.: U74140HR2008PLC037820



Resolution No.	Description	Optional	
		For	Against
1A.	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.		
1B.	To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of Auditors thereon.		
2.	To appoint a Director in place of Ms. Priya Goel, who retires by rotation and, being eligible, offers herself for re-appointment.		
3	To Appoint Statutory Auditors and to fix their Remuneration		
4	To re appoint Ms. Dipali Mittal as a Whole Time Director		

Signed this..... day of..... 2023

Signature of shareholder_____
Signature of Proxy holder(s)

Affix Revenue Stamp (Rs. 1)

Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting to be held at 10.00 a.m. on Wednesday, the 29th September, 2023.

A2Z INFRASERVICES LIMITED

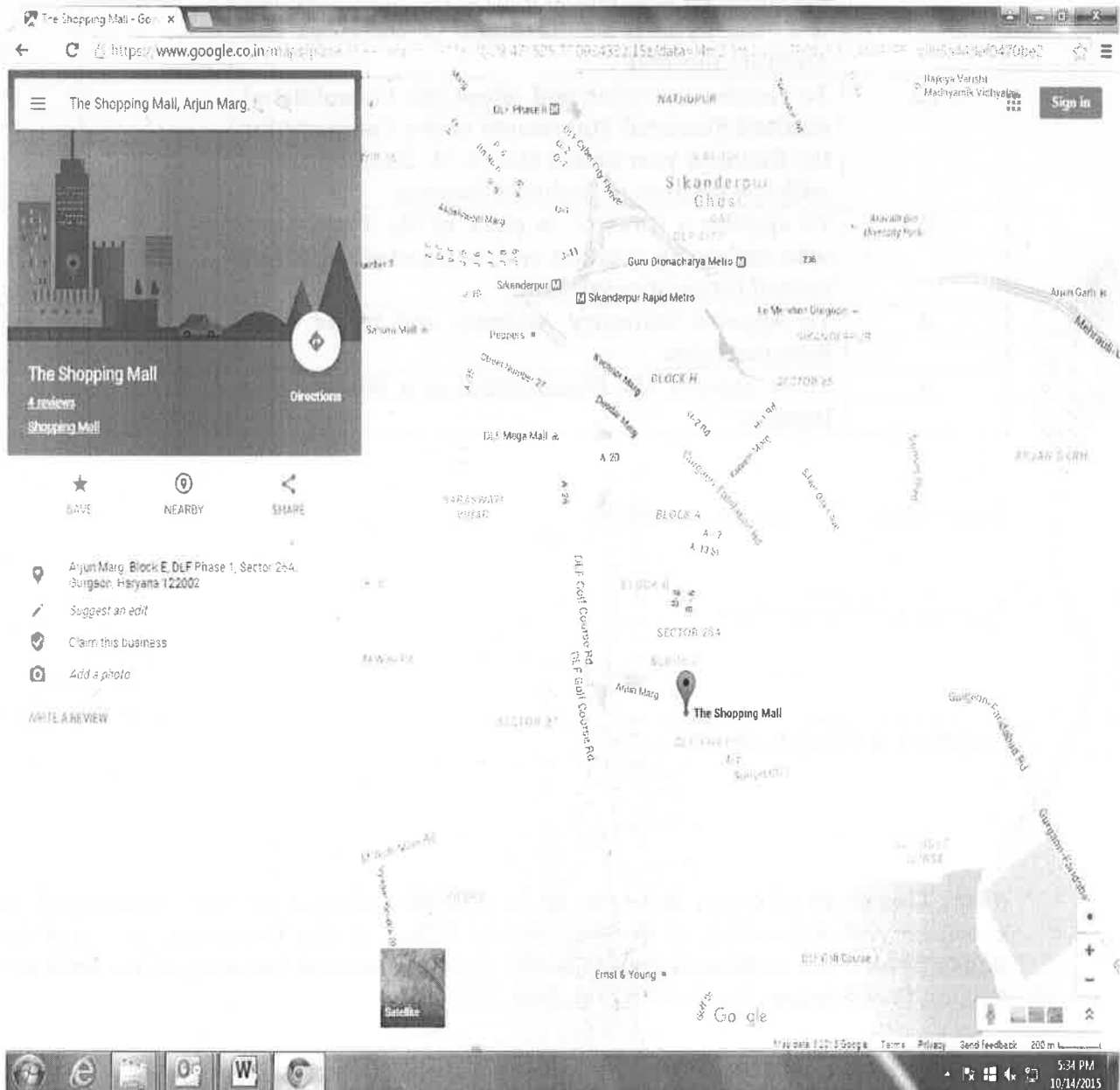
CIN No.: U74140HR2008PLC037820



Map for the Venue of AGM

Corporate Office - A2Z Group, Gurgaon

O - 116, First Floor, DLF Shopping Mall, DLF City Phase - I, Arjun Marg, Gurugram-122002, Haryana



Registered Office: O- 116, First Floor, DLF Shopping Mall, DLF City Phase-1, Arjun Marg, Gurugram-122 002
Corporate Office: Ground Floor, Plot No. 58, Sector-44, Gurugram- 122003, Haryana (INDIA)
Tel.:+91-124-497-4786, Website : www.a2zgroup.co.in, Email: reachus@a2zemail.com