# Form No. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### 1. REGISTRATION AND OTHER DETAILS:

CIN	L74999HR2002PLC034805
Registration Date	January 07, 2002
Name of the Company	A2Z INFRA ENGINEERING LTD.
Category/Sub-Category of the Company	Company Limited by shares/Indian Non-Government Company
Address of the Registered office and contact details	O-116, 1st Floor, DLF Shopping Mall, Arjun Marg, DLF Phase-I, Gurugram – 122002, Haryana, Telephone No.: +91 124 4517600 Fax No.: +91 124 4380014 E-mail: investor.relations@a2zemail.com Website: www.a2zgroup.co.in
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Alankit Assignments Limited Alankit House, 4E/2, Jhandewalan Extension, New Delhi – 110055 Ph.:- +91-11-42541234, 23541234 Fax: - +91-11-23552001 Email ID: - rta@alankit.com, Website: www.alankit.com

#### 2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

		Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
ſ	1.	Engineering Services	42202	99.93

#### 3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SI. No.	Name and Address of the Company	CIN/GLN	Subsidiary/ Associate/ Joint Venture	% of Shares Held	Applicable Section
1	A2Z Infraservices Ltd. O-116, lst Floor, DLF Shopping Mall, Arjun Marg, DLF PH-I Gurugram - 122002, Haryana	U74140HR2008PLC037820	Subsidiary	93.83	2(87)
2	A2Z Powercom Ltd. O-116, lst Floor, DLF Shopping Mall, Arjun Marg, DLF PH-I Gurugram - 122002, Haryana	U45204HR2008PLC037877	Subsidiary	100.00	2(87)
3	Magic Genie Services Ltd. O-116, lst Floor, DLF Shopping Mall, Arjun Marg, DLF PH-I Gurugram - 122002, Haryana	U93090HR2011PLC042055	Subsidiary	75.00	2(87)
4	A2Z Powertech Ltd. O-116, Ist Floor, DLF Shopping Mall, Arjun Marg, DLF PH-I Gurugram - 122002, Haryana	U72900HR2008PLC037875	Subsidiary	100.00	2(87)
5	Chavan Rishi International Ltd. Plot No- B. 38, Institutional Area, Sector-32, Gurugram- 122001, Haryana	U51909HR1989PLC053273	Subsidiary	100.00	2(87)
6	Mansi Bijlee & Rice Mills Ltd. O-116, Ist Floor, DLF Shopping Mall, Arjun Marg, DLF PH-I Gurugram-122002, Haryana	U74140HR2010PLC040670	Subsidiary	100.00	2(87)

SI. No.	Name and Address of the Company	CIN/GLN	Subsidiary/ Associate/ Joint Venture	% of Shares Held	Applicable Section
7	Ecogreen Envirotech Solutions Ltd. O-116, lst Floor, DLF Shopping Mall, Arjun Marg, DLF PH-I Gurugram-122002, Haryana	U90000HR2010PLC041510	Indirect Subsidiary	79.47	2(87)
8	A2Z Infraservices Lanka Pvt. Ltd. BOC Merchant Tower, Level 8, No: 28 St. Michael's Road, Colombo 3	119227	Indirect Foreign Subsidiary	93.83	2(87)
9	A2Z Waste Management (Aligarh) Ltd.* Plot No- B. 38, Institutional Area, Sector-32, Gurugram-122001, Haryana	U90000HR2009PLC039778	Indirect Subsidiary	75.06	2(87)
10	A2Z Waste Management (Ludhiana) Ltd.* Plot No- B. 38, Institutional Area, Sector-32, Gurugram- 122001, Haryana	U90002HR2011PLC043415	Indirect Subsidiary	65.68	2(87)
11	Magic Genie Smartech Solutions Ltd.* Plot No- B. 38, Institutional Area, Sector-32, Gurugram- 122001, Haryana	U90009HR2016PLC064756	Indirect Subsidiary	65.68	2(87)
12	A2Z Waste Management (Nainital) Private Ltd. Plot No- B. 38, Institutional Area, Sector-32, Gurugram-122001, Haryana	U90000HR2010PTC040688	Associate	48.00	2(6)
13	A2Z Green Waste Management Ltd. (Group)** 28/142, Ground Floor, West Patel Nagar, Delhi – 110008	U45200DL2007PLC160927	Associate	42.61	2(6)

<sup>\*</sup>A2Z Waste Management (Aligarh) Ltd., A2Z Waste Management (Ludhiana) Ltd. ceased to be the subsidiaries of A2Z Green Waste Management Limited w.e.f. July 14, 2019 and become subsidiary of A2Z Infraservices Ltd. w.e.f. July 15, 2019 and Magic Genie Smartech Solutions Limited becomes subsidiary of A2Z Waste Management (Ludhiana) Ltd. w.e.f. December 18, 2017. Hence, all these companies become indirect subsidiary of the Company w.e.f. July 15, 2019.

#### Subsidiaries of A2Z Green Waste Management Ltd. are as follows:-

- 1. A2Z Waste Management (Aligarh) Ltd. (till July 14, 2019)
- 2. A2Z Waste Management (Badaun) Ltd.
- 3. A2Z Waste Management (Balia) Ltd.
- 4. A2Z Waste Management (Dhanbad) Pvt. Ltd.
- 5. A2Z Waste Management (Fatehpur) Ltd.
- 6. A2Z Waste Management (Jaunpur) Ltd.
- 7. A2Z Waste Management (Ludhiana) Ltd. (till July 14, 2019)
- 8. A2Z Waste Management (Ranchi) Ltd.
- 9. A2Z Waste Management (Merrut) Ltd.
- 10. A2Z Waste Management (Mirzapur) Ltd.
- 11. A2Z Waste Management (Moradabad) Ltd.
- 12. A2Z Waste Management (Sambhal) Ltd.
- 13. A2Z Waste Management (Jaipur) Ltd.
- 14. A2Z Waste Management (Ahmedabad) Ltd.
- 15. Shree Balaji Pottery Private Limited.
- 16. Shree Hari Om Utensils Private Limited
- 17. A2Z Waste Management (Varanasi) Ltd.
- 18. Earth Environment Management Services Pvt Ltd.

### Subsidiaries of A2Z Waste Management (Ludhiana) Ltd.:

1. Magic Genie Smartech Solutions Limited.

Further, during the year, A2Z Waste Management (Nanded) Pvt. Ltd. and Selligence Technologies Services Private Limited, subsidiaries of the Company striked off under section 248 of the Companies Act, 2013 w.e.f. December 02, 2019 and December 16, 2019 respectively.

<sup>\*\*</sup>A2Z Green Waste Management Limited ('AGWML') which has holding in various SPVs under its fold (hereinafter A2Z Green Waste Management Limited together with its subsidiaries is referred to as A2Z Green Waste Management Group).

# 3. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) AS ON MARCH 31, 2020

# a. Category-wise Shareholding

SI. No.	Category of Shareholders	1		s held at the /ear (01.04.2	019)	l		es held at the ear (31.03.20)	-	% of change
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
	(a) Individuals/ Hindu Undivided Family	29296785	0	29296785	16.63	28296785	0	28296785	16.073	(0.56)
	(b) Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	-
	(c) Bodies Corporate	22200000	0	22200000	12.61	22200000	0	22200000	12.61	-
	(d) Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	-
	(e) Any Others(Specify)	0	0	0	0.00	0	0	0	0.00	-
	Sub Total(A)(1)	51496785	0	51496785	29.24	50496785	0	50496785	28.67	(0.56)
2	Foreign									
	a Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	-
	b Bodies Corporate	0	0	0	0.00	0	0	0	0.00	-
	c Institutions	0	0	0	0.00	0	0	0	0.00	_
	d Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	-
	e Any Others(Specify)	0	0	0	0.00	0	0	0	0.00	_
	Sub Total(A)(2)	0	0	0	0.00	0	0	0	0.00	_
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	51496785	0	51496785	29.24	50496785	0	50496785	28.67	(0.56)
(B)	Public shareholding									
1	Institutions									
	(a) Mutual Funds/ UTI	0	0	0	0.00	0	0	0	0.00	-
	(b) Financial Institutions / Banks	6295608	0	6295608	3.57	10610	0	10610	0.01	(3.56)
	(c) Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	-
	(d) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	-
	(e) Insurance Companies	0	0	0	0.00	0	0	0	0.00	-
	(f) Foreign Institutional Investors	4295439	0	4295439	2.44	4296000	0	4296000	2.44	-
	(g) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
	(h) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	-
	(i) Any Other (specify)# BANK FOREIGN	12562815	0	12562815	7.13	0	0	0	0.00	(7.13)
	Sub-Total (B)(1)	23153862	0	23153862	13.14	4306610	0	4306610	2.45	(10.69)
B 2	Central Government/State Government(s)/ President of India	12438	0	12438	0.01	0	0	0	0	(0.01)
	Sub-Total (B)(2)	12438	0	12438	0.01	0	0	0	0	(0.01)
B 3	Non-institutions									
(a)	Bodies Corporate	28567537	0	28567537	16.22	29543458	0	29543458	16.77	0.55
(b)	Individuals									
ı	Individuals-									
	i. Individual shareholders holding nominal share capital up to INR 1 lakh	27250342	4943	27255285	15.48	28994666	4943	28999609	16.47	0.99
II	ii. Individual shareholders holding nominal share capital in excess of INR 1 lakh.	34864524	0	34864524	19.80	50633417	0	50633417	28.75	8.93
(c)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	_
(d)	Any Other (specify)									
	(d-i) Non Resident Indian	10362205	0	10362205	5.88	11334707	0	11334707	6.45	0.57
	(d-ii) Corporate Body (Foreign Body)	0	0	0	0.00	0	0	0	0.00	



SI. No.	Category of Shareholders		No. of Shares held at the beginning of the Year (01.04.2019)  No. of Shares held at the end of the Year (31.03.202)				% of change			
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
	(d-iii) Trust	0	0	0	0.00	0	0	0	0	-
	(d-iv) NBFCs registered with RBI	13100	0	13100	0.01	0	0	0	0.00	(0.01)
	(d-v) Clearing member	394122	0	394122	0.22	260446	0	260446	0.15	(0.07)
	(d-vi) IEPF	0	0	0	0	12438	0	12438	0.01	0.01
	(d-Vii) Non Resident Non Repartriates	0	0	0	0	532388	0	532388	0.30	0.30
	Sub-Total (B)(3)	10145183	4943	101456773	57.61	121311520	4943	121316463	68.88	11.27
(B)	Total Public Shareholding (B)= (B)(1)+ (B)(2)+(B)(3)	124618130	4943	124623073	70.76	125618130		125623073	71.33	0.57
	TOTAL (A)+(B)	176114915	4943	176119858	100.00	176114915	4943	176119858	100.00	-
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	-
2	Public	0	0	0	0.00	0	0	0	0.00	-
	Sub-Total (C )	0	0	0	0.00	0	0	0	0.00	-
	GRAND TOTAL (A)+(B)+(C)	176114915	4943	176119858	100.00	176114915	4943	176119858	100.00	-

# b. Shareholding of Promoters/Promoters Group:-

SI. No.	Shareholder's/ Promoter Name		Shareholding at the beginning of the year 01.04.2019 Shareholding at the end of the year 31.03.2020				% change in Share-	
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	holding during the year
1.	Amit Mittal*	2,73,50,601	15.53	15.53	27,350,601	-15.53	15.53	-
2.	Priya Goel	10,382	0.01	0.00	10,382	0.01	0.00	_
3.	Shivswaroop Gupta (HUF)	19,35,802	1.10	0.00	9,35,802	0.53	0.00	(0.57)
4.	Mestric Consultants Private Ltd.	2,22,00,000	12.61	12.61	2,22,00,000 12.61		12.61	-
	Total	5,14,96,785	29.24	28.14	5,04,96,785	28.67	28.14	0.57

<sup>\*</sup>During the F.Y. 2019-20, 10,00,000 equity Shares were sold by Mr. Shivswaroop Gupta (HUF), in the open market.

# c. Change in Promoters' Shareholding (please specify, if there is no change):-

	Shareholding a of the year		Date	Increase/ Decrease	Reason	Cumulative S during t	•
	No. of shares	% of total shares of the company		in shareholding		No. of shares	% of total shares of the company
At the beginning of the year	5,14,96,785	29.24	24.06.2019 25.06.2019	' '	Equity Shares have been sold by Mr. Shivswaroop Gupta (HUF) in open market.	5,04,96,785	28.67
At the end of the year	5,04,96785	28.67	31.03.2020	-	-	5,04,96,785	28.67

#### d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI. No.	Name of Shareholder	Shareholding at the beginning of the year (01.04.2019) Change in Shareholding Shareholding at the end of the year (31.03.		, .		-	
		No. of Shares	% of total Shares of the company	Increase	Decrease	No. of Shares	% of total Shares of the company
1.	Standard Chartered Bank**	125,62,815	7.13	-	125,62,815	-	-
2.	Edelweiss Asset Reconstruction Company Ltd.	114,32,161	6.49	-	1	114,32,161	6.49
3.	Shankar Sharma	82,00,000	4.66	-	1	82,00,000	4.66
4.	SICOM Ltd.**	62,81,408	3.57	-	62,81,408	-	
5.	Aspire Emerging Fund	27,03,439	1.53	-	8,51,439	18,52,000	1.05
6.	Jane Sequeira Pinto	25,29,901	1.44	-	-	25,29,901	1.44
7.	Multiplex Capital Ltd.**	17,64,182	0.65	-	13,97,379	3,66,803	0.21
8.	Globe Capital Market Ltd	15,95,534	0.91	-	6,86,650	9,08,884	0.52
9.	India Opportunities Growth Fund Ltd - Pinewood Strategy	11,00,000	0.63	-	-	11,00,000	0.62
10.	Perfect Synergy Advisory Services Pvt. Ltd	10,66,264	0.61	-	-	10,66,264	0.61
11.	Standard Chartered Securities (India) Limited*	-		80,21,522	-	80,21,522	4.55
12.	Manish Chanda*	-		61,60,352	-	61,60,352	3.50
13.	Prem Prakash Goel*	-		10,30,000	-	10,30,000	0.58

#### Notes:

The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

\*Not in the list of Top 10 shareholders as on April 1, 2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on March 31, 2020.

\*\*Ceased to be in the Top 10 shareholders as on March 31, 2020. The same is reflected above since the shareholder was one of the Top 10 shareholders as on April 1, 2019.

#### e. Shareholding of Directors and Key Managerial Personnel:

SI. No.	o. beginning of the year during			n Shareholding the year 3.2020)	
		No. of % of total Shares of the company		No. of Shares	% of total Shares of the company
1.	Mr. Surender Kumar Tuteja	Nil	Nil	Nil	Nil
2.	Dr. Ashok Kumar	Nil	Nil	Nil	Nil
3.	Ms. Atima Khanna*	Nil	Nil	Nil	Nil
4.	Mr. Amit Mittal	2,73,50,601	15.53	2,73,50,601	15.53
5.	Ms. Dipali Mittal	NIL	NII	NIL	NIL
6.	Mr. Rajesh Jain	4,62,988	0.25	4,90,988	0.28
7.	Dr. Ashok Kumar Saini	3,00,000	0.17	3,00,000	0.17
8.	Mr. Atul K. Agarwal	57,045	0.03	20,045	0.01
9.	Mr. Rajiv Chaturvedi	Nil	Nil	500	Negligible

<sup>\*</sup>Ms. Atima Khanna was appointed as Additional Non-Executive Independent Director of the Company w.e.f. May 23, 2019 and was regularized in Annual General Meeting of the Company effective from September 28, 2019.

#### 5. INDEBTEDNESS

#### Indebtedness of the Company including interest outstanding / accrued but not due for payment

(In INR)

Particulars	Secured Loans	Unsecured	Deposits	Total
	excluding deposits	Loans		Indebtedness
Indebtedness at the beginning of the financial year (01.04.2019)				
i) Principal Amount	3,41,67,49,001	-	-	3,41,67,49,001
ii) Interest due but not paid	39,93,54,329	-		39,93,54,329
iii) Interest accrued but not due	34,51,115	-	-	34,51,115
Total (i+ii+iii)	3,81,95,54,445	-	-	3,81,95,54,445
Change in Indebtedness during the financial year			-	
Addition	2,68,73,818	-	-	2,68,73,818
Reduction	-	-	-	-
Net Change	2,68,73,818	-	-	2,68,73,818
Indebtedness at the end of the financial year(31.03.2020)			-	
i) Principal Amount	3,84,64,28,263	-	-	3,84,64,28,263
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,84,64,28,263	-	-	3,84,64,28,263

#### 6. REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### a. Remuneration of Managing Director, Whole-time Directors and / or Manager:-

(In INR)

	Particulars of Remuneration	Name of MI	Name of MD/WTD/Manager		
Sr. No.		Mr. Amit Mittal (Managing Director)	Mr. Rajesh Jain (CEO cum Whole time Director)	Total Amount	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil*	Nil*	Nil	
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	Nil	Nil	Nil	
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	Nil	Nil	Nil	
2.	Stock Option	Nil	Nil	Nil	
3.	Sweat Equity	Nil	Nil	Nil	
4.	Commission- as % of profit	Nil	Nil	Nil	
5.	Others, Allowances	Nil	Nil	Nil	
	Total (A)	Nil	Nil	Nil	
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)	-	-	-	

<sup>\*</sup>Due to abatement/rejection by the Central Government for the application filed for remuneration to Mr. Amit Mittal and Mr. Rajesh Jain, executive directors of the Company, they are not getting any remuneration from the Company. However, they have been appointed as executive directors in A2Z Infraservices Limited, material subsidiary of the Company and are getting remuneration from there.

<sup>\*</sup>During the Financial year 2019-20, 12,00,000 stock options were granted to Mr. Rajesh Jain under A2Z Employee Stock Option Plan 2018.



<sup>#</sup> Salary includes Basic Salary, House Rent Allowance, Special Allowance, the monetary value of which has been calculated in accordance with the provisions of the Income Tax Act, 1961 and Rules made thereunder but does not include Company's Contribution to Gratuity Fund, Contribution of Provident Fund and Superannuation Fund and annuity fund etc.

#### b. Remuneration to other directors:

(In INR)

Sr. No.	Particulars of Remuneration	Fee for attending board/committee meetings	Commission	Others, please specify	Total Amount
	Independent Directors				
1.	Mr. S. K. Tuteja	5,50,000	NIL	NIL	5,50,000
2.	Dr. Ashok Kumar	3,75,000	NIL	NIL	3,75,000
3.	Ms. Atima Khanna	3,00,000	NIL	NIL	3,00,000
	Other Non-Executive Directors				
4.	Ms. Dipali Mittal	3,00,000	NIL	NIL	3,00,000
5.	Dr. Ashok Kumar Saini	75,000	NIL	NIL	75,000
	Total	16,00,000	NIL	NIL	16,00,000

#### c. Remuneration to Key Managerial Personnel (other than MD / Manager / WTD):-

(In INR)

Sr.	Particulars of Remuneration	Name of Key Manag		
No.		Mr. Rajiv Chaturvedi (Chief Financial Officer)	Mr. Atul Kumar Agarwal (Company Secretary)	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	23,48,750/-	38,97,303/-	62,46,053/-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission- as % of profit	-	-	-
5.	Others, Allowances	-	-	-
	Total (A)	23,48,750/-	38,97,303/-	62,46,053/-

#Salary includes Basic Salary, House Rent Allowance, Special Allowance, use of Company's Car, perquisites the monetary value of which has been calculated in accordance with the provisions of the Income Tax Act, 1961 and Rules made thereunder but does not include Company's Contribution to Gratuity Fund, Contribution of Provident Fund and Superannuation Fund and annuity fund etc.



# d. Compounding of Offences:

	Туре	Section of Companies Act	Brief description	Details of penalty/punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made, if any give details
A.	COMPANY					
	Penalty	Nil				
	Punishment					
	Compounding					
B.	DIRECTORS					
	Penalty			Nil		
	Punishment					
	Compounding					
C.	OTHER OFFICERS IN DEFAULT					
	Penalty			Nil		
	Punishment					
	Compounding					

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