

# **A2Z INFRA SERVICES LIMITED**

CIN: 74140HR2008PLC037820

Regd. Office: O-116, First Floor, DLF Shopping Mall, DLF City Phase-1, Arjun Marg, Gurgaon-122002, Haryana

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## **NOTICE OF THE ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 10<sup>th</sup> Annual General Meeting of the Members of **A2Z Infrservices Limited** will be held on Friday, the 28<sup>th</sup> day of September, 2018 at 3.00 P.M. at the Board Room/F4 of the corporate office of the Company situated at B-38, Institutional Area, Sector-32, Gurugram-122001, Haryana, to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of Auditors thereon.
3. To appoint a Director in place of Mr. Amit Mittal, who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

4. **Re-appointment of Mr. Amit Mittal as Managing Director of the Company and to fix his Remuneration.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provision of Section 196, 197, 198, 203 read with Schedule V and/or other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), 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 to the re-appointment of **Mr. Amit Mittal** as Managing Director of the Company liable to retire by rotation for a further period of three (3) years w.e.f. 24<sup>th</sup> October, 2018 to 23<sup>rd</sup> October, 2021, at a remuneration of Rs. 4,00,000/- (Rupees four lakh only) per month, 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 Mr. Amit Mittal, in such manner as it may deem fit, provided that the remuneration is in accordance to the subsisting provisions of the Act.

**RESOLVED FURTHER THAT** the remuneration as set out above be paid as minimum remuneration to Mr. Amit Mittal in terms of Section II(A) of Part II of Schedule V, notwithstanding that in any financial year during his tenure as Managing Director the Company has made no profits or its profits are inadequate, in accordance with the provision of the Act.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution.”

**For and behalf of the Board of Directors  
A2Z Infrservices Limited**

Date: 14.08.2018  
Place: Gurgaon

Sd/-  
Abhay Kumar Sharma  
Company Secretary  
M. No. A20939  
B-38, Institutional Area, Sector 32  
Gurgaon-122001, Haryana

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## **NOTES:**

- 1. 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. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND SIGNED IN THE ENCLOSED FORM AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. 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.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting and that such authority must be conferred in advance, and not by ratifying its act subsequently by a Board Resolution.
5. 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.
6. 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 the Annual General Meeting.

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

### **Item No. 3**

Mr. Amit Mittal joined the Board as a first director of the Company. Mr. Amit Mittal, aged about 50 years, is B. Tech in Civil Engineering from the Indian Institute of Technology, Roorkee and has approx. 30 years of experience in project management and execution in the power, oil and infrastructure sectors. Mr. Mittal is responsible for the management of the overall operations of the Company and has been instrumental in enabling the Company to diversify and expand its operations on PAN India basis. He is actively involved in long term strategy formulations and in exploring new growth avenues for the Company. Mr. Mittal has been awarded with the Ernst & Young award for the Start-up Entrepreneur of the year 2009.

In recognition of his contribution as well as to derive benefit from his rich and varied experience, the Board of Directors of the Company, at its meeting held on October 24, 2015, on the recommendation of the Nomination and Remuneration Committee, appointed him as Managing Director of the Company for a period of three years w.e.f. October 24, 2015 to October 23, 2018. Currently, he is drawing a remuneration of Rs. 4,00,000/- per month.

He currently serves on the Board of A2Z Infra Engineering Limited, A2Z Powercom Limited, \*Mjooz Global Private Limited and \*Maxpro Global Trading Private Limited. He is a member of Audit Committee and Chairman of Corporate Social Responsibility Committee of the Company. He is also a member of Corporate Social Responsibility Committee of A2Z Infra Engineering Limited.

*\* Under strike off.*

The Board of Directors of the Company, at its meeting held on August 14, 2018 has, subject to approval of members, re-appointed Mr. Amit Mittal as Managing Director of the Company for a further period of three (3) years from the expiry of his present term, that is, w.e.f. October 24, 2018 till October 23, 2021, at the same remuneration, i.e. Rs. 4,00,000/- (Rupees four lakh only) per month as recommended by the Nomination and Remuneration Committee.

The statement of information, as required under Schedule V of the Companies Act, 2013, is given hereunder:-

### **I. GENERAL INFORMATION**

#### **1. Nature of Industry:**

The Company is mainly engaged in providing Integrated Facility Management Services.

#### **2. Date or expected date of Commencement of commercial production:**

April 15, 2008

#### **3. In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus:**

Not Applicable

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## 4. Financial performance based on given indicators:

The Financial performance of the Company in the last two years is an under:

(INR Lacs)

| Parameters                      | 2017-18          | 2016-17          |
|---------------------------------|------------------|------------------|
| Revenue from operation          | 26,864.94        | 27,585.40        |
| Other Income                    | 1,038.16         | 839.86           |
| <b>Total Income</b>             | <b>27,903.10</b> | <b>28,425.26</b> |
| Operating expenses              | 25,938.56        | 26,341.31        |
| Finance cost                    | 1,077.83         | 1,279.18         |
| Depreciation & Amortisation     | 177.74           | 156.16           |
| <b>Total expenses</b>           | <b>27,194.13</b> | <b>27,776.57</b> |
| Profit / (Loss) before tax      | 708.97           | 648.69           |
| Provision for tax               | 223.77           | 200.64           |
| <b>Profit/ (Loss) after tax</b> | <b>485.20</b>    | <b>448.05</b>    |

## 5. Foreign investment or collaborator's, if any:

A wholly owned subsidiary by the name of A2Z Infrservices Lanka (Pvt.) Ltd. has been incorporated in Sri Lanka on 6<sup>th</sup> January, 2017.

## II. INFORMATION ABOUT THE APPOINTEE:

### 1. Background details:

Mr. Amit Mittal, aged about 50 years, is B. Tech in Civil Engineering from the Indian Institute of Technology, Roorkee and has approx. 30 years of experience in project management and execution in the power, oil and infrastructure sectors.

**2. Past Remuneration:** Rs. 4,00,000/- (Rupees four lakh only) per month

**3. Recognition or awards:** Start-up Entrepreneur of the year 2009 by Ernst & Young.

### 4. Job profile and his suitability:

Mr. Mittal is responsible for the management of the overall operations of the Company and has been instrumental in enabling the Company to diversify and expand its operations on PAN India basis. He is actively involved in long term strategy formulations and in exploring new growth avenues for the Company.

Considering the qualification and experience of Mr. Mittal in operation, project execution and strategy formulation, his appointment as Managing Director of the Company would be of immense benefit to the Company.

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5. **Remuneration proposed:** Rs. 4,00,000/- per month.
6. **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 with respect to the country of his origin).**

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Amit Mittal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to the similar counterparts in other companies.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the Company, or relationship with the managerial personnel, if any**

Besides the remuneration proposed to be paid to Mr. Amit Mittal, he does not have any other pecuniary relationship with the Company. He is the spouse of Mrs. Dipali Mittal, Whole-time Director of the Company.

### **III. OTHER INFORMATION**

1. **Reason of loss or inadequate profits:**

The Company has been earning profits in the preceding years and is expected to do well in future also.

2. **Steps taken or proposed to be taken for improvement:**

The Company has been earning profits in the past consistently and is expected to do well in future also. The Company continues to make all efforts to recover dues from its clients by negotiations or other legal recourse. The Company is involved in the endeavors that will provide best services to its clients.

3. **Expected increase in productivity and profits in measurable terms:**

The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future. The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present economic and industry scenario to predict profits in measurable terms.

Mr. Mittal does not hold any share in the Company. He is the spouse of Mrs. Dipali Mittal, Whole-time Director of the Company.

The Board considers that the association of Mr. Mittal would be of immense benefit to the Company and accordingly, recommends the accompanying resolution as special resolution for approval of the members.

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None of the directors, KMP or their relatives except Mr. Amit Mittal himself and his spouse Mrs. Dipali Mittal is, in any way, concerned with or interested, financially or otherwise, in the accompanying resolution.

**For and behalf of the Board of Directors  
A2Z Infrservices Limited**

Date: 14.08.2018  
Place: Gurgaon

Sd/-  
Abhay Kumar Sharma  
Company Secretary  
M. No. A20939  
B-38, Institutional Area, Sector 32  
Gurgaon-122001, Haryana

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## ATTENDANCE SLIP

**Annual General Meeting- Friday, the 28<sup>th</sup> September, 2018**

Name.....

.....

Address.....

.....

|                      |  |
|----------------------|--|
| DP Id*               |  |
| Client Id*/Folio No. |  |

I/we hereby record my/our presence at the Annual General Meeting of the Company to be held at **Board Room/F4 of the Corporate Office of the Company situated at Plot No. B-38, Institutional Area, Sector-32, Gurgaon-122001 (Haryana) India** on Friday, the 28<sup>th</sup> September, 2018 at 03.00 p.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.**

\*Applicable for investor holding shares in electronic form.

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# A2Z INFRASERVICES LIMITED

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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 Friday, 28<sup>th</sup> day of September, 2018 at 03.00 p.m. at **Board Room/F4 of the Corporate Office of the Company situated at**

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**Plot No. B-38, Institutional Area, Sector-32, Gurgaon-122001 (Haryana)**, on and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Description   | Optional |         |
|----------------|---|----------|---------|
|                |   | For      | Against |
| 1.             | To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon. |          |         |
| 2.             | To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of Auditors thereon.                          |          |         |
| 3.             | To appoint a Director in place of Mr. Amit Mittal, who retires by rotation and, being eligible, offers himself for re-appointment.  |          |         |
| 4.             | Re-appointment of Mr. Amit Mittal as Managing Director of the Company and to fix his Remuneration.  |          |         |

Signed this..... day of..... 2018

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

|                                   |
|-----------------------------------|
| Affix<br>Revenue<br>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 03.00 p.m. on Friday, the 28<sup>th</sup> September, 2018**

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## Map for the Venue of AGM

### Corporate Office – A2Z Group, Gurgaon

Board Room/F4 at Plot No. B-38, Institutional Area, Sector-32, Gurgaon-122001 (Haryana)

