

A2Z INFRA ENGINEERING LIMITED

CIN No.: L74999HR2002PLC034805



REF. No.:-A2ZINFRA/SE/2024-25/06

BY E-FILING

April 18, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Rotuda Building, Dalal Street,
Mumbai-400 001

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor
Plot No. C/1 G Block, Bandra Kurla Complex,
Bandra (E), Mumbai-400051

Fax-022-22722039

Fax- 022-26598237/38

BSE Code- 533292

NSE Code- A2ZINFRA

Dear Sir,

Sub: -Corporate Governance Report for the Quarter (Q4) ended March 31, 2024

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are enclosing herewith the Corporate Governance Report for the **Quarter (Q4) ended March 31, 2024**.

Kindly take the above information on your records.

Thanking you,

Yours Truly

For A2Z INFRA ENGINEERING LTD.



Atul K. Agarwal
Company Secretary
FCS-6453

Add: - Ground Floor, Plot No. 58,
Sector-44, Gurugram-122003, Haryana

A2Z INFRA ENGINEERING LIMITED

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Quarterly Compliance Report on Corporate Governance

Name of the Company: A2Z INFRA ENGINEERING LTD.
Quarter ending as on: March 31, 2024 (Q4)

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directors in listed entities including this listed entity [in reference to provision 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Atima Khanna	DIN : 07145114 PAN : BDKPK3081R	Chairperson-Independent Director	23/05/2019	23/05/2019	NA	58.08	06/01/1983	2	2	7	2



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Mr.	Amit Mittal	DIN: 00058944 PAN: ACWPK6 478J	Executive- Non Independent Director (Managing Director cum Chief Executive Officer)	01/01 /2005	01/01/ 2024	NA	NA	07/01 /1968	1	0	1	0
Ms.	Dipali Mittal	DIN: 00872628 PAN : AGCPM3 667K	Non- Executive Non- Independent Director	01/04 /2005	14/08/ 2017	NA	NA	05/03 /1973	1	0	1	1
Mr.	Arun Gaur	DIN: 08328873 PAN: AETPG68 08F	Non- Executive Non- Independent Director	16/11 /2021	19/09/ 2022	NA	NA	10/02 /1973	1	0	2	0
Mr.	Manoj Tiwari	DIN: 03597274 PAN: AAXPT90 37F	Non- Executive Non- Independent Director	20/07 /2022	19/09/ 2022	NA	NA	20/06 /1965	1	0	1	0
Ms.	Ritu Goyal	DIN: 05180676 PAN: AQLPG95 37B	Non- Executive Independent Director	11/08 /2023	11/08/ 2023	NA	7.21	06/01 /1986	3	3	3	1
Mr.	Parmatma Singh Rathor	DIN: 03346747 PAN: AIDPR419 5E	Non- Executive Independent Director	11/08 /2023	11/08/ 2023	NA	7.21	02/10 /1971	1	1	1	0
Whether Regular chairperson appointed - Yes												
Whether Chairperson is related to Managing Director or CEO - No												



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**II. Composition of Committees**

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms. Atima Khanna	Non-Executive-Independent Director, Chairperson	23/05/2019	--
		Ms. Ritu Goyal	Non-Executive-Independent Director, Member	20/09/2023	--
		Mr. Parmatma Singh Rathor	Non-Executive-Independent Director, Member	20/09/2023	--
		Mr. Arun Gaur	Non-Executive Non Independent Director, Member	16/11/2021	--
2. Nomination & Remuneration Committee	Yes	Ms. Ritu Goyal	Non-Executive-Independent Director, Chairperson	20/09/2023	--
		Ms. Atima Khanna	Non-Executive-Independent Director, Member	30/07/2020	--
		Ms. Dipali Mittal	Non-Executive Non Independent Director, Member	21/09/2017	--
3. Stakeholders Relationship Committee	Yes	Ms. Dipali Mittal	Non-Executive-Non Independent Director, Chairperson	13/08/2012	--
		Ms. Atima Khanna	Non-Executive-Independent Director, Member	10/11/2020	--
		Mr. Arun Gaur	Non-Executive Non Independent Director, Member	16/11/2021	--

*Risk Management Committee is not applicable to the Company.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present (Including Independent Director)	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
November 6, 2023	February 12, 2024	Yes	7	3	97 Days (in between November 06, 2023 to February 12, 2024 i.e. two consecutive Meetings)

*to be filled in only for the current quarter meetings

**Registered Office:** O-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase-1, Gurugram-122 002, Haryana (INDIA)**Corporate Office:** Ground Floor, Plot No. 58, Sector – 44, Gurugram – 122003, Haryana (INDIA)

Tel.: +91-124-472-3383, Website : www.a2zgroup.co.in, Email : info@a2zemail.com

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IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present (Including Independent Director)	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee	February 12, 2024	Yes	4	3	November 06, 2023	97 Days (in between November 06, 2023 to February 12, 2024 i.e. two consecutive Meetings)
2. Stakeholders Relationship Committee	February 12, 2024	Yes	3	1	November 06, 2023	97 Days (in between November 06, 2023 to February 12, 2024 i.e. two consecutive Meetings)
3. Nomination and Remuneration Committee	February 12, 2024	Yes	3	2	--	--

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	NA
Brief details of the event	NA

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



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Note :-

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -
 - a. Audit Committee - Yes
 - b. Nomination & remuneration committee - Yes
 - c. Stakeholders relationship committee - Yes
 - d. Risk management committee (applicable to the top 1000 listed entities) -Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 -Yes
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here -No Comments

FOR A2Z INFRA ENGINEERING LIMITED



Atul K. Agarwal
Company Secretary cum Compliance Officer
FCS-6453
Add:- Ground Floor, Plot No. 58,
Sector-44, Gurugram-122003, Haryana

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I Disclosure on website in terms of Listing regulation

Item	Compliance status (Yes/No/NA)	Web address
Details of business	Yes	https://www.a2zgroup.co.in/services/engineering-procurement-construction.html
Terms and conditions of appointment of independent directors	Yes	http://media.a2zgroup.co.in/pdf/Terms and conditions of Appointment of Independent Directors.pdf
Composition of various committees of board of directors	Yes	https://www.a2zgroup.co.in/about-group/leadership.html
Code of conduct of board of directors and senior management personnel	Yes	http://media.a2zgroup.co.in/pdf/A_Code_of_Conduct_and_Ethics_13.02.2021.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://media.a2zgroup.co.in/pdf/A-VIGIL_(WHISTLE%20BLOWER)_POLICY_13.02.2021.pdf
Criteria of making payments to non-executive directors	Yes	http://media.a2zgroup.co.in/pdf/Remuneration_Policy_13.02.2021.pdf
Policy on dealing with related party transactions	Yes	http://media.a2zgroup.co.in/pdf/A2Z- Policy on Materiality of and Dealing with Related Party Transactions_01.04.2022.pdf
Policy for determining 'material' subsidiaries	Yes	http://media.a2zgroup.co.in/pdf/Policy_on_material_subsiary_13.02.2021.pdf
Details of familiarization programmes imparted to independent directors	Yes	http://media.a2zgroup.co.in/pdf/AIEL_Familiarization_Programme_for Independent Directors_2023-24.pdf
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.a2zgroup.co.in/investor-relations/investor-contact.html
email address for grievance redressal	Yes	https://www.a2zgroup.co.in/investor-relations/investor-contact.html



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and other relevant details		
Financial results	Yes	http://media.a2zgroup.co.in/pdf/001_A2ZINFRA_BSE_NSE_Outcome_of_the_Board_Meeting_12.02.2024.pdf
Shareholding pattern	Yes	http://media.a2zgroup.co.in/pdf/001_A2ZINFRA_SHP_Dec%202023.pdf
Details of agreements entered into with the media companies and/or their associates	NA	--
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	--
New name and the old name of the listed entity	NA	--
Advertisements as per regulation 47 (1)	Yes	http://media.a2zgroup.co.in/pdf/A2ZINFRA_BSE_and_NSE_Copy_of_Advertisement_12.02.2024.pdf
Credit rating or revision in credit rating obtained	Yes	http://media.a2zgroup.co.in/pdf/001A2ZINFRA_Disclosure_Credit_Rating_01.04.2024.pdf
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.a2zgroup.co.in/investor-relations/financial-information.html
Secretarial Compliance Report	Yes	http://media.a2zgroup.co.in/pdf/001_A2ZINFRA_BSE_NSE_Secretarial_Compliance_Report_19.05.2023.pdf
Materiality Policy as per Regulation 30(4)	Yes	http://media.a2zgroup.co.in/pdf/Policy_for_Determination_of_Materiality_of_Events_11.08.2023.pdf
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under Regulation 30(5)	Yes	http://media.a2zgroup.co.in/pdf/Policy_for_Determination_of_Materiality_of_Events_11.08.2023.pdf
Disclosures under Regulation 30(8)	Yes	https://www.a2zgroup.co.in/investor-relations/corporate-announcements.html
Statement of deviation(s) or variation(s) as	NA	--



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specified in Regulation 32		
Dividend Distribution policy as per Regulation 43A(1)	NA	--
Annual Return as provided under Section 92 of the Companies Act, 2013	Yes	http://media.a2zgroup.co.in/pdf/Draft Annual Return_2022-23.pdf
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	http://www.a2zgroup.co.in
Compliance with Regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	http://www.a2zgroup.co.in

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes

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Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee	21(3B)	NA
Gap between the meetings of Risk Management Committee	21(3C)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors & Officers Insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the Listed entity	25(11)	Yes



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Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of Board and Shareholders for compensation or profit sharing in connection with dealing in securities of the listed entity	26(6)	NA
Vacancies in respect of Key Managerial Personnel	26A(1) & 26A(2)	NA

Note :-

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If Listed entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



Atul K. Agarwal
Company Secretary Cum Compliance Officer
FCS-6453

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Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending- 31st March, 2024

I. Disclosure of Loans/ guarantees/ comfort letters/ securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter group or any other entity controlled by them	Nil	Nil
Directors(including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, inconnection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter group or any other entity controlled by them	NA	NIL	NIL
Directors(including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:



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Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NIL	NIL
Promoter group or any other entity controlled by them	NA	NIL	NIL
Directors(including relatives) or any other entity controlled by them	NA	NIL	NIL
KMPs or any other entity controlled by them	NA	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



Amit Mittal
Managing Director cum CEO
DIN- 00058944

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..