

A2Z INFRA ENGINEERING LIMITED

CIN No.: L74999HR2002PLC034805



REF. No.:- A2ZINFRA/SE/2023-24/014

BY E-FILING

May 22, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Rotunda 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
BSE Code- 533292

Fax- 022-26598237/38
NSE Code- A2ZINFRA

Subject: Secretarial Compliance Report for financial year ended March 31, 2023

Dear Sir/Madam,

Please find enclosed Secretarial Compliance Report of the Company for the financial year ended March 31, 2023, pursuant to Regulation 24A(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Kindly take the above information in your records.

Thanking you,
Yours truly,

FOR A2Z INFRA ENGINEERING LTD.



(Atul Kumar Agarwal)
Company Secretary
FCS-6453
Add: - Ground Floor, Plot No. 58, Sector-44,
Gurugram-122003, Haryana



Secretarial Compliance Report of A2Z Infra Engineering Limited for the Financial Year ended 31st March, 2023

We DR Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by *A2Z Infra Engineering Limited ("the Company")*,
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***Not Applicable to the Company during the Financial year under review.***
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***Not Applicable to the Company during the financial year under review.***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***Not Applicable to the Company during the financial year under review.***





(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

(h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

We hereby report that, during the Review Period the compliance status of the Company is appended below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Company is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	



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New Delhi – 110 008
Tel:- 91-11- 45063990
E-mail: deepak@drassociates.org
Website: www.drassociates.org

4.	Disqualification of Director: None of the Director(s) of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	
5.	Details related to Subsidiaries of Company have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	
6.	Preservation of Documents: The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The Company has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The Company has obtained prior approval of Audit Committee for all related party transactions; or (b) The Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	No transactions were subsequently approved/ratified/rejected by the Audit Committee
9.	Disclosure of events or information: The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	





10.	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

There was no instance of resignation of Auditors from Company and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation/ Remarks of Practicing Company Secretary	Management Response	Remarks
	There is no such instance									





(b) The Company has taken the following actions to comply with the observations made in previous reports:-

Sr. No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Regulation No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / of the Practicing Company Secretary	Management Response	Remarks
1	Financial Results for quarter (Q4) and year ended 31st March 2021 under Regulation 33 of SEBI (LODR) is required to be approved within 90 days of the end of the financial year (including extension of 30 days due to COVID);	Reg. 33 of Listing regulations	Financial Results for the quarter (Q4) and year ended 31st March 2021 was approved on 21st July 2021 instead of 30th June 2021 and consequential late submission and publication thereon;	National Stock Exchange of India Ltd. (NSE) & BSE Limited (BSE)	Fine Levied	Delay in approval of Financial Results for quarter (Q4) and year ended 31st March 2021 under Regulation 33 of SEBI (LODR) and consequential late submission and publication thereon;	Fine levied by BSE & NSE amounting to INR 105,000 + GST	Fine levied by NSE & BSE as per SEBI Circular no. SEBI/ HO/ CFD/CMD/CIR/ P/2020/12 dt. 22nd January 2020, which was paid by the Company	The Company has already paid the fine in respect of the default pertaining to the late submission of financial results for the year ended 31st March 2021 in response to the letter received from BSE & NSE.	-

Place: New Delhi
Date: 19th May, 2023



For DR Associates
Company Secretaries
Firm Regn. No.: P2007DE003300
Peer Review Certificate No.: 609/2019

Sachitta Koley
Partner

FCS 1647; CP No.: 714
UDIN: F001647E000335123