

# A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



REF. No.:- A2ZINFRA/SE/2019-20/003

## BY E-FILING

9th April, 2019

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

Fax-022-22722039  
BSE Code- 533292

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- 022-26598237/38  
NSE Code- A2ZINFRA

Dear Sir,

**Sub: -Corporate Governance Report for the Quarter (Q4) ended 31st March, 2019**

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 31st March, 2019.

Kindly, take the above information on your records.

Thanking you,

Yours Truly

For A2Z INFRA ENGINEERING LTD.

Atul Kumar Agarwal  
Company Secretary  
FCS-6453



Add: - Plot No. B-38, Institutional Area,  
Sector-32, Gurgaon-122001, Haryana

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## Quarterly Compliance Report on Corporate Governance

Name of the Company: - A2Z INFRA ENGINEERING LTD.

Quarter ending as on:-31<sup>st</sup> March, 2019 (Q4)

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/in dependent/ Nominee)	Date of Appointment in the current term /cessation	Tenure *	No of Director ships in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	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)
Mr.	Surender Kumar Tuteja	DIN : 00594076  PAN : AAGPT7092R	Chairman - Independent Director	27/09/2014	5 Years	4	5	5
Dr.	Ashok Kumar	DIN : 00054771  PAN : AAJPK8131B	Non- Executive - Independent Director	27/09/2014	5 Years	1	1	1
Mr.	Amit Mittal	DIN: 00058944  PAN: ACWPK6478J	Executive- Non Independent Director (Managing Director)	01/01/2018	NA	1	0	0



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Dr.	Ashok Kumar Saini	DIN:03593179 PAN : AODPS9159M	Non Executive - Non Independent Director	01/12/2018	NA	1	0	0
Mr.	Rajesh Jain	DIN: 07015027 PAN : ACIPJ4389H	Executive - Non Independent Director (Whole time Director & CEO)	13/11/2017	NA	1	1	0
Ms.	Dipali Mittal	DIN: 00872628 PAN : AGCPM3667K	Non Executive - Non Independent Director	14/08/2017	NA	1	1	0

\* Tenure has been taken from the date of appointment of Independent Director in the current tenure without any cooling off period as prescribed in circular CIR/CFD/CMD/5/2015 dated 24<sup>th</sup> September, 2015.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Surender Kumar Tuteja	Chairperson & Independent Director
	Dr. Ashok Kumar	Non-Executive & Independent Director
	Mr. Rajesh Jain	Whole Time Director cum Chief Executive Officer
2. Nomination & Remuneration Committee	Dr. Ashok Kumar	Chairperson & Independent Director
	Ms. Dipali Mittal	Non-Executive & Non-Independent Director
	Mr. Surender Kumar Tuteja	Non-Executive & Independent Director



Regd Office : 0-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase - 1, Gurugram-122002, Haryana (INDIA)

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<b>3. Stakeholders Relationship Committee</b>	Dr. Ashok Kumar	Chairperson & Independent Director
	Mr. Surender Kumar Tuteja	Non-Executive & Independent Director
	Ms. Dipali Mittal	Non-Executive & Non-Independent Director

\*Risk management Committee is not applicable to the Company.

<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13 <sup>th</sup> November, 2018	13 <sup>th</sup> February, 2019	73 Days (in between 1 <sup>st</sup> December, 2018 to 13 <sup>th</sup> February, 2019 i.e. two consecutive Meetings)
1 <sup>st</sup> December, 2018	15 <sup>th</sup> March, 2019	29 Days (in between 13 <sup>th</sup> February, 2019 to 15 <sup>th</sup> March, 2019 i.e. two consecutive Meetings)

<b>IV. Meeting of Committees</b>				
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	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	13 <sup>th</sup> February, 2019	Yes	13 <sup>th</sup> November, 2018	91 Days (in between 13 <sup>th</sup> November, 2018 to 13 <sup>th</sup> February, 2019 i.e. two consecutive Meetings)
2. Stakeholders Relationship Committee	13 <sup>th</sup> February, 2019	Yes	13 <sup>th</sup> November, 2018	91 Days (in between 13 <sup>th</sup> November, 2018 to 13 <sup>th</sup> February, 2019 i.e. two consecutive Meetings)



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V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	No
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
<b>Note :-</b> 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 100 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 Secretarycum Compliance Officer  
FCS-6453

Add:- Plot No. B-38, Institutional Area,  
Sector-32, Gurugram-122001, Haryana



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## I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	Yes

## II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
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)	Yes
Meeting of Board of directors	17(2)	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



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Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
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



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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.
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 Kumar Agarwal  
Company Secretary Cum Compliance Officer  
FCS-6453