

# A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



REF. No.:- A2ZINFRA/SE/2018-19/047

## BY E-FILING

10<sup>th</sup> January, 2019

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

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

Fax-022-22722039  
BSE Code- 533292

Fax- 022-26598237/38  
NSE Code- A2ZINFRA

Dear Sir,

Sub: -Corporate Governance Report for the Quarter (Q3) ended 31<sup>st</sup> December, 2018

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 (Q3) ended 31<sup>st</sup> December, 2018.

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> December, 2018 (Q3)

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 includi ng this listed entity  (Refer Regulat ion 25(1) of Listing Regulat ions)	Number of membershi ps in Audit/ Stakeholde r Committee (s) including this listed entity  (Refer Regulation 26(1) of Listing Regulation s)	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





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3. Stakeholders Relationship Committee	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.

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	Maximum gap between any two consecutive (in number of days)
14 <sup>th</sup> August, 2018	13 <sup>th</sup> November, 2018	90 Days (in between 14 <sup>th</sup> August, 2018 to 13 <sup>th</sup> November, 2018 i.e. two consecutive Meetings)
	1 <sup>st</sup> December, 2018	17 Days (in between 13 <sup>th</sup> November, 2018 to 1 <sup>st</sup> December, 2018 i.e. two consecutive Meetings)

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)	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> November, 2018	Yes	14 <sup>th</sup> August, 2018	90 Days (in between 14 <sup>th</sup> August, 2018 to 13 <sup>th</sup> November, 2018 i.e. two consecutive Meetings)
2. Stakeholders Relationship Committee	13 <sup>th</sup> November, 2018	Yes	14 <sup>th</sup> August, 2018	90 Days (in between 14 <sup>th</sup> August, 2018 to 13 <sup>th</sup> November, 2018 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	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

### 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 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

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Sector-32, Gurugram-122001, Haryana