

# A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



REF. No.:- A2ZINFRA/SE/2020-21/036

## BY E-FILING

13<sup>th</sup> October, 2020

To,  
BSE Limited  
Phiroze Jeejeebhoy 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, 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 (Q2) ended 30<sup>th</sup> September, 2020

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 (Q2) ended 30<sup>th</sup> September, 2020.

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

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

**Corporate Office :** Plot No. B-38, Sector 32, Institutional Area, Gurugram - 122001, Haryana (INDIA), Tel : 0124-4517600, Fax: 0124-4380014

**Website:** www.a2zgroup.co.in, **E-mail :** info@a2zemail.com

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## Quarterly Compliance Report on Corporate Governance

Name of the Company: - A2Z INFRA ENGINEERING LTD.  
Quarter ending as on:-30<sup>th</sup> September, 2020 (Q2)

### 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 Directorship 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)
Mr	Sunder Kumar Tuteja	DIN : 00594076 PAN : AAGPT7092R	Chairman - Independent Director	25/07/2008	28/09/2019	NA	5 Years	15/06/1945	3	3	10	5
Dr	Ashok Kumar	DIN : 00054771 PAN : AAJPK8131B	Non-Executive - Independent Director	01/05/2013	28/09/2019	24/07/2020	NA	05/09/1956	0	0	0	0



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Mr.	Amit Mittal	DIN: 00058944 PAN: ACWPK6478J	Executive-Non Independent Director (Managing Director)	01/01/2005	01/01/2018	NA	NA	07/01/1968	1	0	1	0
Dr.	Ashok Kumar Saini	DIN:03593179 PAN : AODPS9159M	Non-Executive - Non Independent Director	13/11/2014	01/12/2018	NA	NA	01/09/1969	1	0	0	0
Mr.	Rajesh Jain	DIN: 07015027 PAN : ACIPJ4389H	Executive - Non Independent Director (Whole time Director & CEO)	13/11/2014	13/11/2017	NA	NA	12/06/1973	1	0	2	0
Ms.	Dipali Mittal	DIN: 00872628 PAN : AGCPM3667K	Non Executive - Non Independent Director	01/04/2005	14/08/2017	NA	NA	05/03/1973	1	0	1	0
Ms.	Atima Khanna	DIN: 07145114 PAN : BDKPK3081R	Non-Executive - Independent Director	23/05/2019	28/09/2019	NA	5 Years	06/01/1983	1	1	2	1
Whether Regular chairperson appointed-Yes												
Whether Chairperson is related to managing director or CEO-No												

## 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	Chairperson & Independent Director	23/05/2019	-



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		Mr. Surender Kumar Tuteja	Non-Executive & Independent Director	09/12/2008	-
		Mr. Rajesh Jain	Whole Time Director cum Chief Executive Officer	21/09/2017	-
		Dr. Ashok Kumar	Chairperson & Independent Director	01/05/2013	24/07/2020
2. Nominatio n & Remunerat ion Committee	Yes	Ms. Atima Khanna	Chairperson & Independent Director	30/07/2020	-
		Ms. Dipali Mittal	Non Executive&Non Independent Director	21/09/2017	-
		Mr. Surender Kumar Tuteja	Non-Executive & Independent Director	06/05/2014	-
		Dr. Ashok Kumar	Chairperson & Independent Director	06/05/2014	24/07/2017
3. Stakehold ers Relationsh ip Committee	Yes	Ms. Dipali Mittal	Chairperson & Non-Executive & Non-Independent Director	13/08/2012	-
		Mr. Surender Kumar Tuteja	Non-Executive & Independent Director	30/07/2020	-
		Mr. Rajesh Jain	Whole Time Director cum Chief Executive Officer	30/07/2020	-
		Dr. Ashok Kumar	Chairperson & Independent Director	03/02/2014	24/07/2020
		Ms. Atima Khanna	Non-Executive & Independent Director	13/08/2019	30/07/2020

\*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*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)



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NA	30 <sup>th</sup> July, 2020	Yes	6	2	160 days**
NA	04 <sup>th</sup> September, 2020	Yes	5	2	35 days
NA	28 <sup>th</sup> September, 2020	Yes	6	2	23 days

\*to be filled in only for the current quarter meetings

\*\* Due to Covid-19, SEBI has relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the board pursuant to Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated June 26, 2020.

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	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	30 <sup>th</sup> July, 2020	Yes	3	2	NA	160*
	28 <sup>th</sup> September, 2020	Yes	3	2	NA	59
2. Stakeholders Relationship Committee	30 <sup>th</sup> July, 2020	Yes	3	1	NA	147
	28 <sup>th</sup> September, 2020	Yes	3	1	NA	59
3. Nomination and Remuneration Committee	04 <sup>th</sup> September 2020	Yes	3	2	NA	183



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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 Secretary cum Compliance Officer  
FCS-6453

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## Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name :  
Designation :

Atul K. Agarwal  
Company Secretary



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