

A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



REF. No.:- A2ZINFRA/SE/2020-21/06

BY E-FILING

12th May, 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, 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

Dear Sir,

Sub: -Corporate Governance Report for the Quarter (Q4) ended 31stMarch, 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 (Q4) ended 31st March, 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:- 31st March, 2020 (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	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	25/07/2008	28/09/2019	NA	5 Years	15/06/1945	4	4	10	5
Dr.	Ashok Kumar	DIN : 00054771 PAN : AAJPK8131B	Non-Executive - Independent Director	01/05/2013	28/09/2019	NA	5 Years	05/09/1956	1	1	3	3



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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	1	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	6	0
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		Dr. Ashok Kumar	Chairperson & Independent Director	01/05/2013	
		Mr. Surender Kumar Tuteja	Non-Executive & Independent Director	09/12/2008	

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		Ms. Atima Khanna	Non-Executive & Independent Director	23/05/2019	
		Mr. Rajesh Jain	Whole Time Director cum Chief Executive Officer	21/09/2017	
2. Nomination & Remuneration Committee		Dr. Ashok Kumar	Chairperson & Independent Director	06/05/2014	
		Ms. Dipali Mittal	Non Executive & Non Independent Director	21/09/2017	
		Mr. Surender Kumar Tuteja	Non-Executive & Independent Director	06/05/2014	
3. Stakeholders Relationship Committee		Dr. Ashok Kumar	Chairperson & Independent Director	03/02/2014	
		Ms. Atima Khanna	Non-Executive & Independent Director	13/08/2019	
		Ms. Dipali Mittal	Non-Executive & Non-Independent Director	13/08/2012	

*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)
14 th November, 2019	20 th February 2020	Yes	4	2	97 Days (in between 14 th November, 2019 to 20 th February, 2020 i.e. two consecutive Meetings)

*to be filled in only for the current quarter meetings



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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	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	20 th February 2020	Yes	3	2	14 th November, 2019	97 Days (in between 14 th November, 2019 to 20 th February, 2020 i.e. two consecutive Meetings)
2. Stakeholders Relationship Committee	4 th March 2020	Yes	2	1	14 th November, 2019	110 Days (in between 14 th November, 2019 to 4 th March, 2020 i.e. two consecutive Meetings)
3. Nomination and Remuneration Committee	4 th March 2020	Yes	2	1	13 th August 2019	203 Days between 13 th August 2019 to 4 th March 2020 i.e. two consecutive meeting

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 :-

- 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.
- If status is "No" details of non-compliance may be given here.

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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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I Disclosure on website in terms of Listing regulation

Item	Compliance (Yes/No/NA)	status
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	
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	Yes	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained	Yes	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	



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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
Meeting of Audit Committee	18(2)	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
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes

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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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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

- 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

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