

A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



REF. No.:- A2ZINFRA/SE/2022-23/033

BY E-FILING

October 19, 2022

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 (Q2) and half year ended September 30, 2022

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) and half year ended September 30, 2022.

Kindly, take the above information on your records.

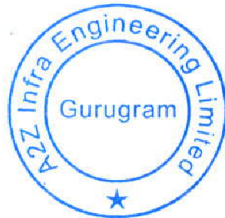
Thanking you,

Yours Truly

For A2Z INFRA ENGINEERING LTD.

Atul
Kumar
Agarwal

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by Atul Kumar
Agarwal
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Atul Kumar Agarwal
Company Secretary
FCS-6453

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

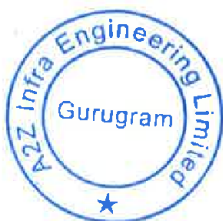
Quarter ending as on:- 30th September, 2022 (Q2)

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* (in Months)	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.	Surender Kumar Tuteja	DIN : 00594076 PAN : AAGPT7092R	Chairman - Independent Director	27/09/2014	28/09/2019	NA	96	15/06/1945	2	2	8	4

Atul
Kumar
Agarwal

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M r.	Amit Mittal	DIN: 000589 44 PAN: ACWP K6478J	Executive- Non Independent Director (Managing Director cum Chief Executive Officer)	01/01/ 2005	01/01/ 2021	NA	NA	07/01 /1968	1	0	1	0
Dr	Ashok Kumar Saini	DIN: 035931 79 PAN : AODP S9159 M	Non- Executive Non- Independent Director	13/11/ 2014	01/12/ 2018	20/0 7/20 22	NA	01/09 /1969	1	0	0	0
M s.	Dipali Mittal	DIN: 008726 28 PAN : AGCP M3667 K	Non- Executive Non- Independent Director	01/04/ 2005	14/08/ 2017	NA	NA	05/03 /1973	1	0	1	1
M s.	Atima Khanna	DIN: 071451 14 PAN : BDKPK 3081R	Non- Executive Independent Director	23/05/ 2019	28/09/ 2019	NA	40	06/01 /1983	2	2	7	2
M r.	Arun Gaur	DIN: 083288 73 PAN: AETPG 6808F	Non- Executive Non- Independent Director	16/11/ 2021	19/09/ 2022	NA	NA	10/02 /1973	1	0	2	0
M r.	Manoj Tiwari	DIN: 035972 74 PAN: AAXP T9037F	Non- Executive Non- Independent Director	20/07/ 2022	19/09/ 2022	NA	NA	20/06 /1965	1	0	1	0
Whether Regular chairperson appointed – Yes												
Whether Chairperson is related to Managing Director or CEO – No												

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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	Non-Executive-Independent Director, Chairperson	23/05/2019	-
		Mr. Surender Kumar Tuteja	Non-Executive-Independent Director, Member	09/12/2008	-
		Mr. Arun Gaur	Non Executive-Non Independent Director, Member	16/11/2021	-
2. Nomination & Remuneration Committee	Yes	Ms. Atima Khanna	Non-Executive-Independent Director, Chairperson	30/07/2020	-
		Ms. Dipali Mittal	Non Executive-Non Independent Director, Member	21/09/2017	-
		Mr. Surender Kumar Tuteja	Non-Executive-Independent Director, Member	06/05/2014	-
3. Stakeholders Relationship Committee	Yes	Ms. Dipali Mittal	Non-Executive-Non Independent Director, Chairperson	13/08/2012	-
		Ms. Atima Khanna	Non-Executive-Independent Director, Member	10/11/2020	-
		Mr. Arun Gaur	Non Executive-Non Independent Director, Member	16/11/2021	-

*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 (Including Independent Director)	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
May 18, 2022	August 09, 2022	Yes	6	2	82 Days (in between May 18, 2022 to August 09, 2022 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 (Including Independent Director)	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	August 09, 2022	Yes	3	2	May 18, 2022	82 Days (in between May 18, 2022 to August 09, 2022 i.e. two consecutive Meetings)
2. Nomination and Remuneration Committee	August 09, 2022	Yes	3	2	May 18, 2022	82 Days (in between May 18, 2022 to August 09, 2022 i.e. two consecutive Meetings)
3. Stakeholders Relationship Committee	August 09, 2022	Yes	3	1	May 18, 2022	82 Days (in between May 18, 2022 to August 09, 2022 i.e. two consecutive Meetings)

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	NA
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

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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.

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 1000 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 Kumar
Agarwal

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Atul Kumar Agarwal
Date: 2022.10.19
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Atul K. Agarwal
Company Secretary cum Compliance Officer
FCS-6453

Add:- Plot No. B-38, Institutional Area,
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Affirmations

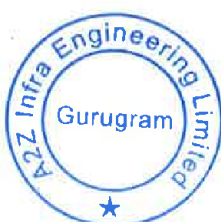
Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	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 : Atul K. Agarwal
Designation : Company Secretary

Atul
Kumar
Agarwal
Digitally signed
by Atul Kumar
Agarwal
Date:
2022.10.19
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