



A2Z INFRA ENGINEERING LTD.

(CIN-L74999HR2002PLC034805)

Registered Office: O-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase-1, Gurugram-122002, Haryana

Corporate Office: Ground Floor, Plot No. 58, Sector-44, Gurugram-122003, Haryana

Tel.: 0124-4723383

E-mail: investor.relations@a2zemail.com **Website:** www.a2zgroup.co.in

NOTICE

To,
The Member(s),
A2Z Infra Engineering Limited

NOTICE is hereby given that the 25th (Twenty Fifth) Annual General Meeting of the Members of **A2Z Infra Engineering Ltd.** will be held on **Saturday, September 26, 2026 at 12.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**, in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate affairs, Government of India, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company consisting of the Standalone Balance Sheet as at March 31, 2026, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors and the Auditors' thereon.
 - b. the Audited Consolidated Financial Statements of the Company consisting of the Consolidated Balance Sheet as at March 31, 2026, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Auditors' Report thereon.
- 2.** To appoint a Director in place of Mr. Arun Gaur (DIN: 08328873), who is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- 3.** To consider and approve the re-appointment of M/s MRKS and Associates, Chartered Accountants (Firm Registration no. 023711N), as the Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto, or re-enactment thereof, for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors, M/s MRKS and Associates, Chartered Accountants (Firm Registration No. 023711N), be and are hereby re-appointed as the Statutory Auditors of the

Company, to hold office for a second term of five consecutive years from the conclusion of this 25th Annual General Meeting until the conclusion of 30th Annual General Meeting of the Company, on such terms and conditions including remuneration as may be approved by the Board of Directors on the recommendation of the Audit Committee, from time to time during their tenure of appointment, in addition to applicable taxes and reimbursement of travelling and other out-of-pocket expenses incurred by them.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution."

SPECIAL BUSINESS

- 4.** To Consider and re-appoint Mr. Amit Mittal (DIN 00058944) as Managing Director of the Company, and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof, for the time being in force, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), if any, and Articles of Association of the Company, Mr. Amit Mittal (DIN: 00058944), designated as Managing Director cum CEO of the Company and in respect of whom Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Managing Director, be and is hereby re-appointed as Managing Director of the Company for a period of three years effective from January 01, 2027 to December 31, 2029 and will continue to be designated as Managing Director cum CEO of the Company, without any remuneration and whose term shall not be liable to retire by rotation under the provisions of the Act, and on such other terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and mentioned in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee of the Company be and is hereby authorized to vary, alter and modify the terms and conditions of appointment/re-appointment of the appointee in pursuance of the provisions of the Act except in relation to remuneration as it may, at its discretion, deem fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution."

5. To consider and appoint Branch Auditors for the branch offices of the Company outside India and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (**the Act**), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendments thereto or re-enactment thereof for the time being in force), and subject to such regulatory approvals and consents as may be required, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditor(s), as and when required, in consultation with the Statutory Auditors of the Company, to audit the accounts of the Company's branch office(s), whether existing or which may be opened/ acquired hereafter, outside India and to fix their terms and conditions of appointment and remuneration, based on the recommendation of the Audit Committee/Board, for the financial year ending March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. To ratify, consider and confirm remuneration payable to M/s S A Y S & Co., LLP, Cost Accountants, appointed as Cost Auditors of the Company for the financial year ending March 31, 2027, and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force), the remuneration of INR 50,000/- (Indian Rupees Fifty Thousand only) plus applicable taxes and out-of-pocket expenses, as approved by the Board of Directors based on the recommendation of the Audit Committee, to be paid to M/s S A Y S & Co., LLP, Cost Accountants (Firm Registration No. 007650), to conduct the audit of Cost Accounting Records of the Company for the financial year ending March 31, 2027, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company, be and are hereby severally authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, desirable and expedient in their absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

**By order of the Board of Directors
For A2Z Infra Engineering Ltd.**

**Sd/-
CS Atul K. Agarwal
Company Secretary cum Compliance Officer
FCS-6453**

Registered Office: O-116, First Floor,
Shopping Mall, Arjun Marg, DLF City,
Phase-1, Gurugram– 122002, Haryana

Date: 31.08.2026

Place: Gurugram

Notes:

1. The Ministry of Corporate Affairs ("MCA"), vide its circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") has permitted convening of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

The deemed venue for the AGM shall be the Corporate Office of the Company at Ground Floor, Plot No. 58, Sector-44, Gurugram-122003, Haryana. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and also available at the Company's website i.e., www.a2zgroup.co.in.

2. An Explanatory Statement, pursuant to the provisions of Section 102 of the Act, relating to the Special Business to be transacted at this Annual General Meeting ('AGM'), is annexed hereto.
3. As this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. In compliance with the aforesaid MCA Circulars and SEBI Master Circular HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 issued on July 11, 2023 updated on January 30, 2026, Notice of the 25th Annual General Meeting and Annual Report for the year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice of AGM and the Annual Report 2025-26 will also be available on the Company's website i.e. www.a2zgroup.co.in and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and the website of the NSDL i.e., <https://www.evoting.nsdl.com/> for their download. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 25th AGM and the Annual Report for the financial year 2025-26 and all other communication sent by the Company, from time to time, can get their email address registered with the Company.

If any member wish to obtain a physical copy of the Annual Report 2025-26, then he may write to the Company at investor.relations@a2zemail.com requesting for the same, by providing his name, Folio No./DPID Client ID and number of shares held.

In case of any queries / difficulties in registering the e-mail address, Members may write to investor.relations@a2zemail.com.

5. Members may please note that SEBI vide its Master Circular no. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026

dated February 06, 2026, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website at <https://www.a2zgroup.co.in>. It may be noted that any service request can be processed only after the folio is KYC Compliant. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Further, SEBI vide its Master Circular dated February 06, 2026, has made it mandatory for the holders of physical securities to furnish PAN, Choice of Nomination (Optional), Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers to the RTA of the Company in respect of all concerned Folios. All new investors shall be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts).

Further, the holders of physical securities are requested to ensure that their PAN is linked to Aadhaar as per the date specified by the Central Board of Direct Taxes.

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.a2zgroup.co.in>.

As per the SEBI Circulars on the Special Window for Transfer and Re-lodgement of Physical Shares, the Company has facilitated a Special Window for the lodgement and re-lodgement of eligible share transfer requests in accordance with the applicable regulatory requirements. In this regard, the Company has also published an advertisement in the newspapers to disseminate the requisite information and provide due notice to the shareholders regarding the availability of the Special Window.

6. As per the provisions of Section 72 of the Act and circulars issued by SEBI, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she should submit the request in Form ISR-3 or SH-14 as the case may be. The Forms can be downloaded from Company's website www.a2zgroup.co.in. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ("RTA") in case the shares are held by them in physical form, quoting their folio number.
7. Members are requested to intimate changes, if any,

pertaining to their names, postal addresses, e-mail addresses, telephone/mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC, etc.

- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR - 1 and other forms pursuant to SEBI Master Circular HO/38/13/(4)2026-MIRSD-POD/II/4298/ 2026 dated February 06, 2026 ("SEBI Master Circular") read with relevant circulars issued from time to time, as per instructions mentioned in the said forms. The said form can be downloaded from the company's website at www.a2zgroup.co.in.
8. Unclaimed dividends that remain unpaid for seven consecutive years must be transferred to the Investor Education and Protection Fund (IEPF). Since the Company's last dividend was declared in FY 2011-12, the related unclaimed dividend amount has been transferred to the IEPF. In accordance with the applicable provisions, the corresponding shares on which dividends remained unclaimed for seven consecutive years have also been transferred to the IEPF Authority's Demat Account. The voting rights on these shares remain frozen until they are reclaimed by the rightful owner. Shareholders can claim their shares and dividends by following the prescribed IEPF claim procedure. Details of the transferred shares are available on the Company's website at www.a2zgroup.co.in and shareholders are encouraged to check their status and claim any eligible amounts promptly.
 9. Details under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the said Directors for their re-appointment.
 10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the certificate from Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed in the General Meetings, will be available electronically for inspection by the Members during the AGM. All documents proposed for approval, if any, in the above Notice and documents specifically stated in the Explanatory Statement shall be available for inspection during normal business hours on working days at the Registered Office of the Company, from the date of circulation of this notice up to the date of AGM and through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to investor.relations@a2zemail.com.

11. In case of joint holders attending the meeting together, only to the shareholder whose name appearing as the first holder in the orders of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Physical Register of Members and Share Transfer Books of the Company would remain closed from **Monday, September 21, 2026 to Saturday, September 26, 2026 (both days inclusive)** for the purpose of Annual General Meeting.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

PARTICIPATION AT THE AGM AND VOTING

A) The details of the process and manner for participating in Annual General Meeting through VC/OAVM are explained herein below:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops /IPADs connected through broadband for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via

Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. For the smooth conduct of the proceedings of the AGM being conducted through VC/OAVM, Members who would like to express their views/ask questions during the AGM may send their queries in advance and register themselves as a speaker by sending their request from their registered e-mail id mentioning their name, DPID and Client ID/ Folio Number, PAN, mobile number at investor.relations@a2zemail.com **between 9.00 a.m. on Tuesday, September 15, 2026 to 5.00 p.m. on Monday, September 21, 2026.** Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
6. The Members who do not wish to speak during the AGM but have queries on financial statements or any matter to be placed at the AGM may send the same latest by **Monday, September 21, 2026**, mentioning their name, DPID and Client ID/Folio Number, PAN, mobile number at investor.relations@a2zemail.com. These queries will be replied suitably either at the AGM or by e-mail.
7. Members who will participate in the AGM through VC/ OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

B) Remote e-Voting and Voting at AGM

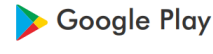
1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Secretarial Standard (SS-2) on General Meetings issued by the Institute of Companies Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
2. The remote e-voting period begins on **Wednesday, September 23, 2026 (9:00 am) and ends on Friday, September 25, 2026 (5:00 pm).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **Saturday, September 19, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **September 19, 2026.**
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **Friday, August 28, 2026.**
5. The Company has appointed Mr. Suchitta Koley (C.P No. 714), Partner of DR Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner and for conducting the scrutiny of the votes cast.
6. The Scrutinizer shall after the conclusion of voting at AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall thereafter prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson of the Company or any person authorised by him, within the prescribed time. The voting results along with the Scrutinizer's Report shall be declared and submitted to the Stock Exchange(s) and placed on the website of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
7. The Scrutinizer's decision on the validity of the vote shall be final and binding.
8. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.a2zgroup.co.in and the website of the NSDL i.e. <https://www.evoting.nsdl.com/>, besides communicating to the stock exchange(s) on which the shares of the Company are listed.
9. Any person, who acquires shares of the Company and become member of the Company after sending the Notice of AGM and holding shares as of the cut-off date i.e. **Saturday, September 19, 2026** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor.relations@a2zemail.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
10. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.a2zgroup.co.in under the Investor` Section, at the earliest, soon after the conclusion of the Meeting.
11. The resolutions will be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolutions.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
In terms of SEBI Master Circular No. HO/49/14/14(7) 2025-CFD-POD2/I/3762/2026 dated July 11, 2023 (last updated on January 30, 2026) on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depositories Participants. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to koley.s@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mahatre, Deputy Vice President at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories/RTAs for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.relations@a2zemail.com or to RTA at rt@alankit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.relations@a2zemail.com or to RTA at rt@alankit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Letter shall be sent to those shareholders, whose e-mail addresses are not registered as stated above, providing the web-link, including the exact path, where complete details of the Annual Report are available.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Additional information on director recommended for re-appointment as required under Regulation 36 of SEBI Listing Regulations and as per Secretarial Standard -2

Profile of Director to be re-appointed

Mr. Arun Gaur- Proposed to be re-appointed as Non-Executive Non-Independent Director

1. Brief Resume of the Director:

Mr. Arun Gaur, aged 53 years, is currently designated as Non-Executive Non-Independent Director of the Company. He is a B.Sc. graduate from MD University, an LL.B. graduate from Delhi University. He is member of Bar Council of Punjab and Haryana and registered with Supreme Court Bar Association, New Delhi.

2. Nature of expertise in specific functional areas:

Mr. Arun Gaur has approximately 29 years of experience as a Legal practitioner. He serves as an Advocate before Supreme Court, High Court and other courts. He is a versatile personality specialized in handling Legal Matters. Mr. Gaur is the Partner of Gaur & Associates and is widely regarded as amongst the most influential legal practitioners. Mr. Gaur has advised on a wide range of corporate and legal issues.

Mr. Gaur's practice includes advising domestic business houses, Banks and Government agencies on all aspects of legal and commercial laws and arbitration matters. He has established himself as a legal luminary in the Apex court and various High Courts. He advises to their clients on strategic decisions and sensitive commercial and legal issues.

3. Disclosure of inter-se relationships between directors and Key Managerial Personnel:

None

4. Public Companies (other than the Company) in which Mr. Arun Gaur holds directorship and committee membership:

None

Listed entities from which the person has resigned in the past three years: None

5. Shareholding in the Company including shareholding as a beneficial owner Nil

6. Terms and conditions for appointment / reappointment: As per the Nomination & Remuneration Policy of the Company.

7. Remuneration last drawn: N.A. (only sitting fees was paid for attending the meetings of Board of Directors and its committees).

8. Date of First Appointment on the Board: November 16, 2021

9. Number of Board meetings attended during the year: 5 (Five) out of 5 (Five)

Mr. Amit Mittal- Proposed to be re-appointed as Managing Director

1. Brief Resume of the Director:

Mr. Amit Mittal, aged 58 years, is currently designated as Managing Director cum CEO and also a member of Finance Committee of the Company. He holds a B. Tech degree in Civil Engineering from the Indian Institute of Technology, Roorkee. Mr. Mittal is a Founder Promoter and Managing Director of the Company. He is actively involved in long term strategy formulations and in exploring new growth avenues for A2Z.

2. Nature of expertise in specific functional areas:

Mr. Amit Mittal has over 35 years of experience in the Project Management and execution in the power, oil and infrastructure sectors. Being a core member of the management team, he is leading overall strategy, planning, and new business development of the company and expand its operations on PAN India basis.

Mr. Mittal possesses a strong understanding of financial management principles, ensuring the company's financial health and stability. He encourages innovation within the company, driving initiatives to stay ahead of the curve and capitalize on emerging opportunities. Mr. Amit Mittal demonstrates a clear vision for the company's future and inspires others to align with it.

3. Disclosure of inter-se relationships between directors and Key Managerial Personnel:

Spouse of Ms. Dipali Mittal, Non-Executive Director of the Company.

4. Public Companies (other than the Company) in which Mr. Amit Mittal holds directorship and committee membership:

S. No.	Directorship	Chairperson/ Membership of Board committees
1	A2Z Infraservices Ltd.	Member of Audit Committee, Nomination & Remuneration Committee and Chairperson of Corporate Social Responsibility Committee and Banking & Finance Committee
2	Ecogreen Envirotech Solutions Ltd.	Member of Corporate Social Responsibility Committee
3	A2Z Powercom Ltd.	--

Listed entities from which the person has resigned in the past three years: None

- Shareholding in the Company including shareholding as a beneficial owner:** 2,73,50,601 equity shares
- Terms and conditions for appointment / reappointment:** As per the Nomination & Remuneration Policy of the Company.
- Remuneration last drawn:** Company is not paying any remuneration to Mr. Amit Mittal.
- Date of First Appointment on the Board:** January 01, 2005
- Number of Board meetings attended during the year:** 5 (Five) out of 5 (Five)

Explanatory Statements pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of items No. 3 to 6.

Item No. 3

M/s MRKS and Associates ("MRKS"), Chartered Accountants (Firm Registration no. 023711N), were appointed as the Statutory Auditors of the Company for the first term of five consecutive years at the 20th Annual General Meeting of the Company held on September 30, 2021. The existing term of the Statutory Auditors will get completed at the conclusion of the ensuing Annual General Meeting of the Company and they are eligible for re-appointment in terms of provisions of Section 139(2) of the Companies Act, 2013 (the Act) read with the rules made thereunder.

Pursuant to Section 139(2)(b) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Company can re-appoint an Audit Firm for up to two terms of five consecutive years each. Accordingly, MRKS and Associates ("MRKS"), Chartered Accountants (Firm Registration no. 023711N), are eligible for re-appointment for a second term of five consecutive years.

Based on the recommendation of the Audit Committee, the Board of Directors proposes the re-appointment of M/s MRKS and Associates ("MRKS"), Chartered Accountants (Firm Registration no. 023711N), as the Statutory Auditors of the Company for a second term of five consecutive years i.e. from the conclusion of this 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company, at an annual remuneration of INR 15 Lakhs plus applicable taxes and reimbursement of out of pocket expenses for performing the statutory audit functions of the Company for the financial year 2026-27 with the authority/power in favor of the Board/Audit Committee to modify the terms and conditions, including fixation/ variation of remuneration for remaining tenure of four years, as may be mutually agreed with the auditors of the Company.

The firm MRKS is a leading & rapidly growing provider of audit & assurance, Internal Audit, taxation, Outsourcing (including Payroll, Inventory accounting & Fixed assets register, MIS) & management consultancy services. The firm is supported by a team of qualified and experienced professionals with relevant academic and professional expertise, industry knowledge and organizational capabilities in areas including audit, internal financial controls, taxation, finance and accounting, enabling MRKS to deliver reliable, efficient and value-driven solutions tailored to its clients' business requirements.

Certificate from the said Auditors has been obtained to the effect that their re-appointment, if made, would be within the limits specified under section 141 of the Companies Act, 2013 and that they are eligible to be re-appointed as Statutory Auditors of the Company. Further, as required under Regulation 33 of the Listing Regulations, they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Board of Directors recommends the Ordinary Resolution, at **Item No. 3** of the accompanying notice, for approval of members of the Company.

None of the Directors or any key managerial personnel or their relatives are, in anyway, concerned or interested in **Item No. 3 of the accompanying notice.**

Item No. 4

Mr. Amit Mittal (DIN No. 00058944) is currently designated as Managing Director cum Chief Executive Officer of the Company. He is Managing Director of the Company since January 01, 2005 and also appointed as Chief Executive Officer (CEO) of the Company on November 16, 2021 and accordingly, re-designated as Managing Director cum CEO with effect from November 16, 2021. His previous re-appointment as Managing Director of the Company was made for a period of three (3) years effective from January 01, 2024 to December 31, 2026, as per provisions of the Companies Act, 2013 in the 22nd Annual General Meeting of the members of the Company duly held on September 29, 2023.

As his tenure as Managing Director shall expire on December 31, 2026, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings duly held on August 31, 2026, has recommended to the shareholders for the re-appointment of Mr. Amit Mittal as the Managing Director of the Company for a further period of three (3) years effective from January 01, 2027 to December 31, 2029, by passing Ordinary Resolution and he will continue to be designated as Managing Director cum CEO of the Company. .

Brief resume of the appointee: Mr. Amit Mittal, aged 58 years, is B. Tech in Civil Engineering from Indian Institute of Technology, Roorkee and has over 35 years of experience in project management and execution in the power, oil and infrastructure sectors. Mr. Mittal, Managing Director Cum CEO of the Company, leading overall strategy, planning, and new business development of the company. Mr. Amit Mittal takes care of the management of all the operations of the Group. Mr. Mittal possesses a strong understanding of financial management principles, ensuring the company's financial health and stability. Mr. Amit Mittal demonstrates a clear vision for the company's future and inspires others to align with it. He is actively involved in long term strategy formulations and in exploring new growth avenues for A2Z.

Remuneration: Company is facing financial stress and is into Settlement arrangement(s) with certain lenders. Hence, none of the perquisite or allowance is proposed for Mr. Mittal. However, Mr. Amit Mittal has been appointed as the Whole-Time Director in Ecogreen Envirotech Solutions Ltd., a material subsidiary of the Company for a period of three(3) years effective from November 01, 2024 and he is withdrawing remuneration from Ecogreen, which is within the limits as prescribed under Section 197 and Schedule V of Companies Act, 2013. The Company has received notice under Section 160 of the Companies Act, 2013 (the Act) from a member proposing candidature of Mr. Amit Mittal as a Managing Director of the Company. Mr. Amit Mittal is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation. Mr. Amit Mittal is deemed to be concerned or interested in the said resolution of this notice. Ms. Dipali Mittal,

being Spouse of Mr. Amit Mittal, is also deemed to be interested in the said Resolution. None of the other Directors except Ms. Dipali Mittal, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the item no. 4 of the accompanying notice. The Appointment of Mr. Amit Mittal is appropriate and in the best interest of the Company hence, the Board recommends the Ordinary Resolution, **at item No. 4** of the accompanying notice, for the approval of the members of the Company.

Item No. 5

In terms of Section 143(8) of the Companies Act, 2013 where a Company has branch offices, the accounts of that branch office shall be audited either by Company's Auditor or by another person qualified for appointment as auditor of the Company under Section 139 of the Companies Act, 2013. The Company is presently having branch offices in Uganda, Nepal and Tanzania for the global expansion of business. In near future to expand the business operations, the Company may open branches in other Country(ies) as well.

Since member's approval is required for appointment of branch auditors, therefore Members of the Company are hereby requested to authorize the Board of directors to appoint branch auditors on the recommendation of the Audit Committee and in consultation with the Statutory auditors of the Company for various branch(es) of the Company opened or to be opened outside India and to fix their remuneration.

None of the Directors or any key managerial personnel or their relatives are, in anyway, whether financially or otherwise, concerned or interested in **item No. 5** of the accompanying notice.

The Board recommends the Ordinary Resolution, at **item No. 5** of the accompanying notice, for the approval of the members of the Company.

Item No. 6

The Board of Directors at its meeting held on July 14, 2026 on the recommendation of the Audit Committee has considered and approved the appointment of M/s S A Y S & Co. LLP

(Firm Registration No. 007650), Cost Accountants, as the Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ending on March 31, 2027 at a remuneration of INR 50,000/- (Indian Rupees Fifty Thousand only) per annum plus applicable taxes and out-of-Pocket Expenses as approved by the Board of Directors based on the recommendation of the Audit Committee to be paid to M/s S A Y S & Co. LLP Cost Accountants, to conduct the audit of Cost Accounting Records of the Company for the financial year ending March 31, 2027.

In accordance with the provisions of Section 148 of the companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the members of the Company. Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at **item no. 6** of the Notice for ratification of the remuneration payable to the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2027.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, whether financially or otherwise, concerned or interested, in **item no. 6** of the accompanying notice.

The Board recommends the Ordinary Resolution as set out at **item no. 6** for approval by the Members..

**By order of the Board of Directors
For A2Z Infra Engineering Ltd.**

Sd/-

**CS Atul K. Agarwal
Company Secretary cum Compliance Officer
FCS-6453**

Registered Office: O-116, First Floor,
Shopping Mall, Arjun Marg, DLF City,
Phase-1, Gurugram- 122002, Haryana

Dated: 31.08. 2026

Place: Gurugram