



## 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 23<sup>rd</sup> (Twenty Third) Annual General Meeting of the Members of **A2Z Infra Engineering Ltd.** will be held on Saturday, September 28, 2024 at 12.00 p.m. 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:

- the Audited Standalone Financial Statements of the Company consisting of the Standalone Balance Sheet as at March 31, 2024, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Reports of Board of Directors and the Auditors' thereon.
  - the Audited Consolidated Financial Statements of the Company consisting of the Consolidated Balance Sheet as at March 31, 2024, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with Auditors' Report thereon.
2. To appoint a Director in place of Mr. Manoj Tiwari (DIN:03597274), 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.

#### SPECIAL BUSINESS

##### 3. Appointment of Branch Auditors for branch offices of the Company outside India

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 Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) 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 Auditors, 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, 2025.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company, be and is 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."

##### 4. Ratification of Remuneration to Cost Auditor

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 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 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. SKG & Co., Cost Accountants (Firm Registration No. 000418), to conduct the audit of Cost Accounting Records of the Company for the financial year ending March 31, 2025, be and is hereby ratified, confirmed and approved.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company, be and is hereby severally authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, desirable and expedient in its 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  
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:** August 14, 2024

**Place:** Gurugram

**Notes:**

1. Ministry of Corporate Affairs ("MCA") has vide its circulars dated September 25, 2023 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 (collectively referred to as "MCA Circulars") permitted the holding of AGM through VC/OAVM, without the physical presence of Members. In compliance with the provisions of the Act, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars issued by the MCA and SEBI, 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](http://www.a2zgroup.co.in).
2. An Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 ('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 Circular dated October 7, 2023 read with SEBI Master Circular dated July 11, 2023, Notice of the 23<sup>rd</sup> Annual General Meeting and Annual Report for the year 2023-24 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 2023-24 will also be available on the Company's website i.e. [www.a2zgroup.co.in](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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 23<sup>rd</sup> AGM and the Annual Report for the year 2023-24 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 2023-24, then member may write to the Company at [investor.relations@a2zemail.com](mailto: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](mailto:investor.relations@a2zemail.com).

5. Members may please note that SEBI vide its Master Circular dated May 7, 2024, 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. Accordingly, Company /RTA shall issue a letter of confirmation in lieu of the share certificate while processing any of the aforesaid investor service request. 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.

SEBI vide its Master Circular dated May 7, 2024 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, 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.

Security holders, whose folios are not updated with any of aforesaid KYC details, shall be eligible to get dividend only in electronic mode w.e.f. April 1, 2024 after furnishing their KYC details. 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>.

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](http://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 SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024 (as amended) (“SEBI Master Circular”), as per instructions mentioned in the form. The said form can be downloaded from the company’s website at [www.a2zgroup.co.in](http://www.a2zgroup.co.in).
8. Details under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the said Directors for their appointment/re-appointment.
  9. 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 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](mailto:investor.relations@a2zemail.com).
  10. 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.
  11. The Physical Register of Members and Share Transfer Books of the Company would remain closed from Monday, September 23, 2024 to Saturday, September 28, 2024 (both days inclusive) for the purpose of Annual General Meeting.
  12. 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](mailto:investor.relations@a2zemail.com) between 9.00 a.m. on Wednesday, September 18, 2024 and 5.00 p.m. on Monday, September 23, 2024. 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 23, 2024 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 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 25, 2024 (9:00 am) and ends on Friday, September 27, 2024 (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 21, 2024, 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 21, 2024.
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 30, 2024.
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 and will make, not later than two working days or three days, whichever is earlier, of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith submit the same to the Chairperson of the Company or a person authorized by him. The Chairperson or the authorized person shall countersign the Scrutinizer's Report and shall declare the result forthwith.
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](http://www.a2zgroup.co.in) and the website of the NSDL i.e. <https://www.evoting.nsd.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 21, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [investor.relations@a2zemail.com](mailto: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.nsd.com](http://www.evoting.nsd.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](http://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:-**

As per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 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. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

**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**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:koley.s@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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 the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at designated email id [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

- a) **In case shares are held in physical mode**, members are requested to registered their email address with the RTA/ Company or for temporary registration, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card), mobile no. & email id by email to Company at [investor.relations@a2zemail.com](mailto:investor.relations@a2zemail.com) or to RTA at [rt@alankit.com](mailto:rt@alankit.com).
- b) **In case shares are held in demat mode**, members are requested to registered their email address with their depository participant or for temporary registration, 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), AADHAAR (self attested scanned copy of Aadhaar Card), mobile no. & email id by email to Company at [investor.relations@a2zemail.com](mailto:investor.relations@a2zemail.com) or to RTA at [rt@alankit.com](mailto: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**
- c) Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**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 appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard -2**

**Profile of Director to be appointed or re-appointed**

**Mr. Manoj Tiwari (DIN: 03597274) Proposed to be re-appointed as Non-Executive Non-Independent Director**

**1. Brief Resume of the Director:**

Mr. Manoj Tiwari, aged 59 years, is currently designated

as Non-Executive Non-Independent Director and also a member of Finance Committee of the Company. A Mechanical Engineering graduate from IIT Roorkee, Mr. Manoj Tiwari holds a Diploma in Business Administration from IGNOU, New Delhi.

**2. Nature of expertise in specific functional areas:**

Mr. Manoj Tiwari has approximately 34 years of experience in various fields of Electrical Distribution such as meter testing, transformer testing, and Energy audit, implementation of IT, AMR in-substation monitoring & Projects of loss reduction. Before joining A2Z Group, he worked with Uttar Pradesh Power Corporation Limited (UPPCL).

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

None

**4. Public Companies (other than the Company) in which Mr. Manoj Tiwari holds directorship and committee membership:**

S. No.	Directorship	Chairmanship/ Membership of Board committees
1.	Mansi Bijlee & Rice Mills Ltd.	-
2.	A2Z Waste Management (Aligarh) Ltd.	-
3.	A2Z Waste Management (Merrut) Ltd.	Member of Audit Committee, Nomination & Remuneration Committee
4.	A2Z Waste Management (Moradabad) Ltd.	-
5.	Magic Genie Smartech Solutions Ltd.	-
6.	Vsapients Techno Services Pvt. Ltd.	-
7.	Vswach Environment (Aligarh) Pvt. Ltd.	-
8.	Blackrock Waste Processing Pvt. Ltd.	-

**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:** 5100 equity shares

**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 the meetings of Board of Directors and its committees)

**8. Date of First Appointment on the Board:** July 20, 2022

**9. 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 4.****Item No. 3**

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 members' 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. 3 of the accompanying notice.

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

**Item No. 4**

The Board of Directors at its meeting held on May 15, 2024 on the recommendation of the Audit Committee has considered and approved the appointment of M/s. SKG & Co. (Firm Registration No. 000418), 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, 2025 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. SKG & Co., Cost Accountants, to conduct the audit of Cost Accounting Records of the Company for the financial year ending March 31, 2025.

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 requested 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, 2025.

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. 4 of the accompanying notice.

The Board recommends the Ordinary Resolution, at **item No. 4** of the accompanying notice, for approval of the members of the Company.

**By order of the Board  
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: August 14, 2024  
Place: Gurugram**