



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: Plot No. B-38, Sector-32, Institutional Area, Gurugram-122001, Haryana

Tel.: 0124-4517600 **Fax:** 0124-4380014

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

NOTICE

To,
The Member(s),
A2Z INFRA ENGINEERING LTD.

NOTICE is hereby given that the 19th (Nineteenth) Annual General Meeting of the Members of **A2Z Infra Engineering Ltd.** will be held on Wednesday, September 30, 2020 at 10.30 a.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:
 - a. the Audited Standalone Financial Statements of the Company consisting of the Standalone Balance Sheet as at March 31, 2020, 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.
 - b. the Audited Consolidated Financial Statements of the Company consisting of the Consolidated Balance Sheet as at March 31, 2020, 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 Dr. Ashok Kumar Saini (DIN 03593179), 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. To consider and re-appoint Mr. Rajesh Jain (DIN: 07015027) as Whole Time Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) read with Articles of Association of the Company, Mr. Rajesh Jain (DIN: 07015027), Whole Time Director of the Company be and is hereby re-appointed as Whole Time Director of the Company for a period of three years effective from November 13, 2020

to November 12, 2023, whose term shall be liable to retire by rotation under the provisions of the Act, without any remuneration and on the terms and conditions as mentioned and approved by the Board of Directors of the Company and Nomination and Remuneration Committee 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 relating to remuneration as it may at its discretion, deem fit, from time to time.

RESOLVED FURTHER THAT Board of Directors 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 including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Article of Association of the Company and to appear before the Central Government or any other authority."

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

"RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) read with Articles of Association of the Company, Mr. Amit Mittal (DIN: 00058944), Managing Director of the Company be and is hereby re-appointed as Managing Director of the Company for a period of three years effective from January 01, 2021 to December 31, 2023 whose term shall not be liable to retire by rotation under the provisions of the Act, without any remuneration and on the terms and conditions as mentioned and approved by the Board of Directors of the Company and Nomination and Remuneration Committee 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 relating to remuneration as it may at its discretion, deem fit, from time to time.

RESOLVED FURTHER THAT Board of Directors or Company Secretary of the company be and is 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 including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Article of Association of the Company and to appear before the Central Government or any other authority."

5. To consider and appoint Branch Auditors for 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 (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, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

6. To consider and confirm remuneration payable to M/s. JSN & Co., Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2021, 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 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 Rs. 75,000/- (Rupees Seventy Five 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. JSN & Co., Cost Accountants (Firm Registration No. 000455), to conduct the audit of Cost Accounting Records

of the Company for the financial year ending March 31, 2021, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby 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.**

(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 : September 04, 2020

Place : Gurugram

Notes:

1. Explanatory Statement, pursuant to 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.
2. In view of the continuing COVID-19 pandemic and to ensure social distancing norms, the Ministry of Corporate Affairs ("MCA") vide its circular no. 20/2020 dated May 5, 2020 read with circular no. 14/2020 dated April 8, 2020 and circular no. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding 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 as amended from time to time ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be Corporate Office of the Company at Plot No. B-38, Sector-32, Institutional Area, Gurugram-122001, 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.
3. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), Members will not be able to appoint proxies for this meeting and hence, proxy form, Attendance Slip and Route Map are not being annexed to this Notice.
4. 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.

5. Details under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his/her appointment/ re-appointment.
 6. The Physical Register of Members and Share Transfer Books of the Company would remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 to (both days inclusive) for the purpose of Annual General Meeting.
 7. 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.
 8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. 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 19th AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered with the Company.
- i.e. www.a2zgroup.co.in and the website of the NSDL i.e. <https://www.evoting.nsdl.com/> for their download.
11. 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, 2020.
 12. 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. The Results will be declared within 48 hours from the conclusion of AGM. 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.
 13. In case you have any query relating to the Annual Accounts or any other queries, you are requested to send the same to the Company Secretary at investor.relations@a2zemail.com at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
 14. The certificate from 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) Regulations, 2014 and in accordance with the resolutions passed in the General Meetings will be available for inspection in electronic mode during the meeting to any person having right to attend the meeting and same may be accessed by sending an e-mail to investor.relations@a2zemail.com.
- I. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM**

REGISTRATION OF EMAIL ID:

- a) 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 Company at investor.relations@a2zemail.com and to RTA at rta@alankit.com.
 - b) In case shares are held in demat mode, members are requested to register their email address with their Depository Participant and share their DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name of Shareholder, 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
10. Members may note that the Notice of the Annual General Meeting will also be available on the Company's website

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.

- c. Members are encouraged to join the meeting through their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.
- d. 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in; or

-contact Ms. Pallavi Mhatre, Manager NSDL at the designated e-mail ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number + 91 22 24994545; or

-contact Ms. Soni Singh, Asst. Manager, NSDL at the designated email id-evoting@nsdl.co.in or SoniS@nsdl.co.in or at telephone number +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

- e. Members attending the AGM through VC/OAVM shall

be counted for the purpose of reckoning the quorum under Section 103 of the Act.

15. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members to exercise their right to vote on resolutions proposed to be considered at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services, provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period commences on Sunday, September 27, 2020 (9:00 am) and ends on Tuesday, September 29, 2020 (5:00 pm) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2020 may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The process and manner for remote e-voting are as under:

REMOTE E-VOTING PRIOR TO THE AGM

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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 enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - 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. A2ZINFRA-e-voting.pdf. 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'.
 - If your email ID is not registered with the Company/ RTA can obtain Notice of AGM and Annual Report and/ or can attend the AGM through VC/ OAVM by updating your email address as mentioned above.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:
How to cast your vote electronically on NSDL e-Voting website?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens. Voting period commences on and from Sunday, September 27, 2020 (9:00 am) and ends on Tuesday, September 29, 2020 (5:00 pm).
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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.co.in.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

E-VOTING AT THE AGM

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.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 23, 2020.

VI. 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. Wednesday, September 23, 2020, 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.

VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

VIII. Mr. Suchitta Koley (C.P. No. 714), Partner of DR Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the Remote e-Voting and e-voting at the AGM in a fair and transparent manner.

IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.a2zgroup.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or any other Director/KMP/Employee so authorized. The

results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

X. 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 in the 'Investor' Section, at the earliest soon after the conclusion of the Meeting.

XI. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, 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.

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 Directors to be Appointed/Re-appointed.

Mr. Ashok Kumar Saini- Proposed to be re-appointed as Non-Executive Non-Independent Director

1. Brief Resume of the Director:

Dr. Ashok Kumar Saini, aged 51 years, possess Master of Technology degree in Mechanical (Thermal Engineering) from Delhi College of Engineering, Delhi University & Ph.D in Mechanical Engineering from Uttarakhand Technical

University, Dehradun. Dr. Saini is Fellow Member of the Institution of Engineers (India) and also a member of Indian Society of Heating, Refrigeration and Air Conditioning Engineers. Dr. Saini is currently designated as Non-Executive Non-Independent Director of the Company. He also serves on the Board of Directors of A2Z Powercom Ltd. and A2Z Waste Management (Ludhiana) Ltd., subsidiaries of the Company.

2. **Nature of expertise in specific functional areas:** Dr. Saini has over 31 years of experience in diverse industries including Green Buildings, HVAC Industry, Energy Audits, Power Sector including transmission and distribution project, Biomass and RDF Based Power Plants. Prior to joining the Company, Dr. Saini worked with Voltas Ltd and ETA Engineering Private Limited.
3. **Disclosure of inter-se relationships between directors and Key Managerial Personnel:**
Nil
4. **Listed companies (other than the Company) in which Dr. Ashok Kumar Saini holds directorship and committee membership:**
Directorship: Nil
Chairperson / Membership of Board committees: Nil
5. **Shareholding in the Company:** 3,00,000 equity shares
6. **Terms and conditions for appointment / reappointment:** As per the Policy of the Company
7. **Remuneration last drawn:** N.A. (only sitting fees was paid for the meetings of Board of Directors)
8. **Date of First Appointment on the Board:** 13th November, 2014
9. **Number of Board meetings attended during the year:** 3 (Three) out of 5 (Five)

Mr. Rajesh Jain - Proposed to be re-appointed as Whole-Time Director

1. Brief Resume of the Director:

Mr. Rajesh Jain, aged 47 years, is an MBA from Agra University, and a fellow member of Institute of Companies Secretaries of India (ICSI), New Delhi. Mr. Jain has been associated with the Company since 2010 as President Corporate Affairs and is currently designated as Whole Time Director cum Chief Executive Officer of A2Z Infra Engineering Ltd. He is also the Whole-Time Director of A2Z Infraserivces Ltd., a material subsidiary of the Company.

2. **Nature of expertise in specific functional areas:** Mr. Rajesh Jain has over 20 years of experience in the Telecommunication and Power industry. Being a core member of the management team, he is involved in all the strategic decision making of the Company and group as a whole. Under his able leadership, the Company has secured various prestigious order for trenching Laying, installation, Testing of Optical fiber Cable, PLB Duct and Accessories for construction of Exclusive optical Access routes on turnkey basis for India's Defence Network. Prior to joining the Company, Mr. Jain was the Vice-president Corporate Affairs at Teracom Limited.

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

4. **Listed companies (other than the Company) in which Mr. Rajesh Jain holds directorship and committee membership:**

Directorship: Nil

Chairperson / Membership of Board committees: Nil

5. **Shareholding in the Company:** 4,90,988 equity shares
6. **Terms and conditions for appointment / reappointment:** As per the Policy of the Company
7. **Remuneration last drawn:** Company is not paying any remuneration to Mr. Rajesh Jain. However, he has been appointed as Whole Time Director in A2Z Infraserivces Ltd. and is getting remuneration from A2Z Infraserivces Limited, material subsidiary of the Company.
8. **Date of First Appointment on the Board:** 13th November, 2014
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 52 years, Completed his B.Tech in Civil Engineering from Indian Institute of Technology, Roorkee. Mr. Mittal is a Founder Promoter and Managing Director of the Company. He also serves on the Board of Directors of A2Z Infraserivces Limited, material subsidiary of the Company, A2Z Powercom Limited, Mestric Consultants Private Limited and Devdhar Trading and Consultants Private Limited. Mr. Mittal has been awarded with the Ernst & Young award for the Start-up Entrepreneur of the year 2009.

2. **Nature of expertise in specific functional areas:** Mr. Amit Mittal has over 29 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 involved in all the strategic decision making of the Company and group as a whole and is responsible for the management of the overall operations of the Company and has been instrumental in enabling the Company to diversify and expand its operations on PAN India basis. He is actively involved in long term strategy formulations and in exploring new growth avenues for the Group.
3. **Disclosure of inter-se relationships between directors and Key Managerial Personnel:**
4. **Listed companies (other than the Company) in which Mr. Amit Mittal holds directorship and committee membership:**
Directorship: Nil
Chairperson / Membership of Board committees: Nil
5. **Shareholding in the Company:** 2,73,50,601 equity shares
6. **Terms and conditions for appointment / reappointment:** As per the Policy of the Company

7. **Remuneration last drawn:** Company is not paying any remuneration to Mr. Amit Mittal. However, he has been appointed as Managing Director in A2Z Infraserivces Ltd. and is getting remuneration from A2Z Infraserivces Limited, a material subsidiary of the Company.
8. **Date of First Appointment on the Board :** 01st January, 2005
9. **Number of Board meetings attended during the year:** 3 (Three) 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

Mr. Rajesh Jain (DIN No. 07015027) was appointed as Whole time Director of the Company for a period of three (3) years starting from November 13, 2017 to November 12, 2020. As his tenure shall expire on November 12, 2020, the Board of Directors at its meeting held on September 04, 2020 has, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Rajesh Jain as Whole Time Director of the Company for a further period of three (3) years with effect from November 13, 2020 without any remuneration.

Remuneration:

Company is in CDR arrangement and is facing financial stress and had entered into Settlement agreement(s) with certain lenders, wherein it had settled the outstanding borrowings by issue of shares, upfront payments and deferred installments. Company has delayed payments in respect of the certain deferred installments which were due and payable pursuant to those Agreements. Hence, none of the perquisite or allowance is proposed for Mr. Rajesh Jain for his re-appointment as Whole Time Director of the Company. However, Mr. Rajesh Jain is the Whole Time Director in A2Z Infraserivces Limited, a material subsidiary of the Company and he is withdrawing remuneration from A2Z Infraserivces Limited, which is within the limits as prescribed under Section 197 and Schedule V of Companies Act, 2013.

Brief resume of the appointee is given below:

Mr. Rajesh Jain, aged 47 years, is Master in Business Administration from the Agra University and is a fellow member of the Institute of Companies Secretaries of India, New Delhi (ICSI). Mr. Jain joined the Company in March, 2010 as President Corporate Affairs and was responsible for coordinating corporate relations among strategic business units. He has approximately 20 years of experience in the Telecommunications and Power Industry. Prior to joining the Company, Mr. Jain was the Vice-President Corporate Affairs at Teracom Limited.

Mr. Rajesh Jain, is designated as CEO of the Company and is taking care of the telecom business of the Company and is playing a key role in consolidating the organization's presence in the telecom and power utilities segment. Under his leadership the Company has secured a prestigious order for trenching laying, Installation, Testing of Optical Fibre Cable, PLB Duct and Accessories for construction of Exclusive Optical NLD Backbone and Optical Access routes on turnkey basis for Defense Network.

Mr. Rajesh Jain is Director in A2Z Infraserivces Limited,

subsidiary of the Company. He is the Member of (i) Audit Committee (ii) Stakeholder Relationship Committee (iii) Finance Committee of the Company. Mr. Rajesh Jain does not hold any Chairmanship/Membership of the Committee of any other Company. As on date of board meeting, he holds 4,90,988 Equity Shares of the Company.

On the recommendations of Nomination and Remuneration Committee of the Board, the Board of Directors have in its meeting duly held on September 04, 2020, accorded their approvals to the above and have recommended the aforesaid resolutions as set out in this notice for approval of the shareholders.

Mr. Rajesh Jain is deemed to be concerned or interested in the said resolution of this notice. None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested in the said resolutions.

The Appointment of Mr. Rajesh Jain is appropriate and in the best interest of the Company and that the approval of the members of the Company is being sought as an Ordinary Resolution to the terms, conditions and stipulations thereto.

Item No. 4

Mr. Amit Mittal (DIN No. 00058944) was appointed as Managing Director of the Company for the period of three (3) years starting from January 01, 2018 to December 31, 2020. As his tenure expires shall expire on December 31, 2020, the Board of Directors at its meeting held on September 04, 2020 has, on the recommendations of Nomination and Remuneration Committee, re-appointed Mr. Amit Mittal as Managing Director of the Company for a further period of three (3) years with effect from January 01, 2021 without remuneration.

Remuneration:

Company is in CDR arrangement and is facing financial stress and had entered into Settlement agreement(s) with certain lenders, wherein it had settled the outstanding borrowings by issue of shares, upfront payments and deferred installments. Company has delayed payments in respect of the certain deferred installments which were due and payable pursuant to those Agreements. Hence, none of the perquisite or allowance is proposed for Mr. Mittal for his re-appointment as Managing Director of the Company. However, Mr. Amit Mittal is the Managing Director in A2Z Infraserivces Limited, a material subsidiary of the Company and he is withdrawing remuneration from A2Z Infraserivces Limited, which is within the limits as prescribed under Section 197 and Schedule V of Companies Act, 2013.

Brief resume of the appointee is given below:

Mr. Amit Mittal, aged 52 years, is B. Tech in Civil Engineering from Indian Institute of Technology, Roorkee and has over 29 years of experience in project management and execution in the power, oil and infrastructure sectors. Mr. Mittal is a Founder Promoter and Managing Director of the Company and is responsible for the management of the overall operations of the Company and has been instrumental in enabling the Company to diversify and expand its operations on PAN India basis. He is actively involved in long term strategy formulations and in exploring new growth avenues for A2Z. He currently serves on the Board of Directors of A2Z Infraserivces Limited, A2Z Powercom Limited, Mestric Consultants Private Limited and

A2Z INFRA ENGINEERING LTD.

Devdhar Trading and Consultants Private Limited. Mr. Mittal has been awarded with the Ernst & Young award for the Start-up Entrepreneur of the year 2009.

He is the Member of (i) Finance Committee (ii) Corporate Social Responsibility (CSR) Committee of the Company. Mr. Amit Mittal is also member of Audit Committee of A2Z Infraserivces Limited. As on date of board meeting, he holds 2,73,50,601 Equity Shares of the Company.

On the recommendations of Nomination and Remuneration Committee of the Board, the Board of Directors have in its meeting duly held September 04, 2020, accorded their approvals to the above and have recommended the aforesaid resolutions as set out in this notice for approval of the shareholders.

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 is, in any way, concerned or interested in the said resolutions.

The Appointment of Mr. Amit Mittal is appropriate and in the best interest of the Company and that the approval of the members of the Company is being sought as an Ordinary Resolution to the terms, conditions and stipulations thereto.

Item No. 5

In terms of section 143(8) of the Companies Act, 2013 where a company has branch office, the accounts of that branch office shall be audited either by Company's Statutory 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. The Company has proposed to close its branch office in Zambia as Company is not carrying any business in Zambia after the end of June, 2020. Hence, Branch Auditor for Zambia is required to be appointed for the Quarter ended June, 2020.

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.

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

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in item No. 5 of the accompanying notice.

Item No. 6

The Board of Directors at its meeting held on July 30, 2020, on the recommendation of the Audit Committee has considered and approved the appointment of M/s. JSN & Co. (Firm Registration No. 000455), 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, 2021 at a remuneration of INR 75,000/- (Rupees Seventy Five 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. JSN & Co., Cost Accountants, to conduct the audit of Cost Accounting Records of the Company for the financial year ending March 31, 2021.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the consent of the members is sought for passing Ordinary Resolution as set out at item no. 6 of the accompanying notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

The Board recommends the Ordinary Resolution set out at item no. 6 of the accompanying notice for approval by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the accompanying notice.

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

**(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: September 04, 2020
Place : Gurugram**