



## 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 18<sup>th</sup> (Eighteenth) Annual General Meeting of the Members of **A2Z Infra Engineering Ltd.** will be held as under:

**Day** : Saturday

**Date** : September 28, 2019

**Time** : 10:30 A.M.

**Venue** : GIA House, I.D.C., Mehrauli Road, Opposite  
Sector-14, Gurugram-122001, Haryana, India

to transact the following businesses:

#### 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, 2019, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date alongwith 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, 2019, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date alongwith Auditors' Report thereon.
2. To appoint a Director in place of Mr. Rajesh Jain (DIN 07015027), 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 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s Walker Chandio & Co. LLP, Chartered Accountants, Delhi (Firm Registration No. 001076N/N500013) be and is hereby re-appointed as Auditors of the Company for the second term of two consecutive years, to hold office from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held for the Financial Year 2020-21, at such remuneration as may be fixed by the Board of Directors of the Company on recommendation of the Audit Committee."

#### SPECIAL BUSINESS

4. To consider and re-appoint Mr. Surender Kumar Tuteja (DIN 00594076) as Non-Executive Independent Director and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("SEBI LODR, 2015"), Mr. Surender Kumar Tuteja (DIN 00594076), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for the second term of 5 (five) consecutive years, with effect from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held for the Financial Year 2023-24, whose period of office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** under the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the approval of the members of the Company be and is hereby accorded for continuation of Mr. Surender Kumar Tuteja as Non-Executive Independent Director on attaining the age of seventy five years."

5. To consider and re-appoint Dr. Ashok Kumar (DIN 00054771) as Non-Executive Independent Director and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("SEBI LODR, 2015"), Dr. Ashok Kumar (DIN 00054771) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company, to hold office for the

second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Company's Annual General Meeting to be held for the Financial Year 2023-2024, whose period of office shall not be liable to retire by rotation".

6. To consider and appoint Ms. Atima Khanna (DIN: 07145114) as Non-Executive Independent Woman Director 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 149, 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("SEBI LODR, 2015"), Ms. Atima Khanna (DIN 07145114) who was appointed as an Additional Director on the Board of Directors (Board) of the Company with effect from 23<sup>rd</sup> May, 2019 under Section 161 of the Companies Act, 2013 and who hold office upto the date of this Annual General Meeting, and qualifies for being appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Woman Director of the Company, to hold office for a period of 5(five) consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Company's Annual General Meeting to be held for the Financial Year 2023-2024, whose period of office shall not be liable to retire by rotation."

7. 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, 2020.

**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."

8. To consider and ratify remuneration payable to M/s. JSN & Co., Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2019, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** on account of casual vacancy created by resignation of M/s HAM & Associates, Cost Accountants, due to their pre-occupation, for the financial year 2018-19, M/s JSN & Co. was appointed as Cost Auditor for the financial year 2018-19, pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), at a remuneration of Rs. 70,000/- (Rupees Seventy 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 records of the Company for the financial year ending March 31, 2019 be and is hereby ratified.

**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."

9. To consider and ratify remuneration payable to M/s. JSN & Co., Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2020, 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, 2020, 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.  
Sd/-**

**(Atul K. Agarwal)  
Vice President & Company Secretary  
FCS-6453**

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

**Dated :** 13<sup>th</sup> August, 2019

**Place :** Gurugram

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM OR THE MEETING) IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than Ten percent of the total Share Capital of the Company.

The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed and stamped, not less than 48 hours before the commencement of the meeting. proxy form is a part of this notice. proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
4. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
5. In case of joint holders attending the meeting together, only to the shareholder whose name appearing first will be entitled to vote.
6. Corporate members / Institutional members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution/ authorization letter etc. authorizing their representative to attend and vote on their behalf at the meeting.
7. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) 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.
8. The Physical Register of Members and Share Transfer Books of the Company would remain closed from Sunday, September 22, 2019 to Saturday, September 28, 2019 (both days inclusive).
9. 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.
10. 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.

11. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
12. Further the electronic copies of the Annual Report are being sent to the members whose email IDs are registered with the Depository Participants for communication purposes unless any member requests for a physical copy of the same. For members who have not registered their email address, physical copy of the same is being sent by the permitted mode.
13. Members may note that the Notice of the Annual General Meeting will also be available on the Company's website i.e. [www.a2zgroup.co.in](http://www.a2zgroup.co.in) and the website of the NSDL for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, without any charges. For any communication, the shareholders may also send requests to the Company's investor email id: [investor.relations@a2zemail.com](mailto:investor.relations@a2zemail.com).
14. 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 23, 2019.
15. 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 Poll process in a fair and transparent manner and for conducting the scrutiny of the votes cast. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, 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 who are not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other Director/KMP/Employee so authorized, shall countersign the same and declare the result of the voting forthwith. The results of the Annual General Meeting will also be posted on the Company's website [www.a2zgroup.co.in](http://www.a2zgroup.co.in) and the website of the NSDL, besides communicating to the stock exchange(s) on which the shares of the Company are listed.
16. Members who have not registered their e-mail address so



far are requested to register their email so that they can receive any communication from the Company electronically.

17. Members/Proxies are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.

**18. 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 facility to exercise their right to vote on resolutions proposed to be considered at the 18<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, September 25, 2019 (9:00 am) and ends on Friday, September 27, 2019 (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 September 21, 2019 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.
- V. The process and manner for remote e-voting are as under:

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://](https://www.evoting.nsdl.com/)

[www.evoting.nsdl.com/](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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
  - 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 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. 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'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - 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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting website?**

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens. Voting period commences on and from Wednesday, September 25, 2019 (9:00 am) and ends on Friday, September 27, 2019 (5:00 pm).
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the

confirmation page.

8. 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.co.in](mailto: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](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 at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- VI. 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).
- VII. 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 Saturday, September 21, 2019.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 21, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor.relations@a2ze.com](mailto:investor.relations@a2ze.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](http://www.evoting.nsdl.com).
- IX. 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 voting at the AGM through ballot paper.
- X. Mr. Suchitta Koley (C.P. No. 714), Partner of DR Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-Voting and poll process in a fair and transparent manner.

- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.a2zgroup.co.in](http://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.
- XIII. The e-voting period ends on the close of Friday, September 27, 2019 at 5:00 p.m. The e-voting module shall also be disabled by NSDL for voting thereafter.
- XIV. A Member can opt for only one mode of voting, i.e. either by physical or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and physical voting of that Member shall be treated as invalid.
- XV. All documents proposed for approval, if any, in the above Notice and documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company during the business hours on all working days (except Saturdays, Sundays and Holidays) up to the date of forthcoming Annual General Meeting.

#### **REQUEST TO MEMBERS**

**Members are requested to send their question(s), if any, relation to the financial statements, shareholding etc., to the Company Secretary/Chief Financial officer at the registered office of the Company on or before Saturday, September 21, 2019 so that the answers/details can be kept ready at the AGM.**

**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 -1**

#### **PROFILE OF DIRECTORS TO BE APPOINTED/RE-APPOINTED.**

##### **MR. RAJESH JAIN - WHOLE-TIME DIRECTOR CUM CHIEF EXECUTIVE OFFICER**

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

Ms. Rajesh Jain, 46, is an MBA from Agra University, and a fellow member of Institute of Companies Secretaries of India (ICSI). Mr. Jain has been associated with the Company since 2010 and is currently the Chief Executive Officer and Whole Time Director of A2Z Infra Engineering Ltd. He is also the Whole-Time Director of A2Z Infraservices Ltd., a material subsidiary of the Company.

- 2. Nature of expertise in specific functional areas:** Mr. Rajesh Jain has over 19 years of experience in the telecommunications 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 orders 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 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:** 4,62,988 equity shares
- 6. Terms and conditions for appointment / reappointment:** As per the Policy of the Company
- 7. Remuneration last drawn:** Rs. 9,00,000/- (for the period starting from 1<sup>st</sup> April, 2018 to 30<sup>th</sup> September, 2018)
- 8. Date of First Appointment on the Board :** 13<sup>th</sup> November, 2014
- 9. Number of Board meetings attended during the year:** 7

## A2Z INFRA ENGINEERING LTD.

### MR. SURENDER KUMAR TUTEJA - NON-EXECUTIVE INDEPENDENT DIRECTOR

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

Mr. Surender Kumar Tuteja, 74, is former Indian Administrative Service (IAS) official of the Punjab cadre, holds a Master's degree in Commerce from Delhi University and is a Fellow member of the Institute Company Secretaries of India (ICSI). Mr. Tuteja has been associated with the Company since 2008 and is currently the Non-Executive Independent Director of A2Z Infra Engineering Ltd. He is also the Non-Executive Chairman of Company.

#### 2. Nature of expertise in specific functional areas

Mr. Surender Kumar Tuteja has served the Government of India and the Government of Punjab in various capacities including as secretary to the Government of India in the Department of Food and Public Distribution, as Secretary, Ministry of Small Scale Industries and Agro & Rural Industries, as Development commissioner, Small Scale Industries, as Secretary, Public Enterprises Selection Board, as Principal Secretary, Industries and Commerce, as Principal Secretary, Finance, as Chairman of Punjab State Electricity Board. Mr. Tuteja has also acted as a consultant to the World Bank.

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

#### 4. Listed companies (other than the Company) in which Mr. Surender Kumar Tuteja holds directorship and committee membership:

##### Directorship: 3

SML Isuzu Ltd.

Shree Renuka Sugars Ltd

Havells India Ltd.

##### Chairperson / Membership of Board committees: 9

Sr No.	Name of Company	Name of Committee	Chairman/Member
1	SML Isuzu Limited	Stakeholder Relationship Committee	Chairman
2	Daawat Foods Limited	Audit Committee	Chairman
3	QRG Medicare Ltd.	Audit Committee	Chairman
4	Havells India Ltd.	Audit Committee	Chairman
5	Shree Renuka Sugars Limited	Audit Committee	Member
6	Intas Pharmaceuticals Limited	Audit Committee	Member
7	Havells India Ltd.	Stakeholder Relationship Committee	Member
8	Nature Bio Foods Ltd	Audit Committee	Member
9	SML Isuzu Limited	Audit Committee	Chairman*

\* Shall be appointed as Chairman of the Audit Committee of SML Isuzu Ltd. with effect from 14<sup>th</sup> August, 2019.

#### 5. Shareholding in the Company: Nil

#### 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 and its Committees)

#### 8. Date of First Appointment on the Board: 25<sup>th</sup> July, 2008

#### 9. Number of Board meeting attended during the year: 7

**DR. ASHOK KUMAR - NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

Dr. Ashok Kumar, 63, is a fellow member of Institute of Chartered Accountant of India (ICAI) and Institute of Company Secretaries of India (ICSI). Dr. Kumar has been associated with the Company since 2013 and is currently the Non-Executive Independent Director of A2Z Infra Engineering Ltd.

**2. Nature of expertise in specific functional areas:** Dr. Ashok Kumar is having rich experience in debt restructuring and revival and rehabilitation of sick industrial assets in India, and has been directly involved in revival of distressed assets

**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 holds directorship and committee membership:**

**Directorship:** Nil

**Chairperson / Membership of Board committees:** Nil

**5. Shareholding in the Company:** Nil

**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 and its Committees)

**8. Date of First Appointment on the Board:** 01<sup>st</sup> May, 2013

**9. Number of Board meeting attended during the year:** 7

**MS. ATIMA KHANNA - NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

Ms. Atima Khanna, 36, is an MBA, NSE Academy Certification in Financial Markets (NCFM) and a fellow member of Institute of Companies Secretaries of India (ICSI). Ms. Khanna has recently associated with the Company and is currently additional Non-Executive Independent Woman Director of A2Z Infra Engineering Ltd.

**2. Experience and Nature of expertise in specific functional areas:** Ms. Atima Khanna is a Corporate Law advisor and has experience of dealing in various types of Corporate Agreements and appears regularly before Regional Director, National Company Law Tribunal (NCLT), etc. She also does consultancy for the matters relating to, advisory on FEMA and Intellectual property rights, etc.

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

**4. Listed companies (other than the Company) in which Ms. Atima Khanna holds directorship and committee membership:**

**Directorship:** Nil

**Chairperson / Membership of Board committees:** Nil

**5. Shareholding in the Company:** Nil

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

**7. Remuneration last drawn:** N.A.

**8. Date of First Appointment on the Board:** 23<sup>rd</sup> May, 2019

**9. Number of Board meeting attended during the year:** N.A.



**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS NO. 3 TO 9.**
**Item No. 3**

The auditors, M/s. Walker Chandio & Co. LLP (Firm Registration No. 001076N/N500013) Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office as Auditors, if re-appointed. The proposal for their re-appointment is included in the notice.

Based on the recommendation of the Audit Committee, the Board of Directors proposes the re-appointment of M/s Walker Chandio & Co. LLP, Chartered Accountants, Delhi (Firm Registration No. 001076N/N500013), for a term of two consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Company's Annual General Meeting to be held for the Financial Year 2020-2021, at remuneration of upto Rs. 90 Lakhs and reimbursement of out of pocket expenses for performing the statutory audit functions of the Company for the financial year 2019-2020. The fees for the next year may necessitate a nominal escalation based on the mutual discussion and approval of the Audit Committee and the Board.

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 Auditor of the Company.

**Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:**

On the basis of Comparative analysis with other potential Audit Firms and in view of the better presence and experience of M/s Walker Chandio & Co. LLP, the Grant Thornton (GT) Network firm in handling large sized Audits using the tools and methodologies similar to those used by the Big 4 Audit Firms, the Board recommended the re-appointment of M/s. Walker Chandio & Co. LLP, as the Statutory Auditor of the Company.

The details of Walker Chandio & Co. LLP are mentioned below:

Date of establishment	01 Jan 1935
Date of conversion to LLP	25 Mar 2014
Registrations and empanelment	The Institute of Chartered Accountants of India Public Company Accounting Oversight Board Comptroller and Auditor General of India
Registered office	L-41, Connaught Circus, New Delhi-110 001
Number of partners*	48
Number of qualified staff*	430+
Number of trainees*	409+
Number of other employees*	449+
Total number of partners and staff	1336+
Number and Location of Offices*	13 [Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office) Gurgaon, Hyderabad, Kolkata, Mumbai (2 offices), Noida, Pune, Kochi]

\*As at 31 July 2019

The Board of Directors recommend 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 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. 3 of the accompanying notice.

**Item No. 4**

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Surender Kumar Tuteja (00594076), for a second term of five consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Company's Annual General Meeting to be held for the Financial Year 2023-2024 and is not liable to retire by rotation. Mr. Surender Kumar Tuteja was appointed as an Independent Director at the thirteenth Annual General Meeting ("AGM") of the Company and holds office upto the date of this AGM. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of the Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that background, experience and contribution, the continued association of Mr. Surender Kumar Tuteja would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed term of re-appointment, Mr. Tuteja will attain the age of seventy five years on 15<sup>th</sup> June, 2020. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulations, for continuation of Mr. Tuteja as an Independent Director on attaining the age of seventy five years.

Pursuant to the provisions of Section 149 and 152 (b) of the Companies Act, 2013 (Act), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI LODR, 2015, Mr. Surender Kumar Tuteja, Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Mr. Surender Kumar Tuteja is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and SEBI LODR, 2015, the appointment of Mr. Tuteja as Independent Director is now being placed before the Members of the Company for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Brief resume and other details of the Independent Director whose appointment is proposed is provided in the annexure to the Notice attached herewith.

The Board recommends the Special Resolution, at Item No. 4 of the accompanying notice, for the approval of the members of the Company.

Except, Mr. Surender Kumar Tuteja, being appointed, 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. 4 of the accompanying notice.

#### **Item No. 5**

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors proposes the re-appointment of Dr. Ashok Kumar (00054771), for a second term of five consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Company's Annual General Meeting to be held for the Financial Year 2023-2024 and is not liable to retire by rotation. Dr. Ashok Kumar was appointed as an Independent Director at the thirteenth Annual General Meeting ('AGM') of the Company and holds office upto the date of this AGM. The Company has, in terms of Section 160(1) of the Act received in writing notice from a member, proposed his candidature for the office of the Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that background, experience and contribution, the continued association of Dr. Ashok Kumar would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Pursuant to the provisions of Section 149 and 152 (b) of the Companies Act, 2013 (Act), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI LODR, 2015, Dr. Ashok Kumar, Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Dr. Ashok Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and SEBI LODR, 2015, the appointment of Dr. Ashok Kumar as Independent Director is now being placed before the Members of the Company for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Brief resume and other details of the Independent Director whose appointment is proposed is provided in the annexure to the Notice attached herewith.

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

Except, Dr. Ashok Kumar, being appointed, 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.