



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 Limited

NOTICE is hereby given that the 21st (Twenty first) Annual General Meeting of the Members of **A2Z Infra Engineering Ltd.** will be held on Monday, September 19, 2022 at 12.30 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate affairs, Government of India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company consisting of the Standalone Balance Sheet as at March 31, 2022, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Reports of Board of Directors and the Auditors' thereon.
 - the Audited Consolidated Financial Statements of the Company consisting of the Consolidated Balance Sheet as at March 31, 2022, 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 Ms. Dipali Mittal (DIN: 00872628), who is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.**

SPECIAL BUSINESS

3. Appointment of Mr. Arun Gaur (DIN: 08328873) as Non-Executive Non-Independent Director of the Company

To consider, 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 152, 161 of the Companies Act, 2013 (hereinafter called "the Act") and other applicable provisions, if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Arun Gaur (DIN: 08328873) who was appointed by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, as an Additional Director (Non-Executive Non-Independent) of the Company with effect from

November 16, 2021 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of Company, based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

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

4. Appointment of Mr. Manoj Tiwari (DIN: 03597274) as Non-Executive Non-Independent Director of the Company

To consider, 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 152, 161 of the Companies Act, 2013 (hereinafter called "the Act") and other applicable provisions, if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Manoj Tiwari (DIN: 03597274) who was appointed by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, as an Additional Director (Non-Executive Non-Independent) of the Company with effect from July 20, 2022 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of Company, based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Board 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.”

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

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such regulatory approvals and consents as may be required, the Board of Directors of the Company be and is hereby authorized to appoint Branch Auditor(s), as and when required, in consultation with the Auditors, to audit the accounts of the Company’s branch office(s), whether existing or which may be opened/acquired hereafter, outside India and to fix their terms and conditions of appointment and remuneration, based on the recommendation of the Audit Committee/Board, for the financial year ending March 31, 2023.

RESOLVED FURTHER THAT any Director of the Board 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. Ratification of Remuneration to Cost Auditor

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 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. 50,000/- (Indian Rupees Fifty Thousand only) plus applicable taxes and out of Pocket Expenses as approved by the Board of Directors based on the recommendation of the Audit Committee to be paid to M/s. SKG & Co., Cost Accountants (Firm Registration No. 000418), to conduct the audit of Cost Accounting Records of the Company for the financial year ending March 31, 2023, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT any Director of the Board 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.” question, difficulty or doubt that may arise in this regard.”

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

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

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

Dated: August 09, 2022
Place: Gurugram

NOTES:

1. In view of the COVID-19 pandemic and to ensure social distancing norms, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (“SEBI Circular”) has allowed Companies to hold 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”), MCA Circulars and SEBI Circular, 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 is 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.

2. An 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.
3. As this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and clarification issued vide Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated all listed Companies to record/update the KYC details i.e. PAN, Nomination and Bank Account details of the first holder for the shares held in physical mode. The Company has sent a letter to all the Members holding shares in physical mode whose details are yet to be updated seeking the aforesaid information. Detailed information in this regard is available at the Company’s website www.a2zgroup.co.in.

Members holding shares in physical form are requested to ensure the aforesaid KYC details are updated with the Company's Registrar and Share Transfer Agents, M/s. Alankit Assignments Limited ("RTA") before April 01, 2023, post which the said folios shall be frozen. In case, the folios continue to remain frozen, till December 31, 2025, the same shall be referred to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002.

5. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that the service requests received for Issuance of Duplicate Share Certificate, Release of Shares from Unclaimed Suspense Account of the Company, Renewal/ Exchange of Share Certificate, Endorsement, Sub-division/ Splitting of Share Certificate, Consolidation of Folios/ Share Certificates, Transmission and Transposition shall be processed by issuing shares in dematerialised form only and Physical Share Certificates shall not be issued by the Company to the Share Holder/Claimant. Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website www.a2zgroup.co.in.

Members holding equity shares of the Company in physical mode are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/issuance of equity shares in physical mode have been disallowed by SEBI.

6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022 Notice of the 21st Annual General Meeting and Annual Report for the year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice of AGM and the Annual Report 2021-22 will also be available on the Company's website i.e. www.a2zgroup.co.in and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and the website of the NSDL i.e. <https://www.evoting.nsdl.com/> for their download. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 21st AGM and the Annual Report for the year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered with the Company.
7. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
8. Details under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the said Directors for their appointment/re-appointment.
9. The Register of Directors and Key Managerial Personnel

and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the certificate from 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 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.

10. In case of joint holders attending the meeting together, only to the shareholder whose name appearing as the first holder in the orders of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. The Physical Register of Members and Share Transfer Books of the Company would remain closed from Tuesday, September 13, 2022 to Monday, September 19, 2022 to (both days inclusive) for the purpose of Annual General Meeting.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. 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.

PARTICIPATION AT THE AGM AND VOTING

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the

User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. For the smooth conduct of the proceedings of the AGM being conducted through VC/OAVM, Members who would like to express their views/ask questions during the AGM may send their queries in advance and register themselves as a speaker by sending their request from their registered e-mail id mentioning their name, DPID and Client ID/Folio Number, PAN, mobile number at investor.relations@a2zemail.com between 9.00 a.m. on Tuesday, September 06, 2022 and 5.00 p.m. on Monday, September 12, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
6. The Members who do not wish to speak during the AGM but have queries on financial statements or any matter to be placed at the AGM may send the same latest by Monday, September 12, 2022 mentioning their name, DPID and Client ID/Folio Number, PAN, mobile number at investor.relations@a2zemail.com. These queries will be replied suitably either at the AGM or by e-mail.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

B) Remote e-Voting and Voting at AGM

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules,

2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India, and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting facility provided by Listed Entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

2. The remote e-voting period begins on Friday, September 16, 2022 (9:00 am) and ends on Sunday, September 18, 2022 (5:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 12, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 12, 2022.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, August 19, 2022.
5. The Company has appointed Mr. Suchitta Koley (C.P No. 714), Partner of DR Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the Remote E-voting and e-voting process during the AGM in a fair and transparent manner and for conducting the scrutiny of the votes cast.
6. The Results will be declared within two working days of 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.
7. 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. Monday, September 12, 2022, 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.

8. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.a2zgroup.co.in under the ‘Investor’ Section, at the earliest, soon after the conclusion of the Meeting.





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>6. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

- Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to koley.s@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders who need assistance before or during the AGM and e-voting user manual for Shareholders available on the website www.evoting.nsdl.com under the downloads section. You can also contact NSDL on toll free no.: 1800 1020 990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager, NSDL at designated email id evoting@nsdl.co.in, who will address the grievances related to electronic voting.

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

- 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), AADHAAR (self attested scanned copy of Aadhaar Card), mobile no. & email id by email to Company at investor.relations@a2zemail.com or to RTA at rt@alankit.com.
- In case shares are held in demat mode, members are requested to registered their email address with their depository participant or for temporary registration, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card), mobile no. & email id by email to Company at investor.relations@a2zemail.com or to RTA at rt@alankit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Additional information on director recommended for appointment / reappointment as required under Regulation

36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard -2

Profile of Director to be re-appointed

Ms. Dipali Mittal- Proposed to be re-appointed as Non-Executive Non-Independent Director

1. Brief Resume of the Director:

Ms. Dipali Mittal, aged 49 years, is currently designated as Non-Executive Non-Independent Director of the Company. She also serves on the Board of Directors of A2Z Infraservices Ltd. and Ecogreen Envirotech Solutions Ltd., subsidiaries of the Company.

2. Nature of expertise in specific functional areas:

Ms. Dipali Mittal is an MBA degree holder from the Indian Institute of Finance, New Delhi. She is having expertise in areas of Accounting, finance, and general management of the company. Having worked in diverse industries, Ms. Dipali Mittal employs her industrious experience and knowledge to ensure efficient management within the Group.

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

Spouse of Mr. Amit Mittal, Managing Director cum CEO of the Company

4. Listed companies (other than the Company) in which Ms. Dipali Mittal holds directorship and committee membership:

Directorship: Nil

Chairperson / Membership of Board committees: Nil

Listed entities from which the person has resigned in the past three years: Nil

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

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

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

8. Date of First Appointment on the Board: February 01, 2004

9. Number of Board meetings attended during the year: 6 (Six) out of 6 (Six).

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

1. Brief Resume of the Director:

Mr. Arun Gaur, aged 49 years, is currently designated as Additional Director (Non-Executive Non-Independent Director) of the Company. He completed his B.Sc. (MD University), LL.B. (Delhi University) and member of Bar Council of Punjab and Haryana and registered with Supreme Court Bar Association, New Delhi.

2. Nature of expertise in specific functional areas:

Mr. Arun Gaur has approximately 25 years of experience as a Legal practitioner. Mr. Gaur is the Senior Partner of Gaur & Associates and is widely regarded as amongst the most influential legal practitioners. Mr. Gaur has advised on a wide range of corporate and legal issues, includes advising domestic business houses, Banks and Government agencies on all aspects of legal and commercial laws and arbitration matters. He has established himself as a legal luminary in the Apex court and various High Courts. He advises to their clients on strategic decisions and sensitive commercial and legal issues.

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

None

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

Directorship: Nil

Chairperson / Membership of Board committees: Nil

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

5. Shareholding in the Company including shareholding as a beneficial owner : Nil
6. Terms and conditions for appointment / reappointment:
As per the Nomination & Remuneration Policy of the Company

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

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

9. Number of Board meetings attended during the year: 1 (One) out of 1 (One)

Mr. Manoj Tiwari – Proposed to be appointed as Non-Executive Non-Independent Director
1. Brief Resume of the Director:

Mr. Manoj Tiwari, aged 57 years, is currently designated as Additional Director (Non-Executive Non-Independent Director) of the Company. He is a Mechanical Engineering graduate from IIT Roorkee. He holds a Diploma in Business Administration from IGNOU, New Delhi. He is also serving as a Non-Executive Director of Blackrock Waste Processing Private Limited, Mansi Bijlee & Rice Mills Limited, A2Z Waste Management (Aligarh) Limited and Magic Genie Smartech Solutions Limited, subsidiaries of the company.

2. Nature of expertise in specific functional areas:

Mr. Manoj Tiwari possesses over 33 years of rich experience in various fields of Electrical Distribution such as meter testing, transformer testing, and Energy audit, implementation of IT, AMR insubstation monitoring & Projects of loss reduction. He is working from past 10 years

with the Company and presently working as President-Projects in A2Z Infrservices limited, material subsidiary of the Company.

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

None

4. Listed companies (other than the Company) in which Mr. Manoj Tiwari holds directorship and committee membership:

Directorship: Nil

Chairperson / Membership of Board committees: Nil

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

5. Shareholding in the Company including shareholding as a beneficial owner : 5,100 equity shares
6. Terms and conditions for appointment / reappointment:
As per the Nomination & Remuneration Policy of the Company

7. Remuneration last drawn: N.A. (only sitting fees to be paid for the meetings of Board of Directors)

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

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

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

The Board of Directors of the Company ("the Board") on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Arun Gaur as an Additional (Non-Executive Non-Independent) Director of the Company, with effect from November 16, 2021. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Gaur holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received Notice from a Member under Section 160 of the Act proposing his candidature for appointment as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation. Mr. Gaur has given his consent to act as a Director and a confirmation that he is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act nor have been debarred from holding the office of director by virtue of any order from SEBI or any such authority. Brief Resume of Mr. Arun Gaur and other information are provided separately in this Notice.

The Board recommends the Ordinary Resolution, as set out at **item No. 3** of the Notice, for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Arun Gaur and his relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution set out at Item No. 3 of the Notice.

Item No. 4

The Board of Directors of the Company ("the Board") on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Manoj Tiwari as an Additional (Non-Executive Non-Independent) Director of the Company, with effect from July 20, 2022. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Tiwari holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received Notice from a Member under Section 160 of the Act proposing his candidature for appointment as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation. Mr. Tiwari has given his consent to act as a Director and a confirmation that he is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act nor have been debarred from holding the office of director by virtue of any order from SEBI or any such authority. Brief Resume of Mr. Manoj Tiwari and other information are provided separately in this Notice.

The Board recommends the Ordinary Resolution, as set out at **item No. 4** of the Notice, for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Manoj Tiwari and his relative(s), are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution set out at Item No. 4 of the Notice.

Item No. 5

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

Since member's approval is required for appointment of branch auditors, therefore Members of the Company are hereby requested to authorize the Board of directors to appoint branch auditors on the recommendation of the Audit Committee and in consultation with the 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 May 18, 2022 on the recommendation of the Audit Committee has considered and approved the appointment of M/s. SKG & Co. (Firm Registration No. 000418), Cost Accountants, as the Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ending on March 31, 2023 at a remuneration of INR 50,000/- (Indian Rupees Fifty Thousand only) per annum plus applicable taxes and out of Pocket Expenses as approved by the Board of Directors based on the recommendation of the Audit Committee to be paid to M/s. SKG & Co., Cost Accountants, to conduct the audit of Cost Accounting Records of the Company for the financial year ending March 31, 2023.

In accordance with the provisions of Section 148 of the companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the members of the Company.

Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2023.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives are, 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.**

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

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

Dated: August 09, 2022
Place: Gurugram