



## A2Z INFRA ENGINEERING LTD.

(CIN-L74999HR2002PLC034805)

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

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

**Tel.:** 0124-4723383

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

### NOTICE

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

**NOTICE** is hereby given that the 22<sup>nd</sup> (Twenty Second) Annual General Meeting of the Members of **A2Z Infra Engineering Ltd.** will be held on Friday, September 29, 2023 at 12.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate affairs, Government of India to transact the following business:

#### **ORDINARY BUSINESS**

**1. To receive, consider and adopt:**

- a. the Audited Standalone Financial Statements of the Company consisting of the Standalone Balance Sheet as at March 31, 2023, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Reports of Board of Directors and the Auditors' thereon.
  - b. the Audited Consolidated Financial Statements of the Company consisting of the Consolidated Balance Sheet as at March 31, 2023, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with Auditors' Report thereon.
2. To appoint a Director in place of Mr. Arun Gaur (DIN: 08328873), who is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

**3. Re-appointment of Mr. Amit Mittal (DIN 00058944) as Managing 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 the provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act), the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI LODR, 2015"), if any, and Articles of Association of the Company, Mr. Amit

Mittal (DIN: 00058944), Managing Director of the Company be and is hereby re-appointed as Managing Director of the Company for a period of three years effective from January 01, 2024 to December 31, 2026, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Managing Director, whose term shall not be liable to retire by rotation under the provisions of the Act, without any remuneration and on the terms and conditions as mentioned and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company and mentioned in the explanatory statement annexed to the Notice.

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

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

**4. Re-appointment of Ms. Atima Khanna (DIN: 07145114) as Non-Executive Independent Director of the Company**

To consider, 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, 150 and 152 of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof) read with Schedule IV read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, read with Articles of Association of the Company Ms. Atima Khanna (DIN: 07145114), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 23, 2019 upto May 22, 2024 and who qualifies for being re-appointed as an Independent Director has given her consent along with a declaration that she meets the criteria for independence

under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR, 2015 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, and based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, 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 May 23, 2024 to May 22, 2029, whose period of office shall not be liable to retire by rotation.”

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

**5. Appointment of Ms. Ritu Goyal (DIN: 05180676) as Non-Executive Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof) read with Schedule IV read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, read with Articles of Association of the Company, Ms. Ritu Goyal (DIN 05180676), who was appointed by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, as an Additional (Non-Executive Independent Director) of the Company with effect from August 11, 2023 and who qualifies for being appointed as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR, 2015 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, and based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years, with effect from August 11, 2023 to August 10, 2028, and whose period of office shall not be liable to retire by rotation.

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

**6. Appointment of Mr. Parmatma Singh Rathor (DIN: 03346747) as Non-Executive Independent Director of the**

**Company**

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

“**RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof) read with Schedule IV read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, read with Articles of Association of the Company, Mr. Parmatma Singh Rathor (DIN: 03346747), who was appointed by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, as an additional (Non-Executive Independent Director) of the Company with effect from August 11, 2023 and who qualifies for being appointed as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR, 2015 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, and based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years, with effect from August 11, 2023 to August 10, 2028, and whose period of office shall not be liable to retire by rotation.

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

**7. Approval of request received from M/s Shivswaroop Gupta (HUF), Person belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.**

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 Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR, 2015), and subject to approval from the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges) and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or reenactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify M/s Shivswaroop Gupta (HUF) - Promoter Group, having NIL

shareholding in the Company from “Promoter Group” shareholder category to “Public” shareholder category.

**RESOLVED FURTHER THAT** in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI LODR, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI LODR, 2015 post reclassification from “Promoter Group” to “Public”.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI LODR, 2015 and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings including but not limited to making applications to the Securities and Exchange Board of India, the stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”

**8. 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, 2024.

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

**9. 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, 2024, be and is hereby ratified confirmed and approved.

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

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

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

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

**Dated: August 11, 2023**

**Place: Gurugram**

**NOTES:**

1. 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. 10/2022 dated December 28, 2022 issued by the Ministry of



Corporate Affairs ("MCA Circulars") and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") 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 LODR, 2015"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be Corporate Office of the Company at Ground Floor, Plot No. 58, Sector-44, Gurugram-122003, Haryana. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and also available at the Company's website i.e., [www.a2zgroup.co.in](http://www.a2zgroup.co.in).

2. An Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM'), is annexed hereto.
3. As this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. 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 and Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 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](http://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") on or before October 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. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022, has simplified the procedure and standardized the format of documents for transmission of securities. Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 & ISR - 5, the format of which is available on the Company's website [www.a2zgroup.co.in](http://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 Circulars Notice of the 22nd Annual General Meeting and Annual Report for the year 2022-23 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 2022-23 will also be available on the Company's website i.e. [www.a2zgroup.co.in](http://www.a2zgroup.co.in) and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and the website of the NSDL i.e., <https://www.evoting.nsdl.com/> for their download. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 22nd AGM and the Annual Report for the year 2022-23 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 LODR, 2015 and Secretarial Standard on General Meetings in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the said Directors for their appointment/re-appointment.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the certificate from Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed in the General Meetings, will be available electronically for inspection by the Members during the AGM. All documents proposed for approval, if any, in the above Notice and documents specifically stated in the Explanatory Statement shall be available for inspection through electronic

mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investor.relations@a2zemail.com.

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 Saturday, September 23, 2023 to Friday, September 29, 2023 (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 for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit

Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. Members are encouraged to join the Meeting through Laptops /IPADs connected through broadband for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. For the smooth conduct of the proceedings of the AGM being conducted through VC/OAVM, Members who would like to express their views/ask questions during the AGM may send their queries in advance and register themselves as a speaker by sending their request from their registered e-mail id mentioning their name, DPID and Client ID/Folio Number, PAN, mobile number at investor.relations@a2zemail.com between 9.00 a.m. on Monday, September 18, 2023 and 5.00 p.m. on Friday, September 22, 2023. 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 Friday, September 22, 2023 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 the SEBI LODR, 2015, 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 Tuesday, September 26, 2023 (9:00 am) and ends on Thursday, September 28, 2023 (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. Friday, September 22, 2023, 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 22, 2023.
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, September 01, 2023.
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](http://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. Friday, September 22, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor.relations@a2zemail.com](mailto:investor.relations@a2zemail.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 10px;">    <b>App Store</b> </div> <div style="text-align: center; margin: 0 10px;">    <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is

your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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 General Meeting on NSDL e-Voting system.**

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

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [koley.s@gmail.com](mailto:koley.s@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](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 who need assistance before or during the AGM and e-voting user manual for Shareholders available the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under or call 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mahatre, Senior Manager, NSDL at designated email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card), mobile no. & email id by email to Company at [investor.relations@a2zemail.com](mailto:investor.relations@a2zemail.com) or to RTA at [rta@alankit.com](mailto:rta@alankit.com).
- b) In case shares are held in demat mode, members are requested to register their email address with their depository participant or for temporary registration, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card), mobile no. & email id by email to Company at [investor.relations@a2zemail.com](mailto:investor.relations@a2zemail.com) or to RTA at [rta@alankit.com](mailto:rta@alankit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- c) Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- d) 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:-**

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

**Mr. Arun Gaur (DIN 08328873) Proposed to be re-appointed as Non-Executive Non-Independent Director**

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

Mr. Arun Gaur, aged 50 years, is currently designated as Non-Executive Non-Independent Director and also a member of Audit Committee, Stakeholder Relationship Committee and Finance Committee 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 26 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. Public 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:** 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:** November 16, 2021
9. **Number of Board meetings attended during the year:** 4 (Four) out of 4 (Four).

**Mr. Amit Mittal (DIN 00058944) – Proposed to be re-appointed as Managing Director**

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

Mr. Amit Mittal, aged 55 years, is currently designated as Managing Director cum CEO and also a member of Finance Committee of the Company. He completed his B. Tech in Civil Engineering from Indian Institute of Technology, Roorkee. Mr. Mittal is a Founder Promoter and Managing Director of the Company. He is actively involved in long term strategy formulations and in exploring new growth avenues for A2Z.

Mr. Mittal has been awarded with the Ernst & Young award for the Start-up Entrepreneur of the year 2009.

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

Mr. Amit Mittal has over 32 years of experience in the Project Management and execution in the power, oil and infrastructure sectors. Being a core member of the management team, he is involved in all the strategic decision making of the Company and group as a whole and is responsible for the management of the overall operations of the Company and has been instrumental in enabling the Company to diversify and expand its operations on PAN India basis.

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

Spouse of Ms. Dipali Mittal, Director of the Company

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

S. No.	Directorship	Chairperson/ Membership of Board committees
1	A2Z Infraservices Ltd.	Member of Audit Committee, Nomination & Remuneration Committee and Chairperson of Corporate Social Responsibility Committee and Banking & Finance Committee.
2	Ecogreen Envirotech Solutions Ltd.	Member of Corporate Social Responsibility Committee
3	A2Z Powercom Ltd.	—
4	Vsapients Techno Services Pvt. Ltd.	—
5	Vswach Environment (Aligarh) Pvt. Ltd.	—

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

5. **Shareholding in the Company including shareholding as a beneficial owner :** 2,73,50,601 equity shares
6. **Terms and conditions for appointment / reappointment:** As per the Nomination & Remuneration Policy of the Company
7. **Remuneration last drawn:** Company is not paying any remuneration to Mr. Amit Mittal. However, he has been appointed as Whole-Time Director of Ecogreen Envirotech Solutions Limited ("Ecogreen"), a material subsidiary of the Company and is getting remuneration from Ecogreen.