

A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



BY E-FILING

REF. No.:- A2ZINFRA/SE/2018-19/026

05th September, 2018

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Rotuda Building, Dalal Street,
Mumbai-400 001

Fax-022-22722039
BSE Code-533292

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor
Plot No. C/1 G Block, Bandra Kurla Complex, Bandra
(E), Mumbai-400051
Fax- 022-26598237/38
NSE Code-A2ZINFRA

Subject: 17th Annual General Meeting and Book Closure

Dear Sir,

In compliance of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please note that the 17th Annual General Meeting (AGM) of the members of A2Z Infra Engineering Limited is scheduled to be held on **Saturday, the 29th day of September, 2018 at 10.30 a.m. at GIA House, I.D.C., Mehrauli Road, Opposite Sector-14, Gurugram-122001, Haryana, India**, to transact the business as set-forth in the Notice of the meeting dated August 14, 2018 (attached herewith) which is being posted to the shareholders within the statutory time frame prescribed.

Further, the Register of members and share transfer books of the Company will remain closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive) for the purpose of AGM.


In compliance with the provisions of Section 108 of the Companies Act, 2013 and the rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to all the shareholders as on the cut-off date i.e. September 21, 2018 and the remote e-voting period begins on **Wednesday, September 26, 2018 at 9:00 am** and ends on **Friday, September 28, 2018 at 5:00 pm**, during which shareholders may cast their votes electronically.

You are requested to take the above information on your records.

Thanking you,

Yours truly

FOR A2Z INFRA ENGINEERING LTD.


Atul K. Agarwal
Company Secretary
FCS-6453



Add: - Plot No. B-38, Institutional area,
Sector-32, Gurgaon-Haryana

Enclosure: Copy of Notice of 17th AGM

Regd Office : 0-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase - 1, Gurugram-122002, Haryana (INDIA)

Corporate Office : Plot No. B-38, Sector 32, Institutional Area, Gurugram - 122001, Haryana (INDIA), Tel : 0124-4517600, Fax: 0124-4380014

Website: www.a2zgroup.co.in, E-mail : info@a2zemail.com



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, Institutional Area, Sector-32, Gurugram-122001, Haryana

Tel.: 0124-4517600 Fax: 0124-4380014

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

NOTICE

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

NOTICE is hereby given that the 17th (Seventeenth) Annual General Meeting of the Members of A2Z Infra Engineering Ltd. will be held as under:

Day : Saturday,
Date : September 29, 2018
Time : 10.30 A.M.
Venue : GIA House, I.D.C., Mehrauli Road,
Opposite Sector-14, Gurugram-122001,
Haryana, India

to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company consisting of the Standalone Balance Sheet as at March 31, 2018, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date alongwith the Reports of Board of Directors and the Auditors' thereon.
 - the Audited Consolidated Financial Statements of the Company consisting of the Consolidated Balance Sheet as at March 31, 2018, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date alongwith with Auditors' Report thereon.
- 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

- To consider and appoint Branch Auditors for branch offices of the Company outside India and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such regulatory approvals and consents as may be required, the Board of Directors of the

Company be and is hereby authorized to appoint Branch Auditor(s), as and when required, in consultation with the Auditors, to audit the accounts of the Company's branch office(s), whether existing or which may be opened/acquired hereafter, outside India and to fix their terms and conditions of appointment and remuneration, based on the recommendation of the Audit Committee/Board, for the financial year ending March 31, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and are 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."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus applicable taxes and out of Pocket Expenses as approved by the Board of Directors based on the recommendation of the Audit Committee to be paid to M/s. HAM & Associates, Cost Accountants (Firm Registration No. 100738), to conduct the audit of Cost Accounting Records of the Company for the financial year ending March 31, 2019 be and is hereby ratified.

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

- To Consider and approve A2Z Employee Stock Option Plan – 2018 for the eligible employees and directors of the Company 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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Share Based



Employee Benefits) Regulations, 2014 ("SEBI (SBEB) Regulations") the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 and other rules and regulations / guidelines prescribed by Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India, or any other competent authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanction of any authorities, as may be required, and subject to such terms, conditions or modifications as may be prescribed or imposed by any of such authorities while granting such approvals, consents, permissions and sanctions, consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board"), which term shall be deemed to include Nomination & Remuneration Committee constituted or re-constituted from time to time and nominated by the Board ("Committee") to act as 'Compensation Committee' in compliance with Section 178 of the Companies Act, 2013 and as prescribed under the (SEBI (SBEB) Regulations) to exercise its powers including the powers conferred by this Resolution) to introduce and implement **A2Z Employees Stock Option Plan, 2018 ("A2Z ESOP Plan, 2018" or "Plan")** and to create, grant, offer, issue and allot, to or for the benefit of the employees of the Company, whether working in India or out of India, and the Directors (including the whole-time Directors) of the Company except Independent Director, hereinafter collectively referred to as the "Eligible Employee(s)", options and /or other instruments giving right to the eligible Employee(s) to purchase or subscribe such number of equity shares/equity linked instruments/securities convertible into equity shares including any depository receipts convertible into equity shares herein after collectively referred to as (the "Securities") at such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board or Committee may decide.

RESOLVED FURTHER THAT the above said Plan should not be available to an employee who is a promoter or a person belonging to promoter group or director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

RESOLVED FURTHER THAT the maximum number of securities issued/granted in terms of this Resolution under **A2Z ESOP Plan, 2018** shall not exceed such number as would entitle the holders collectively to subscribe or purchase **50,00,000 (Fifty Lakhs)** equity shares of the company having face value of Rs. 10/- each, in addition to the Employee Stock Options issued under any other previous Employee Stock Option Plan(s) of Company.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid Resolution shall in all respects rank pari-passu inter-se and also pari-passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve and bring into effect the Plan on such terms and conditions as contained in the Explanatory Statement to this item in the notice and to make any modifications(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Plan in accordance with the guidelines or regulations that may be issued, from time to time, by any appropriate authority unless such variation(s), modification(s) or alteration(s) is detrimental to the interests of the eligible employees including but not limited to, amendments with respect to the vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan, without any form of further reference, confirmation, approvals or sanctions from the members of the company, to the extent permissible by the SEBI (SBEB) Regulations and other relevant regulations in force.

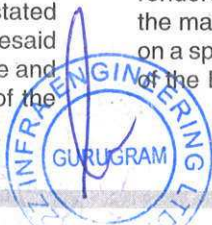
RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issues, merger, demerger, amalgamation, sale of division and any other form of corporate restructuring, the Board be and is hereby authorized to make reasonable adjustments to the number of options granted and the exercise price in accordance with the SEBI (SBEB) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares issued and allotted under the Plan on the Stock Exchange(s), where the Securities of the Company are listed, as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (SBEB) Regulations and other guidelines, rules and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the securities without the Board being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors, or Managing Director of the Company with a power to further delegate the same to any executives/officers of the Company to do all such acts and deeds, matters and things and also to execute documents, writings, and other papers as may be necessary in this regard.

RESOLVED FURTHER THAT the Committee shall have the powers to re-price the options which are not exercised, whether or not they have been vested, if ESOP were rendered unattractive due to fall in the price of the shares in the market, which shall be applicable to all options granted on a specified grant date and not detrimental to the interests of the Eligible Employees."



6. To consider and approve A2Z Employees Stock Option Plan, 2018 to the eligible employee(s)/directors of the subsidiary Company(s), and if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:
- “RESOLVED THAT** the benefits of the A2Z Employee Stock Option Plan, 2018 (“A2Z ESOP Plan 2018” or “Plan”) contained in Resolution no. 5 above is hereby extended to the eligible employees (including directors except Independent Director whether whole time directors or not) of the subsidiary company (s) of the Company on such terms and conditions as may be decided by the Nomination and Remuneration Committee of the Board of Directors of the Company constituted or re-constituted from time to time.”

By order of the Board
For A2Z Infra Engineering Ltd.

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

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

Dated : 14th August, 2018

Place : Gurugram

NOTES:

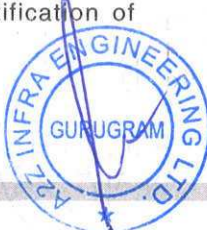
1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM OR THE MEETING) IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

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

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed and stamped, not less than 48 hours before the commencement of the meeting. Proxy Form is a part of this Notice. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
4. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.

5. In case of joint holders attending the meeting together, only to the shareholder whose name appearing first will be entitled to vote.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his/her appointment/ re-appointment.
8. The Register of Members and Share Transfer Books of the Company would remain closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive).
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
12. Further the electronic copies of the Annual Report are being sent to the members whose email IDs are registered with the Depository Participants for communication purposes unless any member requests for a physical copy of the same. For members who have not registered their email address, physical copy of the same is being sent by the permitted mode.
13. Members may note that the Notice of the Annual General Meeting will also be available on the Company's website i.e. www.a2zgroup.co.in and the website of the NSDL for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such



communication in physical form, upon making a request for the same, by post, without any charges. For any communication, the shareholders may also send requests to the Company's investor email id: investor.relations@a2zemail.com.

14. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, August 24, 2018.
15. The Company has appointed Mr. Suchitta Koley (C.P No. 714), Partner of DR Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the Remote E-voting and Poll process in a fair and transparent manner and for conducting the scrutiny of the votes cast. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other Director/KMP/Employee so authorized, shall countersign the same and declare the result of the voting forthwith. The results of the Annual General Meeting will also be posted on the Company's website www.a2zgroup.co.in and the website of the NSDL, besides communicating to the stock exchanges on which the shares of the Company are listed.
16. Members who have not registered their e-mail address so far are requested to register their email so that they can receive any communication from the Company electronically.
17. Members/Proxies are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.

18. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 17th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting

shall be able to exercise their right to vote at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, September 26, 2018 (9:00 am) and ends on Friday, September 28, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

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

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

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

Details on Step 1 is mentioned below:

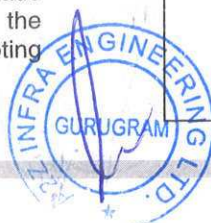
How to Log-into NSDL e-Voting website?

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. A2ZINFRA-e-voting.pdf. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to Log-into NSDL e-Voting website?

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens. Voting period commences on and from Wednesday, September 26, 2018 (9:00 am) and ends on Friday, September 28, 2018 (5:00 pm)
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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.
- 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.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

VI. You can also update your mobile number and e-mail id



in the user profile details of the folio which may be used for sending future communication(s).

- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 21, 2018.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Friday, September 21, 2018, 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.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Suchitta Koley (C.P. No. 714), Partner of DR Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-Voting and poll process in a fair and transparent manner.

- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.a2zgroup.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or any other Director/KMP/Employee so authorized. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- XIII. The voting period ends on the close of Friday, September 28, 2018 at 5:00 p.m. The e-voting module shall also be disabled by NSDL for voting thereafter.
- XIV. A Member can opt for only one mode of voting, i.e. either by physical or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and physical voting of that Member shall be treated as invalid.
- XV. All documents proposed for approval, if any, in the above Notice and documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company during the business hours on all working days (except Saturdays, Sundays and Holidays) up to the date of forthcoming Annual General Meeting.

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relation to the financial statement, shareholding etc., to the Company Secretary/Chief Financial officer at the registered office of the Company on or before Friday, September 21, 2018, so that the answers/details can be kept ready at the AGM.

Additional information on director recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard -1

Ms. Dipali Mittal-Non-Executive Non-Independent Director

1. Brief Resume of the Director:

Ms. Dipali Mittal, 45, holds a Master's degree in Business Administration (MBA) from the Indian Institute of Finance, New Delhi. Ms. Mittal has been associated with the Company since 2004 and is currently the Non-Executive Director of A2Z Infra Engineering Ltd. She is Whole-Time Director of A2Z Infrservices Ltd., a material subsidiary of the Company.

2. Nature of expertise in specific functional areas : Finance and General Administration

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

Ms. Dipali Mittal is wife of Mr. Amit Mittal, Promoter and Managing Director 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

5. Shareholding in the Company: Nil



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS NO. 3 TO 6.**Item No.3**

In terms of section 143(8) of the Companies Act, 2013 where a company has branch office, the accounts of that branch office shall be audited either by Company's Statutory Auditor or by another person qualified for appointment as an auditor of the company under section 139 of the Companies Act, 2013. The Company is presently having branch offices in Uganda, Zambia, 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(s) 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 Statutory auditors of the Company for various branch(s) of the Company opened or to be opened outside India and to fix their remuneration.

The Board recommends the Ordinary Resolution, at item No. 3 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. 3 of the accompanying notice.

Item No. 4

The Board of Directors at its meeting held on May 29, 2018, on the recommendation of the Audit Committee has considered and approved the appointment of M/s. HAM & Associates, Cost Accountants, as the Cost Auditor to conduct the audit of the cost accounting records of the Company for the financial year ending on March 31, 2019 at a remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) per annum plus applicable taxes and out of Pocket Expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at item no.4 of the accompanying notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019.

The Board recommends the Ordinary Resolution set out at item no.4 of the accompanying notice for approval by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.4 of the accompanying notice.

Item No. 5 & 6

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables

alignment of personal goals of the employees with organizational objectives. Equity based compensation plans are an effective tool to reward the talent associated with the Company and its subsidiary company(s). It was suggested to introduce "A2Z Employee Stock Option Plan, 2018" ('A2Z ESOP Plan, 2018 / Plan') with a view to motivate the employees of the Company and its subsidiary company(s) seeking their contribution to the business growth, to create ownership culture, to attract new talent, and to retain talent for ensuring sustainable growth.

The Scheme is meant for eligible permanent employees, directors except Independent Director(s) of the Company, including permanent employees/directors of the subsidiary company(s) as may be decided by the Nomination and Remuneration Committee of the Board of Directors of the Company.

A2Z ESOP Plan, 2018 would be subject to and in conformity with the SEBI (SBEB) Regulations issued in this regard by the Securities and Exchange Board of India or any amendment thereof from time to time. In terms of SEBI (SBEB) Regulations, the administration of A2Z ESOP Plan, 2018 would vest with the Committee of the Board of Directors of the Company.

Main features of Plan are as under:**1. Brief description of the Plan:**

This proposed Plan called the A2Z Employees Stock Option Plan 2018 is intended to reward the eligible employees of the Company and its subsidiary company (s) , as more specifically detailed out in the Plan ("Employees"), for their performance and to motivate them to contribute to the growth and profitability of the Company and its group companies. The Company also intends to use this Plan to retain best talent in the organization, in Management's view stock options shall work as an instrument that would enable the Employee(s) to share the value with themselves which they will create for the Company as a whole, and align individual objectives of Employee(s) with the objectives of the Company and its group company(s) in the years to come. The Company in terms of the said regulations contemplates to enable the implementation of this Plan.

2. Total number of options to be granted:

Total number of Options to be granted under the Scheme shall not exceed 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- each. One option entitles the holder of the option to apply for one equity share of Rs. 10/- each of the Company. Vested Options that lapse due to non-exercise or unvested options that get cancelled due to resignation of employee or otherwise, would be available for re- grant at a future date.

SEBI (SBEB) Regulations require that in case of any Corporate Action(s) such as right issues, bonus issues, merger, split or consolidation and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the Company pursuant to any corporate action, as aforesaid, the above ceiling of 50,00,000 (Fifty Lakhs) equity shares shall be deemed to be increased proportionately to the extent of the additional equity shares issued.

3. Identification of classes of employees entitled to participate in the ESOP

The following classes of employees are entitled to participate in the Plan:

- (i) Permanent employees of the Company who have been working in India or outside India; or
- (ii) Directors of the Company, whether whole-time or not, but excluding independent directors; or
- (iii) Employees as defined in sub-clauses (i) or (ii) above of a subsidiary company, in India or outside India, of the Company, (together, the "Eligible Employees").

Following persons are not eligible as per SEBI (SBEB) Regulations:

- a) an employee who is a promoter or belongs to the promoter group;
- b) A director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% (Ten Percent) of the outstanding equity shares of the Company; and
- c) a director being an independent director.

4. Requirements of vesting and period of vesting.

- (a) There should be a minimum period of one year between the grant of options and vesting of options and such maximum period as may be determined by the Committee but not exceeding four years.
- (b) The vesting shall happen in one or more tranches as may be decided by the Committee.

The Vesting of Options would be subject to continued employment of the Option Grantee with the Company and thus the Options would Vest on passage of time in the manner prescribed above.

5. Maximum Period within which the options shall be vested

The maximum Vesting Period shall be four years from the date of Grant.

6. Exercise Price or Pricing formula

The options would be issued at such discounted price to the market price (Exercise Price), which would be the latest available closing price on the Stock Exchange, which records the highest trading volume in the Company's equity shares on the date prior to the date of the meeting of the Committee at which the options are granted or at such price as the Committee may determine however in any case such price would not be less than the face value of the equity share at that time.

7. Exercise Period and the Process of Exercise

The Exercise period will commence from the date of vesting and extend up to not later than five years from the date of the vesting of the Options or such other period as may be decided by the Committee, from time to time. The Option would be exercisable by the employee by a written application to the designated officer of the Company to exercise the options in such manner, and on execution of

such documents as may be prescribed by the Committee under the Scheme. The options will lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees to the ESOP

Employees may be granted Options based on performance and such other criteria as the Committee may, in its absolute discretion decide. The options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

9. Maximum number of options to be issued per employee and in aggregate

The maximum number of options granted to any one employee/ director in a year will not exceed 1% of the issued Equity Share capital of the Company at the time of granting of an option.

The aggregate of all such grants, as reduced by options lapsed, cancelled, forfeited or surrendered, shall not exceed 50,00,000 (Fifty lakhs) options convertible in to equivalent number of equity shares of face value Rs. 10/- each.

10. Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the equity shares on the exercise date. Further, except for grant of Options upto the limit mentioned under Clause 2 above, no other benefits are being proposed to be provided.

11. Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The Plan will be implemented by the Company directly in a manner as permissible under the SEBI (SBEB) Regulations and subject to applicable compliances, as specified in the Plan.

12. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Plan contemplates new issue of shares by the Company.

13. The amount of loan provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms etc.:

Nil.

14. Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the trust for the purchase under the Plan:

Nil.

15. Disclosure and Accounting policies:

The Company shall follow the laws / regulations applicable to accounting and disclosure related to the employee stock

options, including but not limited to, the IND AS 102 on Share based payments / Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein. Where any existing accounting guidelines do not prescribe accounting treatment and/or disclosure requirements for A2Z ESOP Plan, 2018, then the Company shall comply with the relevant accounting standards as may be prescribed in this behalf under SEBI (SBEB) Regulations or any other applicable law, from time to time.

16. Method of Option Valuation:

The Company shall use the Fair Value method for valuation of the Options granted to calculate the employee compensation cost.

The equity shares allotted pursuant to the exercise of the Options shall be listed on the Stock Exchanges where the Company's Equity Shares are listed and necessary applications will be made to those Stock Exchange(s) in this behalf.

As per Regulation 6 of the SEBI (SBEB) Regulations read with Section 62(1)(b) of the Act., any Employees Stock Option Scheme must be approved by way of a special resolution. Further as the Scheme will entail further shares to be offered to persons other than existing members of the Company, consent of the Members is required for issue of the equity shares and / or instruments entitling the holder to subscribe to or purchase equity shares, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013. Regulation 6 of the SEBI (SBEB) Regulations requires that

a separate resolution is required to be passed if the benefits of the Scheme are to be extended to eligible employees of the subsidiary companies. Accordingly the resolution set out at item no. 5 & 6 are being placed for approval of the members.

In terms of Section 62 and other applicable provisions if any of the Companies Act 2013 and SEBI (SBEB) Regulations, approval of Shareholders is sought to issue equity Shares pursuant to options to be granted under A2Z ESOP Plan, 2018 not exceeding 50,00,000 (Fifty Lakhs) equity shares.

The options to be granted / shares to be issued under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company and to the extent of the options that may be offered to them under the A2Z ESOP Plan, 2018.

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

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

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

Dated : 14th August, 2018
Place : Gurugram



Notes





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, Institutional Area, Sector-32, Gurugram-122001, Haryana

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

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

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)			
Registered Address			
E-mail Id			
Folio No/ Client Id		DP ID	

I/We, being the member (s) of.....shares of the above named company, hereby appoint:

1. Name: E-mail Id :

Address :

..... Signature :, or failing him
2. Name: E-mail Id :

Address :

..... Signature :, or failing him
3. Name: E-mail Id :

Address :

..... Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company to be held at **GIA House, I.D.C., Mehrauli Road, Opposite Sector-14, Gurugram-122001, Haryana, India** on Saturday, 29th day of September, 2018 at 10.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional	
		For	Against
1.	Adoption of the Standalone and Consolidated Audited Financial Statements including the Balance Sheet as at March 31, 2018, together with the reports of the Board of Directors and the Auditors 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.		



Resolution No.	Description	Optional	
		For	Against
3.	To consider and appoint Branch Auditor(s) for branch offices of the Company outside India.		
4.	To ratify and confirm remuneration payable to M/s. H A M & Associates, Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2019.		
5.	Approval of A2Z Employee Stock Option Plan, 2018 for the eligible employees and directors of the Company.		
6.	Approval of A2Z Employees Stock Option Plan, 2018 to the eligible employee(s)/ directors of the subsidiary Company(s).		

Signed this day of 2018

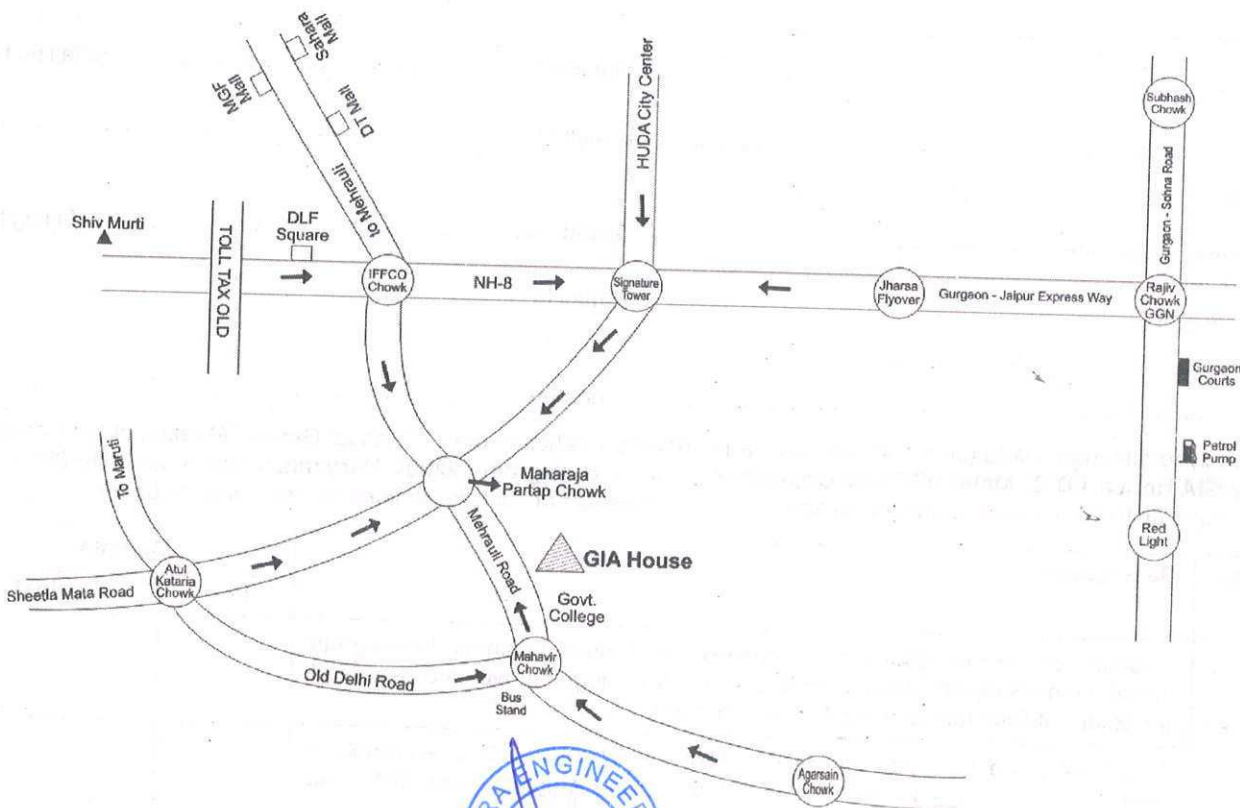
Signature of shareholder

Affix Revenue Stamp (Rs. 1)

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting by 10.30 A.M. on September 29, 2018.

ROUTE MAP OF GIA HOUSE





A2Z INFRA ENGINEERING LTD.

(CIN-L74999HR2002PLC034805)

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

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

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

ATTENDANCE SLIP

17TH ANNUAL GENERAL MEETING - SATURDAY, THE 29TH SEPTEMBER, 2018

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 17th Annual General Meeting of the Company to be held at **GIA House, I.D.C., Mehrauli Road, Opposite Sector-14, Gurugram-122001, Haryana, India** on Saturday, 29th day of **September**, 2018 at 10.30 a.m.

.....
Member's/Proxy's Name in Block Letters

.....
Member's/Proxy's Signature

Notes: A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

*Applicable for investor holding shares in electronic form.

The Electronic Voting Particulars are as follows:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

