

A2Z INFRA ENGINEERING LIMITED

CIN No.: L74999HR2002PLC034805



REF. No.: A2ZINFRA/SE/2025-26/018

BY E-FILING

August 12, 2025

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

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-022-22722039
BSE Code- 533292

Fax- 022-26598237/38
NSE Code- A2ZINFRA

Subject: Submission of Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information

Dear Sir/Madam,

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, we wish to submit herewith the revised "Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information" which has been approved by the Board of Directors of the Company in its meeting held today, i.e. on Tuesday, August 12, 2025. The revised code is effective with immediate effect.

The said Code shall also be uploaded on the website of the company (www.a2zgroup.co.in)

The Board meeting commenced at 5:55 p.m. and concluded at 6:30 p.m.

This is for your information & records purpose.

Thanking you,
Yours truly,

FOR A2Z INFRA ENGINEERING LTD.



(Atul K. Agarwal)
Company Secretary
FCS-6453

Add: - Ground Floor, Plot No. 58, Sector-44,
Gurugram-122003, Haryana



A2Z INFRA ENGINEERING LTD.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

**[under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition
of Insider Trading) Regulations, 2015]**

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

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

Tel No: (0124) 4723383

Website: www.a2zgroup.co.in



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Introduction

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same have been made applicable to all companies whose shares are listed on Indian stock exchanges.

Clause 8 of the Regulations mandates the Board of Directors of every listed company to formulate a Code of Practices & Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) that it would follow in order to adhere to each of the Principles set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner.

Accordingly, this policy has been formulated based on the principles of Fair Disclosure of unpublished price sensitive information as set out in Schedule A of the Regulations and is in effect since 15.05.2015.

Further, this policy is compliant of Regulation 3(2A) of the Regulations which mandates that the board of directors of a listed company shall make a policy for determination of "legitimate purposes" as a part of "Code of Fair Disclosure and Conduct" formulated under Regulation 8.

Objective of the Code of Fair Disclosures

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

Definitions

'**Company**' means A2Z Infra Engineering Limited

"**Compliance Officer**" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

Explanation – For this purpose, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.



'Chief Investors Relations Officer' means Compliance Officer of the Company. The Company Secretary acting as Chief Investor Relation officer shall obtain prior approval of Managing Director and/or CFO depending upon the nature of sensitivity of the information.

"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, [award or termination of order/contracts not in the normal course of business] and such other transactions;
- (v) changes in key managerial personnel [, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;]
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;



- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

The company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

1. **Norms for disclosure of Unpublished Price sensitive information**

a. **Prompt public disclosure of Unpublished price sensitive information**

Unpublished Price sensitive information that would impact price discovery shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website www.a2zgroup.co.in in order to be accessed by the Investors and members of the company i.e. to make the information generally available.

b. **Uniform and Universal dissemination of unpublished price sensitive information**

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.



c. Overseeing and co-ordinating disclosure

The Chief Investor Relations Officer, for this purpose, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the company and media.

If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

d. Responding to market rumours

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

2. Process of disseminating information in order to make the unpublished price sensitive information generally available

Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

Company shall ensure that disclosure to stock exchanges is made promptly.

The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

3. Manner of dealing with analyst and research personnel

- i. **Only Public information to be provided** - A company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.



- ii. **Recording of discussion** - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representative be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- iii. **Handling of unanticipated questions** - A listed company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.
- iv. **Simultaneous release of Information** - When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet.

4. **Unpublished price sensitive information on Need-to-Know basis**

Unpublished Price Sensitive Information shall be handled on a "need to know" basis.

Policy for determination of legitimate purpose.

UPSI may be communicated or provided or allowed access to, only where such communication is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.

Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT regulations.

Whether sharing of UPSI for a particular instance is pursuant to 'legitimate purpose' or not would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

1. Whether sharing of such UPSI is in the ordinary course of business of the Company or for discharge of legal obligations;
2. Whether sharing of UPSI is in the interest of the Company or in furtherance of a genuine commercial purpose;
3. Whether the nature of UPSI being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.



Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI PIT regulations and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI PIT Regulations.

Amendment of the Code

The Board of Directors of the Company may amend, abrogate, modify or revise any or all clauses of this Code in accordance with the applicable provisions of the Regulations, Securities, Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and guidance note issued by such stock exchanges, from time to time. In case any provision(s) of this Code is contrary to or inconsistent with the provision(s) of the applicable laws, the provision(s) of the applicable laws shall prevail. Further, amendments in the applicable laws shall be binding even if not incorporated in this Code. This Code and any subsequent amendment(s) thereto, will be published on the Company's website www.a2zgroup.co.in and promptly intimated to the Stock Exchange where the securities of the Company are listed.



Document History

Approved by:	Approval by Board of Directors	Effective Date
Adopted on:	May 15, 2015	May 15, 2015
1st Amendment on	February 13, 2019	April 01, 2019
2nd Amendment on	August 12, 2025	August 12, 2025