

**REF. NO. :- AMESL/SE/2014-15/101**

**BY E-FILING/FAX/COURIER**

9<sup>th</sup> October, 2014

To,

**Bombay Stock Exchange Limited**  
Phirozejeebhoy Towers  
Rotuda Building, Dalal Street,  
Mumbai-400 001

Fax-022-22722039

To,

**National Stock Exchange of India Limited**  
Listing Department  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1 G Block, BandraKurla Complex, Bandra  
(E), Mumbai-400051

Fax- 022-26598237/38

**Sub-Quarterly Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2014**

Dear Sir,


We are enclosing herewith a Quarterly Corporate Governance Report for the quarter ended (Q2) September 30, 2014 under clause 49 of the Listing Agreement.

This is for your information & records please.

Thanking you,

Yours Truly

For A2Z Maintenance & Engineering Services Limited

  
(Atul Kumar Agarwal)  
Company Secretary cum Compliance Officer  
FCS-6453  
Add: - B-38, Institutional area Sector-32,  
Gurgaon-122001, Haryana



Encl: as above

## Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: -  
Quarter ending on: -

A2Z Maintenance & Engineering Services Limited  
September 30, 2014 (Q2)

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	The composition of the Board is in conformity with clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Non-executive directors are paid sitting fees, which is within the limit prescribed under the Cos. Act. The information is disclosed in the Corporate Governance Report.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	All the requirements are being complied with.
(D) Code of Conduct	49 (ID)	Yes	The Board had laid down a Code of Conduct for directors and senior officers. A compliance report is taken from the directors/senior officers for the financial year 2013-14.
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The Audit Committee comprises of qualified and Independent Directors as required by Listing Agreement.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Minimum 4 meeting are held in a year and gap between two meetings has not been more than 4 months.
(C) Powers of Audit Committee	49 (IIC)	Yes	The Audit Committee is empowered to carry out the functions expected of it under Clause 49 of the Listing Agreement.
(D) Role of Audit Committee	49 (IID)	Yes	Role of Audit Committee is as per clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Audit Committee reviews, inter alia, all financial data to be placed before the Board.
<b>III. Subsidiary Companies</b>	49 (III)	Yes	The Company has disclosed the information as required for subsidiary company (ies) and material non-listed subsidiary company in the Annual Report for the FY 2013-14.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Apart from reporting related party transactions, if any, to the Audit Committee, a consolidated annual statement of such transactions is placed before the Committee, in the meeting held for considering Annual Accounts.



