

A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

Registered Office: O-116, 1st Floor, DLF Shopping Mall, Arjun Marg, DLF Phase 1, Gurgaon-122002, (Haryana)

Corporate Office: Plot No.B-38, Sector 32, Institutional Area, Gurgaon-122001 (Haryana)

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

Tel.: 0124-4517600 Fax : 0124-3863288



NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder(s),

Notice is hereby given that the resolutions as set out in the notice are proposed to be passed by means of Postal Ballot, pursuant to Section 192A of the Companies Act, 1956, as amended from time to time (the "Companies Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

In terms of Section 192A of the Companies Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, a listed company may propose a resolution to be passed through means of a postal ballot in accordance with the provisions contained therein. To facilitate wider participation in the approval process by shareholders residing at different locations, the Company is seeking the approval and ratification of the Shareholders through postal ballot instead of convening a general meeting of the shareholders. Accordingly, the resolutions relating to varying the terms referred to in the Company's Prospectus dated December 16, 2010, as modified through a postal ballot pursuant to a notice dated July 25, 2011, the results of which were declared on August 30, 2011 (together, the "Prospectus"), including to vary and/or revise the utilization of the proceeds of the Initial Public Offering ("IPO") of equity shares made in pursuance of such Prospectus for purposes other than those mentioned in the Prospectus together with the Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof are being sent to you for your consideration.

The Board of Directors has appointed Mr. Deepak Gupta, Practicing Company Secretary, (a partner of DR Associates, Company Secretaries) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In compliance with Clause 35B of the Equity Listing Agreement entered into by the Company with stock exchanges on which its equity shares are listed, the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/6/2012 dated July 13, 2012, the Company is providing an electronic voting ("e-Voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms by post. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-Voting facilities to members of the Company. It may be noted that e-Voting is optional. If a member has voted through the e-Voting facility, he/she is not required to send the Postal Ballot Form. If a member votes through e-Voting facility and also sends his/her vote through the Postal Ballot Form, the vote cast through the Postal Ballot Form shall only be considered and voting through e-Voting shall not be considered by the Scrutinizer.

The e-Voting facility is available at the following link <https://www.evoting.nsd.com> until March 20, 2013. Please refer to the instructions given for e-Voting at the end of this Notice for the purpose and the manner in which e-Voting has to be carried out.

Members opting to vote through the Postal Ballot Form mode are requested to carefully read the instructions printed on the back of the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against) and signed in the attached self-addressed postage pre-paid business reply envelope so as to reach the scrutinizer on or before 1730 hours of March 20, 2013. Postal ballots received thereafter shall not be valid. The postage will be borne and paid by the Company. No other form or photocopy of the Postal Ballot Form is permitted. The members who have not received postal ballot forms may apply to the Company and obtain a duplicate thereof.

Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company or in his absence to any other Director, Company Secretary or any other Authorized Officer. The results of the postal ballot shall be declared by the Chairman or any other Director

duly authorized by the Board by 1500 hours of March 22, 2013 at the Registered Office of the Company situated at O-116, 1st Floor, DLF Shopping Mall, Arjun Marg, DLF Phase I, Gurgaon-122002 (Haryana) and shall also be displayed on the website of the Company, i.e. www.a2zgroup.co.in. Further, immediate communication will be sent to the Stock Exchanges where the Company's shares are listed (i.e. the BSE Limited and the National Stock Exchange of India Limited).

Members may please note that a resolution will be deemed to have been passed as an ordinary resolution if the number of votes cast in favour is more than the number of votes cast against and would be deemed to have been passed by postal ballot on the date of declaration of results of the postal ballot by the Chairman or other authorised person.

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT.

Notice is hereby given, pursuant to Section 192A of the Companies Act, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, to transact the following special business by the members of A2Z Maintenance & Engineering Services Limited by passing resolutions through postal ballot:

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

Change in Utilization of IPO Proceeds

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, the approval and ratification of the Members of the Company be and is hereby accorded and the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or that it will hereinafter constitute to exercise its powers including the powers conferred by this resolution), be and is hereby authorized to vary the terms referred to in the Prospectus dated December 16, 2010 filed by the Company with the Registrar of Companies, NCT of Delhi & Haryana modified through postal ballot pursuant to a notice dated July 25, 2011, the results of which were declared on August 30, 2011 (together, the "Prospectus"), including to vary and / or revise the utilization of the proceeds from the Initial Public Offering ("IPO") of equity shares made in pursuance of the Prospectus and to utilize the proceeds from the IPO for purposes other than those mentioned in the Prospectus including, but not limited to, Working Capital requirements, as mentioned in the explanatory statement."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

**By order of the Board of Directors
For A2Z Maintenance & Engineering Services Limited**

Place :Gurgaon
Date :February 05, 2013

Sd/
(Atul Kumar Agarwal)
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 173(2) and Section 192A of the Companies Act, 1956 setting out material facts is annexed hereto.
2. 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, February 08, 2013.
3. The Company has appointed Mr. Deepak Gupta, a Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer e-Voting facility as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. e-Voting is optional.
5. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form.
6. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-Voting, then voting done through valid Physical Ballot shall prevail and voting done by e-Voting will be treated as invalid.
7. The voting rights of Shareholders shall be in proportion to his/her share in the paid up equity share capital of the Company as on Friday, February 08, 2013.
8. The voting period ends on the 1730 hours of March 20, 2013. The e-Voting module shall also be disabled by NSDL for voting thereafter.
9. The Scrutinizer will submit his report to the Chairman/Managing Director or Secretary of the Company after completion of the scrutiny of the votes cast through Postal Ballot Forms and e-Voting, and the result of the Postal Ballot will be announced at the Registered Office of the Company situated at O-116, 1st Floor, DLF Shopping Mall, Arjun Marg, DLF Phase I, Gurgaon-122002 (Haryana) by 1500 hours of March 22, 2013 and shall also be displayed on the website of the Company, i.e. www.a2zgroup.co.in and communicated to the stock exchanges where the Company's shares are listed.
10. The result of the Postal Ballot will also be published in one English newspaper and one Hindi newspaper. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution. The Board of Directors has appointed Mr. Amit Mittal, Managing Director and Mr. Atul Kumar Agarwal, Company Secretary as the persons responsible for the entire postal ballot process.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 1100 hours to 1600 hours up to the date of declaration of the result of Postal Ballot.
12. **The instructions for Shareholders for e-Voting are as under:**
 - (a) **In case of Shareholders receiving e-mail from NSDL**
 1. Open the attached PDF file "A2ZMES – e-Voting.pdf" which contains your "User ID" and "Password for e-Voting". Please note that the password is an initial password.
 2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
 3. Click on "Shareholder Login".
 4. Put User ID and password as initial password noted in step (1) above and Login.
 5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.

6. Home page of "e-Voting" opens. Click on "e-Voting – Active Voting Cycles".
7. Select "EVEN" of A2Z Maintenance & Engineering Services Limited. Members can cast their vote online from February 19, 2013 till 1730 hours on March 20, 2013.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail on deepak@drassociates.org with a copy marked to evoting@nsdl.co.in.

Please note that:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-Voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.

(b) In case of Shareholders receiving Postal Ballot Form by Post:**In case they want to cast vote by e-Voting**

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

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

Please follow all steps from Sl. No. (2) to Sl. No. (10) above to cast your vote.

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 Downloads section of www.evoting.nsdl.com.

If you are already registered with NSDL for e-Voting then you can use your existing user ID and password for casting your vote.

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).

In case they wish to vote by Physical Postal Ballot

Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer at the address: Mr. Deepak Gupta, The Scrutinizer, A2Z Maintenance & Engineering Services Limited, Plot No. B-38, Institutional Area, Sector-32, Gurgaon-122002, Haryana on or before 1730 hours of March 20, 2013. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) READ WITH SECTION 192A (2) OF THE COMPANIES ACT, 1956

The members at the Extra-Ordinary General Meeting of the Company held on June 08, 2010 had approved the Initial Public offer ("IPO") of the equity shares of the Company. Accordingly, the Company had

undertaken the IPO through the 100% book building route. The IPO opened for subscription on December 08, 2010 and closed on December 10, 2010. The IPO comprised a fresh issue of 16,845,189 equity shares of face value Rs 10, at a premium of Rs 390 per equity share to the general public and 31,380 equity shares of face value Rs 10, at a premium of Rs 370 per equity share to the employees aggregating to Rs. 6,750.00 million by the Company and an offer for sale of 2,531,181 equity shares of Rs. 10 each at the issue price, aggregating Rs. 1,012.47 million, by the selling shareholders.

In the prospectus dated December 16, 2010, the Company had specified the utilization of the proceeds of the fresh issue by the Company under the section titled "Objects of the Issue" on page 38. Subsequent to the IPO, through a postal ballot pursuant to a notice dated July 25, 2011, the results of which were declared on August 30, 2011, the shareholders of the Company approved certain changes to the utilization of IPO proceeds and the revised utilization of IPO proceeds was as follows:

(Rs. in million)

Particulars of funds utilised for	Total amount to be financed from the proceeds of the Fresh Issue after changes vide Postal Ballot in 2011
Investment in three biomass (bagasse)-based power cogeneration projects of 15 MW each in the State of Punjab	680.31
Investment in five biomass-based power generation projects of 15 MW each in the State of Rajasthan	101.54
Investment in two biomass-based power generation projects of 10 MW each in the States of Uttar Pradesh and Madhya Pradesh	344.56
Investment in subsidiaries	
(i) Share capital in A2Z Infrastructure Limited for the 15 MW biomass-based power generation project in Kanpur.	250.00
(ii) Share capital in A2Z Infrastructure Limited and its subsidiaries for certain MSW projects	423.42
(iii) Share capital in Mansi Bijlee & Rice Mills Limited, the subsidiary that will implement rice mill and associated rice-husk based biomass power generation project in the State of Punjab	258.26
(iv) Share capital in A2Z Infrastructure Limited for the 10 MW biomass-based power generation project in Uttar Pradesh	172.28
(v) Share capital in A2Z Infrastructure Limited and its subsidiaries for certain additional MSW projects	936.68
Repayment of loan granted by L&T Infrastructure Finance to the Company	416.67
Acquisition of stake held by IL&FS in A2Z InfraserVICES Limited & Imatek Solutions Private Limited	410.00
Working capital requirements	1,250.00
General corporate purposes	1,217.77
Issue (IPO) related expenses	288.51
Total	6,750.00

The "Objects of the Issue" section in the Prospectus stated that "in view of the competitive and dynamic nature of the industries in which we operate and on account of new projects that we may pursue, modification in the developments and initiatives that we are currently pursuing and any business consolidation opportunities, such as acquisitions, that we may pursue in the future, we may have to revise our planned allocation of funds from time to time." It was also disclosed in the Prospectus that "in the event we are unable to obtain any of the approvals that are currently pending in relation to the projects described in this section and the non-receipt of such approval makes the project unviable, then the management will decide on the utilization of the net proceeds of the fresh issue for other objects of the issue or other uses in accordance with the policies of the Board and in compliance with the provisions of the Companies Act, 1956, as amended and other applicable laws."

Since the date of the above-referenced postal ballot in August 2011, there have been certain developments in relation to the envisaged projects beyond the control of the Company.

- **Setting up 20TPH rice mill and associated 2 MW rice husk based biomass power plant at various locations in the State of Punjab by our subsidiary, Mansi Bijlee & Rice Mills Limited:**

There has been a delay in reaching mutually acceptable terms and conditions, especially with relation to liquidated damage clauses, in the proposed agreement for setting up the project at various locations in the State of Punjab by our subsidiary, Mansi Bijlee & Rice Mills Limited. In the present form, the risks of the project far outweighed the expected returns from the project and mindful of the interests of the shareholders involved, the Management has decided to shelve the plans to set up Rice Mills and associated 2 MW power plants in the State of Punjab till further notice.

- **Setting up 10 MW biomass based power generation projects at Indore in the State of Madhya Pradesh and at Bellari in the State of Uttar Pradesh.**

The proposed projects in the States of Madhya Pradesh and Uttar Pradesh have been delayed due to a significant increase in the price of biomass on account of competitive pressures. This has resulted in these projects becoming unviable. Therefore, in the interests of the stakeholders involved, the Management has decided to postpone setting up the above said projects.

Further, elongated receivable cycle of the company because of delays in release of retention money from clients has necessitated further investments in long term working capital requirements of the Company.

Accordingly, the circumstances have now necessitated a further revision in the planned utilization of the net proceeds of the IPO. Therefore, the management, in the best interest of the Company and the stakeholders involved, proposes to deploy the proceeds of the IPO towards the working capital requirements of the Company in the manner set forth below.

S. No	Utilization as envisaged in the Prospectus, as modified by the Postal Ballot in 2011	Funds Utilized till December 31, 2012 (Rs in Million)	Balance Funds (Rs in Million)	Proposed Utilization	
				Particulars	Amount (Rs in Million)
1	Rs. 344.56 million to be utilized by the Company to part finance the setting up of 10 MW biomass based power generation project each at Indore in the State of Madhya Pradesh and at Bellari in the State of Uttar Pradesh.	135.89	208.67	Investment in Company 1. Working Capital Requirements	316.95
2	Rs. 258.26 million in the share capital of Mansi Bijlee & Rice Mills Limited, a subsidiary, to part finance the setting up of 20 TPH Rice Mills and associated rice-husk based 2MW bio-mass based power generation project each in district Ferozepur and Tarantaran in the State of Punjab.	149.98	108.28		
	Total		316.95		316.95

The Board of Directors considers it prudent to utilize the remaining IPO proceeds for the above purposes so as to maximize the return on investment for the members of the Company.

After the proposed changes, the utilization of Funds shall be as under:

(Rs. in million)

Particulars of funds utilised for	Total amount to be financed from the proceeds of the Fresh Issue as per the prospectus, as modified by the Postal Ballot in 2011	Total amount to be financed from the proceeds of the Fresh Issue after proposed changes
Investment in three biomass (bagasse)-based power cogeneration projects of 15 MW each in the State of Punjab	680.31	680.31
Investment in five biomass-based power generation projects of 15 MW each in the State of Rajasthan	101.54	101.54
Investment in two biomass-based power generation projects of 10 MW each in the States of Uttar Pradesh and Madhya Pradesh	344.56	135.89
Investment in subsidiaries		
(i) Share capital in A2Z Infrastructure Limited for the 15 MW biomass-based power generation project in Kanpur.	250.00	250.00
(ii) Share capital in A2Z Infrastructure Limited and its subsidiaries for certain MSW projects	423.42	423.42
(iii) Share capital in Mansi Bijlee & Rice Mills Limited, the subsidiary that will implement rice mill and associated rice-husk based biomass power generation project in the State of Punjab	258.26	149.98
(iv) Share capital in A2Z Infrastructure Limited for the 10 MW biomass-based power generation project in Uttar Pradesh	172.28	172.28
(v) Share capital in A2Z Infrastructure Limited and its subsidiaries for certain additional MSW projects	936.68	936.68
Repayment of loan granted by L&T Infrastructure Finance to the Company	416.67	416.67
Acquisition of stake held by IL&FS in A2Z Infraserivices Limited & Imatek Solutions Private Limited	410.00	410.00
Working capital requirements	1,250.00	1,566.95
General corporate purposes	1217.77	1217.77
Issue (IPO) related expenses	288.51	288.51
Total	6,750.00	6,750.00

Pursuant to the provisions of Section 61 of the Companies Act, 1956, the Company shall not vary the terms referred to in the Prospectus except subject to the approval of or except on authority given by the company in a general meeting. Accordingly, it is considered appropriate to seek the approval and ratification of the members to confer authority in favour of the Board for utilization of the unutilized portion of the IPO proceeds for purposes other than those stated in the Prospectus, as modified through the Postal Ballot pursuant to a notice dated July 25, 2011, the results of which were declared on August 30, 2011. Accordingly, approval and ratification of the Members is sought by way of an ordinary resolution as set above in the notice.

The Board of Directors accordingly recommends the ordinary resolution set out in the accompanying Notice for the approval and ratification of the Members. Your approval and ratification is sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their shareholding.

**By order of the Board of Directors
For A2Z Maintenance & Engineering Services Limited**

Place: Gurgaon
Date: February 05, 2013

Sd/-
(Atul Kumar Agarwal)
Company Secretary

Encl. 1. Postal Ballot Form
2. Postal Prepaid Envelope