



A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

(CIN: L74999HR2002PLC034805)

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

POSTAL BALLOT FORM

1. Name & Address of Sole/First Shareholder

2. Name(s) of Joint Shareholder(s) if any

3. DPID No./Client ID No.(*)/Registered Folio No.

4. Number of Shares held

*(Applicable to investors holding shares in demat form)

5. I/We hereby exercise my/our vote in respect of the ordinary resolution(s) and special resolution(s) to be passed through postal ballot for the businesses stated in the notice dated May 06, 2014 of the Company by sending my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

Sr. No.	Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Approval of Scheme for restructuring of debts of A2Z Maintenance & Engineering Services Limited under CDR Scheme	CES LIMITED A2Z		
2.	Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company	CES LIMITED A2Z		
3.	Issue of Equity Shares on Preferential Basis to the Promoter/Promoter Group	CES LIMITED A2Z		
4.	Issue of Equity Shares on Preferential Basis on conversion of Funded Interest Term Loan (FITL) and Working Capital Term Loan (WCTL) to CDR Lenders	CES LIMITED A2Z		
5.	Issue of Equity Shares on Preferential Basis on conversion of Funded Interest Term Loan (FITL) and Working Capital Term Loan(WCTL) to Non CDR Lenders	CES LIMITED A2Z		
6.	Approval under Section 180(1)(c) of The Companies Act, 2013 to Borrow Money	CES LIMITED A2Z		
7.	Approval under Section 180(1)(a) of The Companies Act, 2013	CES LIMITED A2Z		

Place :

Date :

(Signature of the Shareholder)

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

Note : Please read carefully the instructions printed overleaf before exercising the vote.

NOTES/INSTRUCTIONS:

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Ordinary Resolution(s) and Special Resolution(s) contained in the Postal Ballot Notice dated May 06, 2014 is being sought through postal ballot process.
2. A member desiring to exercise vote by Postal Ballot may complete this postal ballot form and send it to the Company in the attached business reply envelope to this notice. Duly completed Postal Ballot form must be returned in the self-addressed business reply envelope, so as to reach the Scrutinizer at A2Z Maintenance & Engineering Services Limited on or before Friday June 20, 2014.
3. The votes should be cast either in favour or against the resolution(s) by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing [✓] in both the column will render the form invalid.
4. The notice of Postal Ballot is being dispatched to the members whose names appear on the register of members as on May 09, 2014 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the same date.
5. The Scrutinizer will submit his report to the Chairman/Managing Director or Secretary of the Company after completion of the scrutiny of 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) on June 24, 2014 by 1700 hours 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.
The date of declaration of the results of postal ballot result will be taken to be the date of passing of the resolutions.
6. The result of the Postal Ballot will also be published in the newspapers within 48 hours of the declaration of the results and will be placed at the web-site of the Company at www.a2zgroup.co.in. Shareholders desiring to exercise voting right by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Postage will be borne and paid by the Company.
However, envelope containing Postal Ballot Forms, if sent by courier or by registered post or by speed post at the expense of shareholder will also be accepted.
7. The Postal Ballot Form should be completed and signed by the sole/first named Shareholder. In the absence of the first named shareholder, in case of joint holding, the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
8. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signature/s of Authorised Signatory(ies), duly attested.
9. Incomplete, unsigned or incorrectly filled or bearing more than one [✓] Postal Ballot forms will subject to rejection by the Scrutinizer.
10. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the Scrutinizer will destroy the same.
11. *The Company is pleased to offer e-Voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. e-Voting is optional. The detail procedure is enumerated in the Notes to the Postal Ballot Notice.*

A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

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POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

To,
The Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of (Management and Administration) Rules, 2014

Notice is hereby given for seeking the approval of the members for the proposals contained in the draft resolutions appended below by way of Postal Ballot. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts pertaining to the resolutions is annexed hereto along with a Postal Ballot Form for consideration.

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

The Scrutinizer, after completion of scrutiny will submit his report to the Chairman of the Company or to any other Director, Company Secretary or any other Authorised Officer. The result of the Postal Ballot will be declared by the Chairman or any other director duly authorized by the Board by 1700 hours of June 24, 2014 at the registered office of the Company. The result of the Postal Ballot will also be posted on the Company's website www.a2zgroup.co.in and simultaneously be communicated to the stock exchanges where the Company's shares are listed (i.e. BSE Limited and 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 as a special resolution if the votes cast in favour are $\frac{3}{4}$ th or more than the number of votes cast against. The said resolutions would be deemed to have been passed by the members of the Company on the date of declaration of results of the postal ballot by the Chairman or any other authorised person.

The Board of Directors of the Company has proposed to obtain the consent of the Shareholders for various matters in the resolutions appended below. Thus in terms of section 110 of the Companies Act, 2013 read with Rules of Chapter VII, Rules 22 and other applicable provisions facilitate wider participation in the approval process by shareholders residing in different locations, it is proposed to obtain their consent by way of postal ballot instead of convening a general meeting of the shareholders. The resolutions are appended below and the Explanatory Statement pertaining to the said Resolutions setting out material facts and the reasons for the resolutions is also annexed. You are requested to peruse the proposed Resolutions along with their Explanatory Statement.

1. To approve and confirm the corporate debt restructuring scheme in relation to the Company's debt:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of A2Z Maintenance & Engineering Services Limited (the "**Company**"), listing agreement entered into with Stock Exchanges on which the equity shares of the Company of face value of Rs.10/- each are listed (the "**Equity Shares**"), the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India ("**SEBI**"), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the "**CDR EG**"), the Reserve Bank of India (the "**RBI**"), Government of India, etc.) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred

under this resolution) the members hereby approves and confirms the corporate debt restructuring package by and between the Company and the rupee lenders of the Company whose loans are being restructured (the "**CDR Lenders**") under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR EG on December 24, 2013 and communicated to the Company by the Corporate Debt Restructuring Cell ("**CDR Cell**") vide its letter of approval dated December 28, 2013 and any modification to the terms thereof (the "**CDR LOA**") and the Board and / or any person authorised by the Board in respect thereof from time to time, be and is hereby authorised on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the manner as may be approved by and between the Company and the CDR Lenders, and the Master Restructuring Agreement dated March 27, 2014 executed between the Company and the CDR Lenders and other documents in pursuance of the CDR LOA and the master restructuring agreement, implement the CDR LOA and the master restructuring agreement, on the basis of the terms set out in the CDR LOA and the master restructuring agreement, as may be agreed between the respective parties, and execute the necessary documents for the same including, *inter alia*, issuance of equity shares or any other securities to persons in terms of the CDR LOA and the master restructuring agreement".

2. Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), and pursuant to the provisions of Memorandum of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 115,00,00,000/- (Rupees One Hundred Fifteen Crores only) divided into 11,50,00,000 (Eleven Crore Fifty Lacs) equity shares of 10/- (Rupees Ten Only) each by creation of 1,50,00,000 (One Crore Fifty Lacs) additional equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the rights and liabilities of the existing equity shares.

"RESOLVED FURTHER THAT pursuant to Section 64 and other applicable provisions, if any of the Companies Act, 2013, Mr. Amit Mittal, Managing Director, Mr. Gaurav Jain, CFO and/or Mr. Atul Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to intimate the Registrar of Companies, NCT of Delhi and Haryana about such increase in the Authorised Share Capital of the Company and to do all such deeds, matters and things to enable the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company so that the existing clause read as follows:

- V. The Authorised Share Capital of the Company is Rs. 115,00,00,000/- (Rupees One Hundred Fifteen Crores only) divided into 11,50,00,000 (Eleven Crore Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each. The Company has power from time to time to increase or reduce or re-classify its capital and divide the share into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions and to vary, modify or abrogate any such rights, privileges or conditions and to purchase buy back any of its own shares for cancellation or otherwise in such manner as may be permitted by the Companies Act, 2013 provided by the regulation of the Company for the time being force."

3. Issue of Equity Shares on Preferential Basis to the Promoter/Promoter Group:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and in

accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and any other rules/ regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India (the "RBI"), the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the "CDR EG"), the RBI, Government of India etc.) and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance to, the scheme of corporate debt restructuring (the "CDR Package") by and between the Company and the rupee lenders of the Company whose loans are being restructured (the "CDR Lenders") pursuant to the CDR Package under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group ("CDR EG") on December 24, 2013 and communicated to the Company by the Corporate Debt Restructuring Cell ("CDR Cell") vide its letter of approval dated December 28, 2013 and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and master restructuring agreement dated March 27, 2014 executed by and between the Company and the CDR Lenders, the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot 3,45,40,000 (Three Crore Forty Five Lacs Forty Thousand) Equity Shares of Rs.10/- each from time to time in one or more tranches, Equity Shares to be subscribed by the Promoters/ Promoter Group, whether or not such Promoter/Promoters Group are Members of the Company, under a preferential issue through an offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that the price of the Equity Shares so issued shall not be less than Rs.10/- per Equity Share of Rs.10/- each being not less than the price as calculated with respect to the Relevant Date i.e. December 24, 2013 in accordance with the Regulations contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 including any Statutory modification or re-enactment thereof for the time being in force and further provided that the aggregate amount of the Equity so issued shall not exceed Rs. 34,54,00,000/- (Rupees Thirty Four Crores Fifty Four Lakhs Only)."

"RESOLVED FURTHER THAT the price of the Equity Shares shall be calculated in accordance with provisions of Chapter VII of the ICDR Regulations, and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is December 24, 2013, i.e., date of the approval of Corporate Debt Restructuring Scheme".

"RESOLVED FURTHER THAT Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects".

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares".

"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 any one or more Directors/Officials of the Company."

4. Issue of Equity Shares on Preferential Basis on Conversion of Funded Interest Term Loan (FITL) and Working Capital Term Loan (WCTL) to CDR Lenders:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India (the "RBI"), the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the "CDR EG"), the RBI, Government of India etc.) and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance to, the scheme of corporate debt restructuring (the "CDR Package") by and between the Company and the rupee lenders of the Company whose loans are being restructured (the "CDR Lenders") pursuant to the CDR Package under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group ("CDR EG") on December 24, 2013 and communicated to the Company by the Corporate Debt Restructuring Cell ("CDR Cell") vide its letter of approval dated December 28, 2013 and any modifications to the terms thereof, and master restructuring agreement dated March 27, 2014 executed by and between the Company and the CDR Lenders, the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot 14,91,40,000 (Fourteen Crore Ninety One Lacs Forty Thousand) Equity Shares of Rs.10/- each from time to time in one or more tranches, Equity Shares to be subscribed by the CDR Lenders, as may be agreed between the Company and the CDR Lenders, in consideration of Rs. 149,14,00,000/- (Rupees One Hundred Forty Nine Crore Fourteen Lacs only) for (i) Funded Interest Term Loan being the outstanding interest payable by the Company to CDR Lenders from the cut-off date i.e. 1st January, 2013 ("Cut-off Date") till 31st December, 2014; (ii) the Working Capital Term Loan being the net amount payable to CDR lenders (after adjustment of Margin) of Letter of Credit ("LC") devolved from 1st January, 2013 ("Cut-off Date") to 30th September, 2013, whether they are members of the Company or not, under a preferential issue through an offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that the price of the Equity Shares so issued shall not be less than Rs.10/- (Rupees Ten only) per Equity Share of Rs.10/- each being not less than the price as calculated with respect to the Relevant Date i.e. December 24, 2013, in accordance with the Regulations contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 including any Statutory modification or re-enactment thereof for the time being in force and further provided that the aggregate amount of the Equity so issued shall not exceed Rs. 149,14,00,000/- (Rupees One Hundred Forty Nine Crore Fourteen Lacs only)."

"RESOLVED FURTHER THAT the price of the Equity Shares shall be calculated in accordance with provisions of Chapter VII of the ICDR Regulations, and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is December 24, 2013, i.e., date of the approval of Corporate Debt Restructuring Scheme".

"RESOLVED FURTHER THAT Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects".

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and

is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares”.

“**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 any one or more Directors/Officials of the Company.”

5. Issue of Equity Shares on Preferential Basis on Conversion of Funded Interest Term Loan (FITL) and Working Capital Term Loan (WCTL) to Non CDR Lenders:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and any other rules/ regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (“SEBI”), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the “CDR EG”), the RBI, Government of India etc.) and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance to, the scheme of corporate debt restructuring (the “CDR Package”) by and between the Company and the lenders of the Company whose loans are being restructured (the “CDR Lenders”) pursuant to the CDR Package under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group (“CDR EG”) on December 24, 2013 and communicated to the Company by the Corporate Debt Restructuring Cell (“CDR Cell”) vide its letter of approval dated December 28, 2013 and any modifications to the terms thereof, and Master Restructuring Agreement dated March 27, 2014 executed by and between the Company and CDR lenders of the Company for restructuring of their debts as per the CDR Package or on terms as may be agreed between the parties, the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot 8,32,40,000 (Eight Crore Thirty Two Lacs Forty Thousand) Equity Shares of Rs.10/- each from time to time in one or more tranches, Equity Shares to be subscribed by the Lenders who have not participated in the corporate debt restructuring of the Company (“Non-CDR Lenders”), if they wish to participate in the CDR Package in accordance with the CDR Guidelines and signing of Master Restructuring Agreement, in consideration of Rs. 83,24,00,000/- (Eighty Three Crore Twenty Four Lacs only) for (i) Funded Interest Term Loan being the outstanding interest payable by the Company to Non-CDR Lenders the cut-off date i.e. 1st January, 2013 (“Cut-off Date”) till 31st December, 2014; (ii) the Working Capital Term Loan being the net amount payable to Non CDR Lender (after adjustment of Margin) of Letter of Credit (“LC”) devolved from 1st January, 2013 (“Cut-off Date”) to 30th September, 2013, whether they are members of the Company or not, under a preferential issue through an offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that the price of the Equity Shares so issued shall

not be less than Rs.10/- per Equity Share of Rs.10/- each being the price with respect to the Relevant Date i.e. December 24, 2013, in accordance with the Regulations for “Preferential Issues” contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 including any Statutory modification or re-enactment thereof for the time being in force and further provided that the aggregate amount of the Equity so issued shall not exceed Rs. 83,24,00,000/- (Rupees Eighty Three Crore Twenty Four Lacs only).”

“**RESOLVED FURTHER THAT** in the event that the Non-CDR Lenders agree to restructure their debts in accordance with the CDR Package, the ‘relevant date’ for the equity shares allotted to the Non-CDR Lenders, will be December 24, 2013, being the date on which the CDR Package of the Company was approved by the CDR EG”

“**RESOLVED FURTHER THAT** Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects”.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares”.

“**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 any one or more Directors/Officials of the Company.”

6. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as SPECIAL RESOLUTION:

“**RESOLVED THAT** in suppression to the resolution passed earlier and otherwise pursuant to the Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of monies from time to time for the purpose of the Company’s business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporates or persons, both in national and international markets, as may be considered suitable by the Board of Directors notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the limit of Rs. 5,000 Crore (Rupees Five Thousand Crore only) over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as may be required for the execution of the above mentioned resolution.”

7. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as SPECIAL RESOLUTION:

“**RESOLVED THAT** in suppression to the earlier resolution passed earlier and otherwise pursuant to the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and / or charging, sale and/or disposal, on such terms and conditions at such time or times and in such form and manner and with such ranking as to priority (whether pari-passu with subsisting charges or otherwise) as it may think fit, all or any immovable and/or movable assets/properties of the Company, in addition to the mortgages and

/ or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board of Directors may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future and / or whole or any part of the undertaking(s) of the Company for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities, issued / to be issued by the Company

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as may be required for the execution of the above mentioned resolution."

By Order of the Board
For A2Z Maintenance & Engineering Services Limited

Place : Gurgaon
Dated : May 06, 2014

Sd/-
Atul Kumar Agarwal
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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 May 09, 2014.
3. The Company has appointed Mr. Deepak Gupta, Partner DR Associates, Practicing Company Secretaries, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the result of the postal ballot will be announced at the registered office of the Company on June 24, 2014. The results of the postal ballot will also be posted on the Company's website www.a2zgroup.co.in besides communicating to the stock exchanges on which the shares of the Company are listed.
4. Pursuant to Circular No.CIR/CFD/DIL/6/2012 dated 13th July 2012 of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable shareholders to cast their votes electronically instead of physical mode. E-voting is optional for shareholders. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download Postal Ballot Form from <http://www.evoting.nsdl.com> or <http://www.a2zgroup.co.in>.
The instructions for Shareholders for e-voting are as under:

a) In case of Shareholders' receiving e-mail from NSDL:

- i. For Members whose email address have been registered: open the attached PDF file "A2ZMES – e-voting.pdf" giving your "User ID" and "Password for e-voting". For Members who have not registered their email ids: please refer to the user id and password printed on the Postal Ballot Form.
- ii. Please note that the password is an initial password.
- iii. Open internet browser by typing the URL: <http://www.evoting.nsdl.com>.
- iv. Click on "Shareholders Login".
- v. Put User Id and password as initial password noted in step (1) above and Login.
- vi. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
- vii. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
- viii. Home page of "e-voting" opens. Click on "e-voting – Active Voting Cycles".
- ix. Select "EVEN" of A2Z Maintenance & Engineering Services Limited.
- x. Now you are ready for "e-voting" as "Cast Vote" page opens. Voting period commences on and from May 22, 2014 and ends on June 20, 2014 (5.00 p.m.).
- xi. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will

be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.

- xii. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email on deepak@drassociates.org with a copy marked to evoting@nsdl.co.in.
- xiii. In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
- xiv. In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link URL: <http://www.evoting.nsdl.com> or www.a2zgroup.co.in or by obtaining duplicate Form from the Company's Registrar and Share Transfer Agents, Alankit Assignments Limited, Alankit House, 2E/21 Jhandewalan Extension, New Delhi -110 055.
- xv. The date of declaration of results of the postal ballot, i.e. June 24, 2014, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority

b) In case of Shareholders' receiving Postal Ballot Form by Post:

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

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

- ii. Please follow all the steps Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholder and e-Voting User Manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com.
 - b) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - c) 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).
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 sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or www.a2zgroup.co.in or seek duplicate Postal Ballot Form from the Company, fill in the details and send the same to the Scrutinizer.
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. 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. 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.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. May 09, 2014.
9. The voting period ends on the close of June 20 2014 (5.00 p.m.). The e-voting module shall also be disabled by NSDL for voting thereafter.
10. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballot Forms

and the result of the Postal Ballot will be announced at the registered office of the Company situated at O-116, First Floor, DLF Shopping Mall, Arjun Marg, DLF Phase-I, Gurgaon-122002, Haryana on June, 24, 2014. The result of the Postal Ballot will also be posted on the Company's website www.a2zgroup.co.in and communicated to the stock exchanges where the Company's shares are listed. 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.

11. As required by Rule 22(3) of (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Paper to the shareholders will be published in at least one (1) English and one (1) vernacular language newspaper circulating in Haryana. The result of the Postal Ballot will also be displayed at website of the Company – www.a2zgroup.co.in.
12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the registered office of the Company between 10.00 a.m. and 12.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

Annexure to the Notice

Statement to be annexed to notice pursuant Sections 102 & 110 of the Companies Act, 2013 and disclosures as required under Regulation 73 of Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, to the extent applicable is as under:

Item 1

A2Z Maintenance & Engineering Services Limited ('the Company') is an EPC company involved in project execution in Power sector. Due to slow down in the economy and industry and adverse market conditions the operation of the Company came under strain resultant liquidity constraints. As a result, the ability of the Company to meet its repayment obligations/liabilities under the various facilities availed by it were adversely affected. The Lead Bank of the Consortium of Banks of the Company, State Bank of Patiala (SBOP), made a reference to Corporate debt restructuring ("CDR") cell under CDR guidelines issued by the Reserve Bank of India ("RBI"), for efficient restructuring of the debts of the Company on March 22, 2013 through CDR mechanism.

After considering the proposal made by the Company, the final Corporate Debt Restructuring Package ("CDR Package") was approved by the Corporate Debt Restructuring Empowered Group ("CDR EG") at its meeting held on December 24, 2013 and communicated to the CDR Lenders vide Letter of Approval dated December 28, 2013 ("CDR LOA")

The Significant features of the CDR package inter alia are as follows:

1. Cut-off Date: January 01, 2013
2. The total Restructured Facilities under the CDR Package amounts to Rs. 1727.46 Crores which includes Restructured Term Loan and Working Capital Facilities,
3. Moratorium for repayment of Term Loan, and Working Capital Facilities and Interest thereof for the initial period is 2 years from Cut-off Date.

The Board of Directors at their meeting duly held on December 30, 2013 approved the debt restructuring package as per CDR LOA and the Company has executed Master Restructuring Agreement (MRA) with the CDR Lenders on March 27, 2014.

A copy of the letter of approval dated December 28, 2013 issued by CDR Cell & further modification in the term thereof and Master Restructuring Agreement is available for inspection at the Registered Office of the Company during working hours between 10 a.m. to 12 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Postal Ballot.

Accordingly, the Board recommends the Special Resolution at item No. 1 to be passed by the members, shall be deemed to be a confirmation, ratification and authorization by the members of the Company in terms of the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Substantial acquisition of Shares and Takeovers) Regulations, 2011 to the Corporate Debt Restructuring

Package as set out in the CDR LOA and MRA.

The Directors, Key managerial personnel and their relatives are deemed to be concerned or interested in the above resolution to the extent of their shareholding in the Company. Mr. Amit Mittal and Ms. Dipali Mittal, being the Directors may be deemed to be indirectly concerned or interested in passing of the Special Resolution to the extent the equity shares or other securities being allotted on preferential basis to the Promoter/Promoter Group in accordance with the terms of the CDR Package of the Company contained in the CDR LOA and approved by the CDR EG. None of the other Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Item 2

The existing Authorised Share Capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) equity shares of Rs.10/- (Rupees Ten Only) each. In view of the proposed preferential allotments to Promoters/Promoter Group of the Company to bring in further capital as Promoter Contribution under the terms of the approved CDR Package and this Notice, it is considered necessary to increase the authorised share capital of the Company from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 115,00,00,000/- (Rupees One Hundred Fifteen Crores only) divided into 11,50,00,000 (Eleven Crore Fifty Lacs) equity shares of 10/- (Rupees Ten Only) each by creation of 1,50,00,000 (One Crore Fifty Lacs) additional equity shares of 10/- (Rupees Ten Only) each ranking pari passu with the rights and liabilities of the existing equity shares.

As a consequence of the above, it is necessary to alter the Capital Clause of the Memorandum of Association of the Company. As per the provisions of Section 61 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of the Memorandum of Association of the Company require the consent of the shareholders by way of an Ordinary Resolution.

Accordingly, the Board recommends passing of an Ordinary Resolution as set out at Item No.2 of the accompanying notice.

The Directors, Key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company. Mr. Amit Mittal and Ms. Dipali Mittal, being the Directors may be deemed to be indirectly concerned or interested in passing of the Ordinary Resolution to the extent the equity shares or other securities being allotted on preferential basis to the Promoter/Promoter Group in accordance with the terms of the CDR Package of the Company contained in the CDR LOA and approved by the CDR EG. None of the other Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

A copy of the Memorandum and Articles of Association of the Company along with the proposed alterations, deletions and / or modifications is available for inspection at the Registered Office of the Company during working hours between 10.00 a.m. to 12.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Postal Ballot.

Item 3

Under the CDR LOA the Promoter/Promoter Group are required to bring in or procure as promoter contribution an amount of Rs.34,54,00,000/- (Rupees Thirty Four Crores Fifty Four Lacs Only) ("Promoter Contribution") in one or more tranches and the Promoters are also obliged to bring in or procure additional funds under the shortfall undertaking, as per the CDR Guidelines. The Promoter/Promoter Group shall subscribe to and the Board will offer, issue and allot, in one or more tranches, subject to receipt of regulatory approvals, if any and extent required, fully paid up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each at a price determined in accordance with the ICDR Regulations or applicable law, not exceeding Rs.10/- (Rupees Ten Only) to the Promoter/Promoter Group of the Company in consideration of up to Rs. 34,54,00,000/- (Rupees Thirty Four Crores Fifty Four Lakhs Only) to be brought in by the Promoter/Promoter Group as promoter contribution, as per the CDR Package; also for any other amount as may brought in or procured by the Promoters, in accordance with their obligations under the CDR Package.

Other terms applicable to the Equity Shares:

1. The aggregate consideration for subscriptions to the Equity Shares shall be paid by the proposed allottee on or before the respective dates of allotment of the Equity Shares. In terms of the

CDR Package, unsecured loans given by the proposed allottees to the Company shall be adjusted against the share application money for the aforesaid allotment.

- The Equity Shares shall rank paripassu inter se and with the then existing equity shares of the Company in all respects.
- The disclosures prescribed under Chapter VII- "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are as follows:

a) Objects of the preferential issue:

The object of the issue is restructuring of various liabilities of the Company as per CDR LOA approved by the CDR EG and to make allotment(s) of equity shares to the Promoter/Promoter Group of the Company, in accordance with the terms of the LOA and MRA.

b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

Mr. Amit Mittal, Promoter and Mestric Consultants Private Limited the Promoter Group Company will subscribe to the proposed preferential offer. No Equity Shares are being offered to any other director or key management personnel of the Company.

c) Shareholding pattern before and after the preferential issue

Shareholding pattern of the Company as on March 31, 2014, being the latest practicable date on which shareholder data was available prior to the date of approval and issuance of notice to the members and post-allotments shareholding pattern of the Company is set out below:

Category of Shareholder		Pre Issue		Post Issue*	
		Total No. of Shares	Total Shareholding as a % of total No. of Shares	Total No. of Shares	Total Shareholding as a % of total No. of Shares
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
	Individuals/ Hindu Undivided Family	31063640	41.88	43403640	12.72
	Bodies Corporate	1911000	2.58	24111000	7.07
	Sub Total(A)(1)	32974640	44.45	67514640	19.79
2	Foreign	-	-		
	Sub Total(A)(2)	-	-		
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	32974640	44.45	67514640	19.79
(B)	Public shareholding				
1	Institutions				
(b)	Financial Institutions/ Banks	-	-	232380000	68.13
(f)	Foreign Institutional Investors	220000	0.30	220000	0.06
(g)	Foreign Venture Capital Investors	5449627	7.34	5449627	1.60
	Sub-Total (B)(1)	5669627	7.64	238049627	69.79
2	Non-institutions				
(a)	Bodies Corporate	9010593	12.15	9010593	2.64
(b)	Individuals				
I	Individuals				
i.	Individual shareholders holding nominal share capital up to Rs 1 lakh	12289597	16.57	12289597	3.60
ii.	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	13435438	18.11	13435438	3.94
(c)	Qualified Foreign Investor	-	-		

Category of Shareholder		Pre Issue		Post Issue*	
		Total No. of Shares	Total Shareholding as a % of total No. of Shares	Total No. of Shares	Total Shareholding as a % of total No. of Shares
(d)	Any Other (specify)				
(d-i)	N.R.I.	797099	1.08	797099	0.23
(d-iii)	Trust	700	0.00	700	0.00
	Sub-Total (B)(2)	35533427	47.90	35533427	10.42
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	41203054	55.55	273583054	80.21
	TOTAL (A)+(B)	74177694	100.00	341097694	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
	Sub-Total (C)	-	-	-	-
	GRANDTOTAL (A)+(B)+(C)	74177694	100.00	341097694	100.00

*Note: (1) The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

d) Total number of shares to be allotted

3,45,40,000 (Three Crore Forty Five Lacs Forty Thousand) equity shares of face value of Rs. 10/- each.

e) The time within which the preferential issue shall be completed:

The Company will issue and allot securities to the Promoters and Promoter Group within the time limits specified under the ICDR Regulations.

f) The identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them and change in control, if any, of the issuer consequent to the preferential allotment:

S. No.	Proposed Allotees	Pre-Issue as on May 09, 2014		Post-Issue*	
		No. of Shares	% of Capital	No. of Shares	% of Capital
1.	Mr. Amit Mittal	2,67,17,301	36.02	3,90,57,301	11.45
2.	Mestric Consultants Private Limited	NIL	-	2,22,00,000	6.51

*Note:

- The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice.
- The 'relevant date' for the determination of the price of the equity shares has been considered to be 24th December 2013 for all resolutions, being the date on which the CDR EG approved the CDR Package of the Company. Depending upon the determination of the 'relevant date', as per the ICDR Regulations, the number of shares allotted and consequently the post-issue capital may stand altered.

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

g) Undertaking to recompute price and lock-in till the recomputed price is paid

This is not applicable to the present case.

h) Certificate from statutory auditors

M/s. Walker, Chandio & Co LLP, Chartered Accountants, Statutory Auditors of the Company have certified that the issue of securities is being made in accordance with the ICDR Regulations. A copy of the said certificate will be made available for inspection at the Registered Office of the Company during working hours between 10.00 a.m. to 12.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Postal Ballot.

i) Relevant date

The issue price of Rs. 10 per equity share at which the Equity Shares are proposed to be issued to the Promoter and Promoter Group has been determined in accordance with Chapter VII of the ICDR Regulations, based on the higher of: (a) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the twenty six weeks preceding the relevant date or (b) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date. The minimum issue price on relevant date i.e. Rs. 9.86, calculated in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, is less than the proposed allotment price, i.e. Rs. 10.

The "Relevant Date" for the purpose of calculating the price of the Equity Shares is December 24, 2013, i.e., date of the approval of the Company's Corporate Debt Restructuring Scheme.

j) Lock-in

The Equity Shares allotted to the Promoter/Promoter Group shall be locked-in as per the provisions of the ICDR Regulations.

The Directors, Key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company. Mr. Amit Mittal and Ms. Dipali Mittal, being the Directors may be deemed to be indirectly concerned or interested in passing of the Special Resolution to the extent the equity shares or other securities being allotted on preferential basis to the Promoter/Promoter Group in accordance with the terms of the CDR Package of the Company contained in the CDR LOA and approved by the CDR EG. None of the other Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No.3 of the accompanying notice.

ITEM NO. 4 and 5

In terms of the CDR Package the CDR Lenders & Non-CDR Lenders have been provided a right to convert into equity as regards the Funded Interest Term Loan (FITL) and Working Capital Term Loan (WCTL) facilities extended by the Lenders at any time during the restructuring period, subject to the approval of the shareholders and the Lenders agreeing to the CDR Package and executing the Master Restructuring Agreement ("MRA").

Accordingly, the Company proposes to seek the approval of the shareholders through a postal ballot as prescribed under the Act and rules made there under. The above resolutions proposed to be passed by way of a postal ballot shall also be deemed to be an authorization by the shareholders of the Company:

i. of the CDR Package; and

ii. of the issue & allotment of equity shares to the lenders upon conversion of the outstanding loans into such equity shares in accordance with the MRA & LOA and under the provisions of Section 62 of the Companies Act, 2013.

Further, the CDR LOA provides that the CDR Lenders of the Company, with the approval of the CDR EG, have the right to recompense amount of the reliefs / sacrifices / waivers extended by the respective CDR Lenders as per the CDR Guidelines. The Company is required to pay the recompense amount to the CDR Lenders in accordance with the CDR Guidelines.

The Board intends to offer, issue and allot up to 23,23,80,000 (Twenty Three Crores Twenty Three Lakhs Eighty Thousand) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each, at a price of Rs.10/- (Rupees Ten Only) per share to CDR Lenders and Non-CDR Lenders subject to the Lenders agreeing to the CDR Package and executing the Master Restructuring Agreement ("MRA").

The following details of the proposed preferential issue of equity shares are disclosed in accordance with the provisions of **Chapter VII – "Preferential Issue"** of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), as amended from time to time:

a) Objects of the preferential issue:

The object of the issue is to comply with the CDR Package of the Company by allotment (i) of equity shares of the Company for conversion of the Funded Interest Term Loan ("FITL") and Working Capital Term Loan ("WCTL") due to CDR Lenders and (ii) of equity shares of the Company to the Non-CDR Lenders for restructuring the debts of the Company. The details of the Funded Interest Term Loan and Working Capital Term Loan which is payable to the CDR Lenders of the Company is set out below:

Name of the CDR Lender	FITL (Rs. in Crore)	WCTL (Rs. in Crore)	Total (Rs. in Crore)
State Bank of Patiala (SBOP)	27.50	25.99	53.49
Axis Bank Limited (AXIS)	5.38	-	5.38
IDBI Bank Limited (IDBI)	6.45	-	6.45
ICICI Bank Limited (ICICI)	24.30	-	24.30
ING Vysya Bank	6.45	-	6.45
Allahabad Bank	5.65	7.10	12.75
State Bank of India (SBI)	9.85	11.19	21.04
Union Bank of India (UBI)	3.23	-	3.23
State Bank of Mysore (SBM)	3.44	1.04	4.48
IndusInd Bank	2.15	-	2.15
State Bank of Hyderabad (SBH)	3.23	-	3.23
State Bank of Travancore (SBT)	2.97	3.22	6.19
Total	100.60	48.54	149.14

The details of the Funded Interest Term Loan and Working Capital Term Loan which is payable to the Non-CDR Lenders of the Company, as provided in the CDR LOA, is set out below:

Name of the Non-CDR Lender	FITL (Rs. in Crore)	WCTL (Rs. in Crore)	Total (Rs. in Crore)
Standard Chartered Bank (SCB)	12.63	-	12.63
DBS Bank Limited (DBS)	12.79	14.82	27.61
SICOM Limited (SICOM)	10.75	-	10.75
Yes Bank Limited (Yes)	22.27	6.95	29.22
HSBC	1.41	1.62	3.03
Total	59.85	23.39	83.24

b) The proposal of the Promoters, Directors and key Management persons of the Company to subscribe to the proposed preferential offer:

None of the promoters, directors or key management persons intends to subscribe to the proposed preferential offer.

c) The Shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Postal Ballot Notice is provided hereunder:

Sr. No.	Category	Pre-Issue		Post Issue*	
		Number of Shares	% of Capital	Number of Shares	% of Capital
A	Promoter & Promoter Group	32974640	44.45	67514640	19.79
B	Public Shareholding				
1.	Institution				
	Financial Institution/ Banks	-	-	232380000	68.13
	Others	5669627	7.64	5669627	1.66
	Sub-Total	5669627	7.64	238049627	69.79
2	Non-Institution				
	Bodies Corporate	9010593	12.15	9010593	2.64
	Individual	25725035	34.68	25725035	7.54
	Others	797799	1.08	797799	0.23
	Total Public Shareholding	41203054	55.55	273583054	80.21
	Grand Total	74177694	100.00	341097694	100.00

*Note: (1) The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice.

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares of the Company.

d) Proposed time within which the preferential issue shall be completed:

The Company will issue and allot equity shares to the CDR Lenders and the Non-CDR Lenders within the time limit specified under the ICDR Regulations.

e) The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

Details of the proposed allottees:

Sr. No.	Proposed Allottee	Pre-Issue as of March 31, 2014		Post Issue*	
		Number of Shares	% of Capital	Number of Shares	% of Capital
1	State Bank of Patiala (SBOP)	-	-	53,490,000	15.68
2	Axis Bank Limited (AXIS)	-	-	5,380,000	1.58
3	IDBI Bank Limited (IDBI)	-	-	6,450,000	1.89
4	ICICI Bank Limited (ICICI)	-	-	24,300,000	7.12
5	ING Vysya Bank	-	-	6,450,000	1.89
6	Allahabad Bank	-	-	12,750,000	3.74
7	State Bank of India (SBI)	-	-	21,040,000	6.17
8	Union Bank of India (UBI)	-	-	3,230,000	0.95
9	State Bank of Mysore (SBM)	-	-	4,480,000	1.31
10	IndusInd Bank	-	-	2,150,000	0.63
11	State Bank of Hyderabad (SBH)	-	-	3,230,000	0.95
12	State Bank of Travancore (SBT)	-	-	6,190,000	1.81
13	Standard Chartered Bank (SCB)	-	-	12,630,000	3.71
14	DBS Bank Limited (DBS)	-	-	27,610,000	8.09
15	SICOM Limited (SICOM)	-	-	10,750,000	3.15
16	Yes Bank Limited (Yes)	-	-	29,220,000	8.57
17	HSBC	-	-	3,030,000	0.89
	Total			2,32,380,000	68.13

*Note:

(1) The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice.

(2) The 'relevant date' for the determination of the price of the equity shares has been considered to be 24th December 2013 for all resolutions, being the date on which the CDR EG approved the CDR Package of the Company. Depending upon the determination of the 'relevant date', as per the ICDR Regulations, the number of shares allotted and consequently the post-issue capital may stand altered.

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

f) Undertaking to Recomputed Price:

The same is not applicable in the present case.

g) Undertaking to put under Lock-In till the Re-Computed Price is Paid:

The same is not applicable in the present case.

h) Certificate from Statutory Auditors:

M/s. Walker, Chandio & Co LLP, Chartered Accountants have certified that the issue of the securities is being made in accordance with the ICDR Regulations. A copy of the said certificate is open for

inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Postal Ballot.

i) Relevant Date:

The issue price of Rs. 10 per equity share at which the Equity Shares are proposed to be issued has been determined in accordance with Chapter VII of the ICDR Regulations, based on the higher of: (a) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the twenty six weeks preceding the relevant date or (b) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date. The minimum issue price on relevant date i.e. Rs. 9.86, calculated in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, is less than the proposed allotment price, i.e. Rs. 10.

As per the terms of the CDR Package, the lenders of the Company have a right for the purpose of Item No.4 and 5 to be allotted equity shares. The 'relevant date' for any allotments of equity shares contemplated under Item Nos.4 and 5 pursuant to the CDR Package, will be 24th December 2013, being the date on which the corporate debt restructuring package of the Company was approved by the CDR EG.

j) Lock-in Period:

The securities allotted to the CDR Lenders and Non-CDR Lenders shall be locked in as per the provisions of ICDR Regulations.

The Directors, Key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company. None of the other Directors of the Company is, in any way, concerned or interested in passing of the said resolution.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No.4 & 5 of the accompanying notice.

ITEM NO. 6&7

As per the applicable provisions of the Companies Act, 2013, the Board of Directors of a Company cannot, except with the approval of the Members in General Meeting, borrow monies apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves, that is to say, reserves not set apart for any specific purpose. The Board of Directors intend to seek shareholders approval for such borrowing to a maximum limit of Rs. 5000 Crores (Rupees Five Thousand Crores only).

Further the borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and / or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lenders. The mortgage and / or charge by the Company of its movable and / or immovable properties and / or the whole or any part of the undertakings of the Company in favour of the lenders, with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking within the meaning of the Companies Act. Hence it is necessary to obtain the approval for the same from the members of the Company.

The Directors, Key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company. Except Mr. Amit Mittal and Ms. Dipali Mittal, directors of the Company, none of the Directors are in any way concerned or interested, financially or otherwise in this resolution as set out in the accompanying Notice pursuant to Section 110 of the Companies Act, 2013.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 6 & 7 of the accompanying notice.

By Order of the Board
For A2Z Maintenance & Engineering Services Limited

Sd/-
Place : Gurgaon
Dated : May 06, 2014

Atul Kumar Agarwal
Company Secretary