



A2Z INFRA ENGINEERING LTD.

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)
(CIN-L74999HR2002PLC034805)

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

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

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

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

NOTICE

To,
The Member(s),
A2Z INFRA ENGINEERING LIMITED
(formerly known as A2Z Maintenance & Engineering Services Limited)

NOTICE is hereby given that the 14th (fourteenth) Annual General Meeting of the Members of A2Z Infra Engineering Limited (formerly known as A2Z Maintenance & Engineering Services Limited) will be held as under:

Day : Saturday
Date : 26th September, 2015
Time : 10.30 A.M.
Venue : HSIIDC Hall, Udyog Vihar, Phase-V,
Gurgaon- 122016, Haryana, India

to transact the following business:

ORDINARY BUSINESS

- To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company as at 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss Account for the year ended on that date along with the Reports of Directors' and Auditors' thereon.
- To appoint a Director in place of Ms. Dipali Mittal (DIN 00872628), who retires by rotation and being eligible, offers herself for re-appointment.
- To ratify the appointment of Auditors of Company, and to fix their remuneration and to pass the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the 13th Annual General Meeting (AGM) of Company duly held on September 27, 2014, the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, Delhi (Firm Registration No. 001076N) as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held for the Financial Year 2018-19, be and is hereby ratified on the remuneration and reimbursement of out of pocket expenses as approved by the Audit Committee/Board of Directors of the Company payable to them for the financial year ending March 31, 2016."

SPECIAL BUSINESS

- To consider and approve the appointment of Mr. Rajesh Jain as a director liable to retire by rotation, and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Rajesh Jain (DIN 07015027) who was appointed as additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term of office shall be liable to retire by rotation.

"RESOLVED FURTHER THAT Mr. Rajesh Jain shall continue to be the Whole- time Director & Chief Executive Officer of the Company for a period upto November 12, 2017 on the terms and conditions as were approved by the shareholders of the Company through Postal Ballot dated December 12, 2014 and the results of which were declared on March 25, 2015."

- To consider and approve the appointment of Mr. Ashok Kumar Saini as a director liable to retire by rotation, and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Dr. Ashok Kumar Saini (DIN 03593179) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term of office shall be liable to retire by rotation.

"RESOLVED FURTHER THAT Dr. Ashok Kumar Saini shall continue to be the Whole-time Director of the Company for a period upto February 14, 2018 on the terms and conditions as were approved by the shareholders of the Company through Postal Ballot dated December 12, 2014 and the results of which were declared on March 25, 2015."

- To consider and appoint Branch Auditor for branch offices of the Company outside India and if thought fit, to pass,

with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable, and subject to such regulatory approvals and consents as may be required, the Board of Directors of the Company be and is hereby authorized to appoint branch auditors, as and when required, in consultation with the Statutory Auditors, to audit the accounts of the Company’s branch office(s), whether existing or which may be opened/acquired here after, outside India and to fix their terms and conditions of appointment and remuneration, based on the recommendation of the Audit Committee/Board, for the year ending March 31, 2016.

7. To consider and ratify remuneration payable to M/s. H A M & Associates, Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2016, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. H A M & Associates, Cost Accountants (Firm Registration No. 100738), appointed by the Board of Directors of the Company, to conduct the audit of Cost records of the Company for the financial year ending March 31, 2016 be paid a remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

By order of the Board
For **A2Z Infra Engineering Limited**
(Formerly known as **A2Z Maintenance & Engineering Services Limited**)

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

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

Dated : August 14, 2015
Place : Gurgaon

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM OR THE MEETING) IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.**

SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

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

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

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
4. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
5. In case of joint holders attending the meeting together, only to the shareholder whose name appearing first will be entitled to vote.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. The register of Members and share transfer Books of the Company would remain closed from Sunday, 20th September, 2015 to Saturday, 26th September, 2015 (both days inclusive).
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested

- for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
11. Members may note that the Notice of the Annual General Meeting will also be available on the Company's website i.e. www.a2zgroup.co.in and the website of the NSDL for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor.relations@a2zemail.com.
 12. 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 28th August, 2015.
 13. The Company has appointed Mr. Deepak Gupta, Partner of DR Associates, (C.P No. 4629) Company Secretaries, as a Scrutinizer to scrutinize the Remote E-voting and Poll process in a fair and transparent manner and for conducting the scrutiny of the votes cast. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-Voting period, first unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and submit forthwith to the Chairman/Managing Director of the Company who shall counter sign the same and declare the result of the voting forthwith. The results of the Annual General Meeting will also be posted on the Company's website www.a2zgroup.co.in and the website of the NSDL, besides communicating to the stock exchanges on which the shares of the Company are listed.
 14. Members who have not registered their e-mail address so far are requested to register their email so that they can receive any communication from the Company electronically
 15. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 14th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 23rd September, 2015 (9:00 am) and ends on 25th September, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2015, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "A2ZINFRA-e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password in the PDF file is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of A2Z Infra Engineering Ltd. (formerly known as A2Z Maintenance & Engineering Services Limited).
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens. Voting period commences on and from 09:00 (a.m.) on 23rd September, 2015 and ends on 25th September, 2015 at 05.00 (p.m.)
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Corporate Bodies and Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are

required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **deepak@drassociates.org** or **investor.relations@a2zemail.com**. with a copy marked to **evoting@nsdl.co.in**

- b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:

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

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote

- VI. Once the remote e-voting period has ended the facility will be blocked and no voting will be allowed beyond the said date and time.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. 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).
- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2015.
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 19th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor.relations@a2zemail.com. However, if you are already registered with NSDL for remote e-voting then you can use your

existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Deepak Gupta, Practicing Company Secretary (C.P. No. 4629), has been appointed as the Scrutinizer to scrutinize the e-Voting and poll process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.a2zgroup.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited and shall also be put on the NSDL website.
- XVI. 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. 19th September, 2015.
- XVII. The voting period ends on the close of 25th September, 2015 at 5.00 p.m. The e-voting module shall also be disabled by NSDL for voting thereafter.
- XVIII. A Member can opt for only one mode of voting, i.e. either by physical or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and physical voting of that Member shall be treated as invalid.
- XIX. All documents proposed for approval, if any, in the above Notice and documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of Annual General Meeting.

Brief Resume of Directors who is to be appointed/ re-appointed
Annexure I to Notice

Name of the Director	Ms. Dipali Mittal	Mr. Rajesh Jain	Dr. Ashok Kumar Saini
Date of Birth	5 th March, 1973	12 th June, 1973	1 st September, 1969
Nationality	Indian	Indian	Indian
Relationship with Other Directors	Spouse of Managing Director	None	None
Date of first Appointment	1 st February, 2004	13 th November, 2014	13 th November, 2014

Name of the Director	Ms. Dipali Mittal	Mr. Rajesh Jain	Dr. Ashok Kumar Saini
Qualification	MBA	MBA and CS	Masters of Technology in Mechanical-Thermal & Ph.D in Mechanical Engineering
Expertise in specific functional areas	Finance	Telecommunication and Power industry	Power Projects
No. of Equity Shares held in the Company	11,70,000	480	13,980
Directorship in other Public Ltd. Companies (including subsidiary of public Company) as on 31 st March, 2015	1. A2Z Infraseservices Limited 2. A2Z Infrastructure Limited	None	None
Committee position in A2Z Infra Engineering Limited	1. Audit Committee-Member 2. CSR Committee-Member 3. Stakeholders' Relationship Committee-Member	None	None
Membership/ Chairmanship of Committees of Other Public companies	None	None	None

Name of Director	Board Meeting		Audit Committee		Nomination & Remuneration Committee		Stakeholders' Relationship Committee		CSR Committee	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Ms. Dipali Mittal	8	8	6	6	NA	NA	5	5	NIL	NIL
Mr. Rajesh Jain*	8	4	NA	NA	NA	NA	NA	NA	NA	NA
Dr. Ashok Kumar Saini*	8	3	NA	NA	NA	NA	NA	NA	NA	NA

* Mr. Rajesh Jain & Dr. Ashok Kumar Saini were appointed as Additional Directors w.e.f. 13th November, 2014

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO. 4 TO 7.

Item No. 4

The Board of Directors vide its resolution dated November 13, 2014 appointed Mr. Rajesh Jain (DIN 07015027) as an Additional Director of the Company. According to the provisions of Section 161 of the Companies Act 2013, he holds office as Director only up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member signifying his intention to propose the appointment of Mr. Rajesh Jain as a Director along with the deposit of requisite amount.

He was re-designated as Whole-time Director and Chief Executive Officer of the Company for a period of 3 (three) years upto 12th November, 2017 and his appointment was approved by the shareholders of the Company through Postal Ballot Notice dated December 12, 2014 and the results of which were declared on March 25, 2015.

Mr. Rajesh Jain, 42 years, has completed his Master in Business Administration from the Agra University and is an associate member of the Institute of Companies Secretaries of India, New Delhi. Mr. Rajesh Jain has over 15 years of rich & exhaustive experience in the Telecommunications and Power Industry. Mr. Jain brings a rare mix of driving corporate strategy and on-ground execution. Mr. Jain is responsible for coordinating corporate relations among strategic business units. Given his

expertise, knowledge and experience in telecommunications and power industry, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in item no. 4 of the accompanying notice for approval of the members as an Ordinary Resolution. Except Mr. Rajesh Jain, none of the Directors, key managerial personnel (KMPs) or the relatives of Directors or KMPs are interested or concerned in the said resolution.

Item No. 5

The Board of Directors vide its resolution dated November 13, 2014 appointed Dr. Ashok Kumar Saini (DIN 03593179) as an Additional Director of the Company. According to the provisions of Section 161 of the Companies Act 2013, he holds office as Director only up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from a member signifying his intention to propose the appointment of Dr. Ashok Kumar Saini as a Director along with the deposit of requisite amount.

He was re-designated as Whole-time Director of the Company for a period of 3 (three) years upto 14th February, 2018 and his appointment was approved by the shareholders of the Company through Postal Ballot Notice dated December 12, 2014 and the results of which were declared on March 25, 2015.

Dr. Ashok Kumar Saini, 45 years, has completed his Master of Technology degree in Mechanical-Thermal from Delhi College of Engineering, Delhi University & Ph.D in Mechanical

Engineering from Uttarakhand Technical University, Dehradun. Dr. Saini has over 26 years' experience in the HVAC industry, Green buildings, Energy Audits, Power Sector including transmission and distribution projects, Biomass and RDF based power plants.

Dr. Saini has been taking care of the EPC business of the Company and has played a key role in managing the projects undertaken by the Company for Power transmission/distribution sector; biomass and RDF based Power Generation plants. Under his leadership the Company has successfully executed various EPC Projects. Given his expertise, knowledge and experience, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in item no. 5 of the accompanying notice for approval of the members as an Ordinary Resolution. Except Dr. Ashok Kumar Saini, none of the Directors, key managerial personnel (KMPs) or the relatives of Directors or KMPs are interested or concerned in the said resolution

Item No. 6

In terms of section 143(8) of the Companies Act, 2013 where a company has branch office, the accounts of that branch office shall be audited either by Company's Statutory Auditor or by another person qualified for appointment as an auditor of the company under section 139 of the Companies Act, 2013. In case of branch(s) office is situated outside India, the accounts of the branch office shall be audited either by the company's auditor or by an accountant or by any other person duly qualified to act as an auditor of the accounts of the branch office in accordance with the laws of that country.

The Company is presently having branch offices in Uganda and Zambia for the global expansion of business. In near future to expand the business operations the Company may open branches in various other Countries as well.

Since member's approval is required for appointment of branch auditors, therefore Members of the company are hereby requested to authorize the Board of directors to appoint branch auditors on the recommendation of the Audit Committee and in consultation with the Statutory auditors of the Company for various branches of the Company opened or to be opened in India or abroad and to fix their remuneration.

The Board recommends the Ordinary Resolution at item No. 6 for the approval of the members.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. H A M & Associates, Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2016 at a remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus Service Tax and out of Pocket Expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at item no.7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

The Board recommends the Ordinary Resolution set out at item no. 7 of the Notice for approval by the shareholders.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.7 of this Notice.

By order of the Board
For **A2Z Infra Engineering Limited**
(Formerly known as **A2Z Maintenance & Engineering Services Limited**)

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

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

Dated : August 14, 2015
Place : Gurgaon



A2Z INFRA ENGINEERING LTD.

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)

(CIN-L74999HR2002PLC034805)

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

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

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

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

Form No. MGT-11

PROXY FORM

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **14th Annual General Meeting** of the Company to be held at **HSI IDC Hall, Udyog Vihar, Phase-V, Gurgaon-122016, Haryana, India** on Saturday, 26th day of September, 2015 at 10.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
	Ordinary Business		
1.	To consider and adopt the Standalone and Consolidated Financial Statements of the Company as at 31 st March, 2015 including the Audited Balance Sheet as at 31 st March, 2015, the Statement of Profit and Loss Account for the year ended on that date along with the Reports of Directors' and Auditors' thereon.		
2.	To appoint a Director in place of Ms. Dipali Mittal (DIN 00872628), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To ratify the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants as Statutory Auditors of the Company, for the Financial Year 2015-16 and to fix their remuneration		

Resolution No.	Resolution	Optional	
		For	Against
	Special Business		
4.	To consider the appointment of Mr. Rajesh Jain (DIN 07015027) as a Director of the Company.		
5.	To consider the appointment of Dr. Ashok Kumar Saini (DIN 03593179) as a Director of the Company.		
6.	To consider and appoint Branch Auditor for branch offices of the Company outside India.		
7.	To consider and ratify remuneration payable to M/s. H A M & Associates, Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2016.		

Signed this.....day of.....2015

Affix
Revenue
Stamp
(Rs. 1)

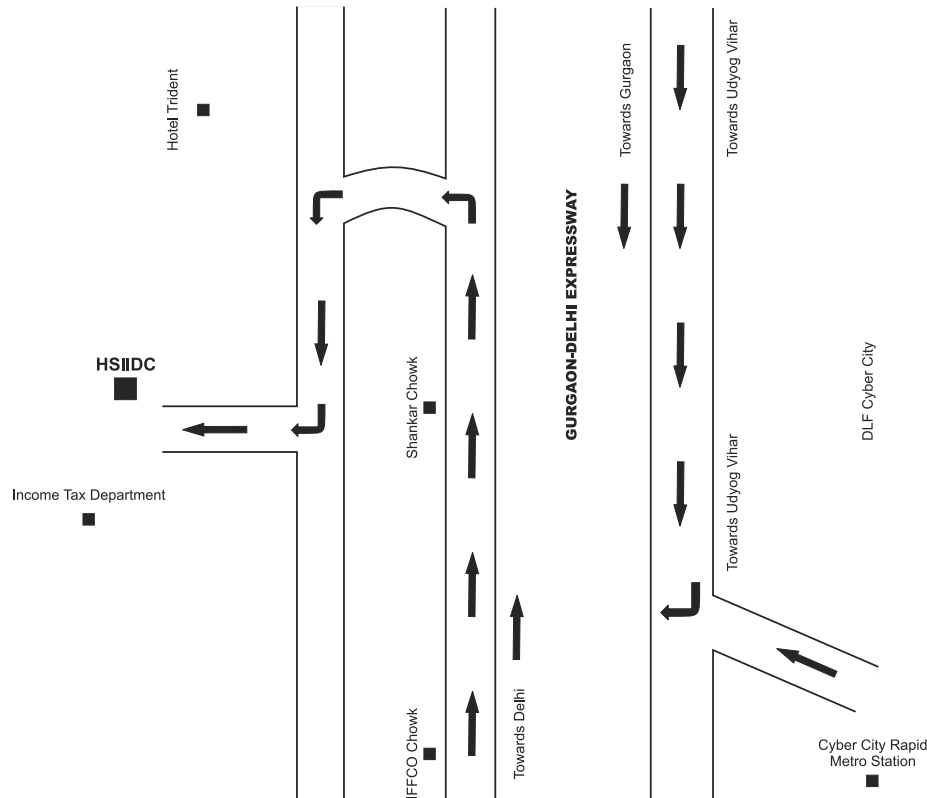
.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting by 10:30 a.m. on 26th September, 2015.

Venue of Annual General Meeting:
HSIIDC Hall, Udyog Vihar, Phase-V,
Gurgaon-122016, Haryana, India

ROUTE MAP





A2Z INFRA ENGINEERING LTD.

**(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)
(CIN-L74999HR2002PLC034805)**

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

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

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

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

ATTENDANCE SLIP

14TH ANNUAL GENERAL MEETING - SATURDAY, THE 26TH SEPTEMBER, 2015

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

I/we hereby record my/our presence at the 14th Annual General Meeting of the Company to be held at **HSIIDC Hall, Udyog Vihar, Phase-V, Gurgaon-122016, Haryana, India** on Saturday, 26th day of September, 2015 at 10.30 A.M.

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

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

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

*Applicable for investor holding shares in electronic form.

The Electronic Voting Particulars are as follows:

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