



A2Z INFRA ENGINEERING LTD.

(Formerly known as 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)

Email: complianceofficer@a2zemail.com, **Website:** www.a2zgroup.co.in

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

POSTAL BALLOT FORM

S.No.	Particulars	Details
1.	Name(s) of Shareholder(s) (including Joint-holders, if any)	
2.	Registered address of the Sole/First named Shareholders/ Beneficial Owner	
3.	DPID No. /Client ID No.(*)/ Registered Folio No.	
4.	Number of Shares held	

* (Applicable to investors holding shares in dematerialized form)

5. I/We hereby exercise my/our vote in respect of the following special/ordinary resolution to be passed through postal ballot for the businesses stated in the notice dated December 12, 2014 of the Company by sending my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

S. No.	Resolutions	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Re-appointment of Mr. Amit Mittal as Managing Director of the Company for a period of three years effective from 1 st January, 2015 to 31 st December, 2017			
2.	Re-appointment of Ms. Dipali Mittal as Whole Time Director of the Company for a period of three years effective from 1 st April, 2015 to 31 st March, 2018			
3.	Appointment of Mr. Rajesh Jain as Whole Time Director of the Company for a period of three years effective from 13 th November, 2014 to 12 th November, 2017.			
4.	Appointment of Dr. Ashok Kumar Saini as Whole Time Director of the Company for a period of three years effective from 15 th February, 2015 to 14 th February, 2018.			
5.	Issue of 2,22,00,000 (Two Crore Twenty Two Lac) Equity Shares of the Company having face value of Rs.10/- each on preferential basis to M/s Mestric Consultants Private Limited, the Promoter Group Company.			
6.	Increase in Authorized Share Capital from Rs. 115,00,00,000/- (Rupees One Hundred Fifteen Crores only) to Rs. 126,00,00,000/- (Rupees One Hundred Twenty Six Crores only) and Alteration of the Capital Clause of the Memorandum of Association of the Company.			

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 Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Special Resolutions/Ordinary Resolution contained in the Postal Ballot Notice dated December 12, 2014 is being sought through postal ballot process.
2. Members desiring to cast their vote by Postal Ballot should complete and sign this postal ballot form and send it to the Scrutinizer at A2Z INFRA ENGINEERING LTD. (Formerly known as A2Z Maintenance & Engineering Services Limited) 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 on or before Sunday, March 22, 2015.
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 February 6, 2015 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 1, Gurgaon-122002 (Haryana) on March 25, 2015 by 1500 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 website 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, institutional shareholders etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signature/s of Authorized 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 INFRA ENGINEERING LTD.

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)

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

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

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

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

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 the Companies (Management and Administration) Rules, 2014 and any other rules as may be applicable 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 (C.P. No. 4629), (a partner of DR Associates, Company Secretaries, New Delhi) as the Scrutinizer to scrutinize the e-voting process for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, fill up the Form, give your assent or dissent on the resolutions at the end of the Form and sign the same and return the Form duly completed in the attached self-addressed, postage prepaid envelope so as to reach the Scrutinizer before the close of working hours, on or before, 22nd March, 2015. Please note that any postal ballot forms(s) received after the said date will be treated as not having been received.

The Scrutinizer after completion of the e-voting and scrutiny of Postal Ballots, 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/ e-voting will be declared by the Chairman or any other director duly authorized by the Board by 1500 hours of 25th March, 2015 at the registered office of the Company. The date of declaration of result of Postal Ballot/E-voting will be taken to be the date of passing of the resolutions. The result of the Postal Ballot/E-voting will be published in the newspaper within 48 hours of the declaration of the result and 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).

1. RE-APPOINTMENT OF MR. AMIT MITTAL AS MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) and subject to the approval of Central Government and the Financial Institutions, if required, and all guidelines and modifications as may be issued by the Central Government from time to time with regard to the managerial remuneration and subject to such conditions and modifications as may be prescribed or imposed by the Central

Government while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, the approval of the Company be and is hereby accorded to the appointment of Mr. Amit Mittal (DIN No. 00058944) as a Managing Director of the Company for a period of three years effective from 1st January, 2015 to 31st December, 2017 on the remuneration and the terms & conditions as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and as mentioned in the Explanatory Statement annexed to the Notice.

"RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the Explanatory Statement be paid as minimum remuneration to Mr. Amit Mittal notwithstanding that in any financial year of the Company during his tenure as a Managing Director from 1st January, 2015 to 31st December, 2017, the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also include Nomination and Remuneration Committee constituted by Board of directors) be and is hereby authorised to alter or vary the terms of appointment/ re-appointment of the appointee including commission and perquisites payable from time to time, as it may at its discretion, deem fit, from time to time provided that the remuneration is within the limit laid down in the subsisting provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Article of Association of the Company and to appear before the Central Government or any other authority including Registrar of Companies."

2. RE-APPOINTMENT OF MS. DIPALI MITTAL AS WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) and subject to the approval of Central Government and the Financial Institutions, if required, and all guidelines and modifications as may be issued by the Central Government from time to time with regard to the managerial remuneration and subject to such conditions and

modifications as may be prescribed or imposed by the Central Government while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, the approval of the Company be and is hereby accorded to the appointment of Ms. Dipali Mittal (DIN No. 00872628) as a Whole time Director of the Company for a period of three years effective from 1st April, 2015 to 31st March 2018 whose term shall be liable to retire by rotation under the provisions of the Act on the remuneration and the terms & conditions as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and as mentioned in the Explanatory Statement annexed to the Notice.

“RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the Explanatory Statement be paid as minimum remuneration to Ms. Dipali Mittal notwithstanding that in any financial year of the Company during her tenure as a Whole time Director from 1st April, 2015 to 31st March, 2018, the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also include Nomination and Remuneration Committee constituted by Board of directors) be and is hereby authorised to alter or vary the terms of appointment/re-appointment of the appointee including relating to remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is within the limit laid down in the subsisting provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Article of Association of the Company and to appear before the Central Government or any other authority including Registrar of Companies.”

3. **APPOINTMENT OF MR. RAJESH JAIN AS WHOLE TIME DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) and subject to the approval of Central Government and the Financial Institutions, if required, and all guidelines and modifications as may be issued by the Central Government from time to time with regard to the managerial remuneration and subject to such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, the approval of the Company be and is hereby accorded to the appointment of Mr. Rajesh Jain (DIN No. 07015027), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th November, 2014 and who holds office up to the date of ensuing Annual General meeting of the Company, as a Whole time Director of the Company for a period of three years effective from 13th November, 2014 to 12th November, 2017 whose term shall be liable to retire by rotation under the provisions of the Act on the remuneration and the terms & conditions as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and as mentioned in the Explanatory Statement annexed to the Notice.

“RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the Explanatory Statement be paid as

minimum remuneration to Mr. Rajesh Jain notwithstanding that in any financial year of the Company during his tenure as a Whole Time Director from 13th November, 2014 to 12th November, 2017, the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also include Nomination and Remuneration Committee constituted by Board of directors) be and is hereby authorised to alter or vary the terms of appointment/re-appointment of the appointee including relating to remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is within the limit laid down in the subsisting provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Article of Association of the Company and to appear before the Central Government or any other authority including Registrar of Companies.”

4. **APPOINTMENT OF DR. ASHOK KUMAR SAINI AS WHOLE TIME DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) and subject to the approval of Central Government and the Financial Institutions, if required, and all guidelines and modifications as may be issued by the Central Government from time to time with regard to the managerial remuneration and subject to such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, the approval of the Company be and is hereby accorded to the appointment of Dr. Ashok Kumar Saini (DIN No. 03593179) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th November, 2014 and who holds office up to the date of ensuing Annual General meeting of the Company, as a Whole time Director of the Company for a period of three years effective from 15th February, 2015 to 14th February, 2018 whose term shall be liable to retire by rotation under the provisions of the Act on the remuneration and the terms & conditions mentioned as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and as in the Explanatory Statement annexed to the Notice.

“RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, the remuneration as set out in the Explanatory Statement be paid as minimum remuneration to Dr. Ashok Kumar Saini notwithstanding that in any financial year of the Company during his tenure as a Whole Time Director from 15th February, 2015 to 14th February, 2018, the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also include Nomination and Remuneration Committee constituted by Board of directors) be and is hereby authorised to alter or vary the terms of appointment/re-appointment of the appointee including relating to remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is within the limit laid down in the subsisting provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Article of Association of the Company and to appear before the Central Government or any other authority including Registrar of Companies.”

5. **ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO M/S MESTRIC CONSULTANTS PRIVATE LIMITED, THE PROMOTER GROUP COMPANY:**

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 (1) (c) read with rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 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 there on 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 “**MRA**”), the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot 2,22,00,000 (Two Crore Twenty Two Lac) Equity Shares of the Company having face value of Rs.10/- each (the “**Equity Shares**”) from time to time in one or more tranches, Equity Shares to be subscribed by Mestric Consultants Private Limited, the Promoter Group Company, whether or not such Promoters Group Company is Member 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. 22,20,00,000/- (Rupees Twenty Two Crores Twenty Lakhs Only).”

“**RESOLVED FURTHER THAT** the price of the Equity Shares has been 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, subject to Lock-in as per requirements of SEBI ICDR Regulations 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. **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. 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 to Rs. 126,00,00,000/- (Rupees One Hundred Twenty Six Crores only) divided into 12,60,00,000 (Twelve Crore Sixty Lacs) equity shares of 10/- (Rupees Ten Only) each by creation of 1,10,00,000 (One Crore Ten Lacs) additional equity shares of 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.126,00,00,000/- (Rupees One Hundred Twenty Six Crores only) divided into 12,60,00,000 (Twelve Crore Sixty Lacs) Equity Shares of 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.”

**By Order of the Board
For A2Z INFRA ENGINEERING LTD.
(Formerly known as A2Z Maintenance &
Engineering Services Limited)**

**Place : Gurgaon
Dated: 12th December, 2014**

**Sd/
(Atul Kumar Agarwal)
Company Secretary
cum Compliance officer**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed resolution 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 6th February, 2015.
3. The Company has appointed Mr. Deepak Gupta, Partner of DR Associates, 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 25th March, 2015. 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 “A2ZINFRA – 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 INFRA ENGINEERING LTD. (Formerly known as A2Z Maintenance & Engineering Services Limited)
- x. Now you are ready for “e-voting” as “Cast Vote” page opens. Voting period commences on and from 21st February, 2015 and ends on 22nd March, 2015 at 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. 25th March, 2015 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 e-voting shall prevail and voting done by Physical Ballot 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. 6th February, 2015.
9. The voting period ends on the close of 22nd March, 2015 at 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 or to any other Director, Company Secretary or any other Authorized Officer 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, 1st Floor, DLF Shopping Mall, Arjun Marg, DLF Phase-1, Gurgaon-122002, Haryana on 25th March, 2015. 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 to 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, 2, 3 & 4

1. Mr. Amit Mittal (DIN No. 00058944) was re-appointed as a Managing Director of the Company at the Board Meeting duly held on 14th November, 2009 for a period of Five (5) years effective from 1st January, 2010. As the term expires on 31st December, 2014, considering the recommendations of the Nomination & Remuneration Committee, the Board of Directors, in their meeting held on 13th November, 2014 have approved the re-appointment of Mr. Amit Mittal as Managing Director of the Company for further period of three years with effect from 1st January, 2015 subject to the approval of the members of the Company, on the terms and conditions including remuneration as mention in this statement.
2. Ms. Dipali Mittal (DIN No. 00872628) was re-appointed as Whole time Director of the Company for the period of five (5) years starting

from 1st April, 2010 to 31st March, 2015. As the term expires on 31st March, 2015, the Board of Directors at its meeting held on 13th November, 2014 has, on the recommendation of Nomination and Remuneration Committee, re-appointed Ms. Dipali Mittal as Whole time Director of the Company for a further period of three years with effect from 1st April, 2015, subject to the terms and conditions including remuneration as mention in this statement.

3. Mr. Rajesh Jain (DIN No. 07015027) was appointed as an Additional Director by the Board at its meeting held on 13th November, 2014 with immediate effect in accordance with section 161 of the Companies Act, 2013 to hold office until the conclusion of ensuing Annual General Meeting. In line with Company's commitment towards leadership development and tradition of leveraging experiences and rewarding talent, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decided to appoint Mr. Rajesh Jain as Whole time director for a period of three years with effect from 13th November, 2014 subject to the approval of the Shareholders of the Company and subject to the terms and conditions including remuneration as mention in this statement.
4. Dr. Ashok Kumar Saini (DIN No. 03593179) was appointed as an Additional Director by the Board at its meeting held on 13th November, 2014 with immediate effect in accordance with section 161 of the Companies Act, 2013 to hold office until the conclusion of ensuing Annual General Meeting. In line with Company's commitment towards leadership development and tradition of leveraging experiences and rewarding talent, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decided to appoint Dr. Ashok Kumar Saini as Whole time director for a period of three years with effect from 15th February, 2015 subject to the approval of the Shareholders of the Company and subject to the terms and conditions including remuneration as mention in this statement.

i. Fixed Compensation:

Fixed Compensation shall include Basic Salary. Basic Salary shall be:

- (a) Mr. Amit Mittal Rs. 88,20,000/- (Rupees Eighty Eight Lacs Twenty Thousand only) per annum for the period starting from 1st January 2015 to 31st December, 2017.
- (b) Ms. Dipali Mittal Rs. 9,00,000 (Rupees Nine Lacs only) per annum for the period starting from 1st April, 2015 to 31st March, 2018.
- (c) Mr. Rajesh Jain Rs. 18,00,000 (Rupees Eighteen Lacs only) per annum for the period starting from 13th November, 2014 to 12th November, 2017.
- (d) Dr. Ashok Kumar Saini Rs. 22,50,000/- (Rupees Twenty Two Lacs Fifty Thousand only) per annum for the period starting from 15th February, 2015 to 14th February, 2018.

ii. Performance Linked Variable Remuneration (PLVR):

Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years and as may be decided by the Nomination and Remuneration Committee/Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and based on Economic Value Added (EVA) in the business and other relevant factors and having regard to the performance of the abovementioned Directors for each year.

iii. Flexible Compensation: In addition to the Fixed Compensation and PLVR, the above mentioned directors shall be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the Rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances").

1. These perquisites and allowances may be granted to Mr. Amit Mittal, Managing Director in the manner as the Board may decide as per the Rules of the Company.

- a. Company shall give a House Rent Allowance @ 50% of the Basic Salary. The company shall also pay the electricity and maintenance charges of his residence.
- b. Contribution of Provident Fund and Superannuation Fund and annuity fund.
- c. Gratuity at the rate of 15 days salary for each completed year or services.
- d. Club Fees: Fees for two Clubs.
- e. Conveyance: Company's Car with Driver for Official Use.
- f. Telephone: Mobile and Telephone Facility at the residence for office purpose.

The terms referred in (b) & (c) shall not be included in the computation of limits of perquisites.

2. These perquisites and allowances may be granted to Ms. Dipali Mittal, Whole time Director in the manner as the Board may decide as per the Rules of the Company.

- a. House Rent Allowance @ 50% of the Basic Salary.
- b. Contribution of Provident Fund and Superannuation Fund and annuity fund.
- c. Gratuity at the rate of 15 days salary for each completed year or services.
- d. Special Allowance Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand only) per annum.
- e. Conveyance: Company's Car with Driver for Official Use.
- f. Reimbursement of Mobile Phone Expenses.

The terms referred in (b) & (c) shall not be included in the computation of limits of perquisites.

3. These perquisites and allowances may be granted to Mr. Rajesh Jain, Whole time Director in the manner as the Board may decide as per the Rules of the Company.

- a. House Rent Allowance @ 50% of the Basic Salary.
- b. Contribution of Provident Fund and Superannuation Fund and annuity fund.
- c. Gratuity at the rate of 15 days salary for each completed year or services.
- d. Special Allowance Rs. 9,00,000/- (Rupees Nine Lacs only) per annum.
- e. Car along with fuel for official purposes.
- f. Reimbursement of Mobile Phone Expenses.

The terms referred in (b) & (c) shall not be included in the computation of limits of perquisites.

4. These perquisites and allowances may be granted to Dr. Ashok Kumar Saini, Whole time Director in the manner as the Board may decide as per the Rules of the Company.

- a. House Rent Allowance @ 50% of the Basic Salary.
- b. Contribution of Provident Fund and Superannuation Fund and annuity fund.
- c. Gratuity at the rate of 15 days salary for each completed year or services.
- d. Special Allowance Rs 9,76,800/- (Rupees Nine Lacs Seventy Six Thousand Eight Hundred only) per annum.
- e. Car along with fuel for official purposes.
- f. Reimbursement of Mobile Phone Expenses.

The terms referred in (b) & (c) shall not be included in the computation of limits of perquisites.

Brief resume of the appointee is given below:

1. Mr. Amit Mittal, 47, is B. Tech in Civil Engineering from Indian Institute of Technology, Roorkee and has over 24 years of experience in project management and execution in the power, oil and infrastructure sectors. Mr. Mittal is a Founder Promoter and Managing Director of the Company and is responsible for the management of the overall operations of the Company and has been instrumental in enabling the Company to diversify and expand its operations on PAN India basis. He is actively involved in long term strategy formulations and in exploring new growth avenues for A2Z. He currently serves on the Board of Directors of A2Z Infrservices Limited, A2Z Powercom Limited, Weensure E Waste Limited, Mjooz Global Private Limited and Maxpro Global Trading Private Limited. Mr. Mittal has been awarded with the Ernst & Young award for the Start-up Entrepreneur of the year 2009.

He is the Member of (i) Finance Committee (ii) ESOP Compensation Committee (iii) Corporate Social Responsibility (CSR) Committee of the Company. Mr. Amit Mittal do not hold any Chairmanship/ Membership of the Committee of any other Company. However, as on 31st December, 2014, he holds 3,90,57,301 Equity Shares of the Company.

The Board and the Nomination and Remuneration Committee of the Board have on November 13, 2014, accorded their approvals to the above and have recommended the aforesaid resolutions as set out in this notice for approval of the shareholders.

Mr. Amit Mittal is deemed to be concerned or interested in the said resolution of this notice. Ms. Dipali Mittal, being relative of Mr. Amit Mittal, is also deemed to be interested in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the said resolutions.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board of Directors recommends the passing of the Resolution as a Special Resolution of the accompanying notice for the approval of members.

2. Ms. Dipali Mittal, 41, holds a Master's degree in Business Administration (MBA) from the Indian Institute of Finance, New Delhi. Ms. Mittal has been associated with the Company since 2004 and is currently the Whole-time Director of the Company. She has varied industry experience and is involved in the accounting, financial and general management of the Company.

She currently serves on the Board of Directors of A2Z Infrservices Limited, A2Z Waste Management Private Limited and Mjooz Global Private Limited.

She is the Member of (i) Audit Committee (ii) Stakeholder Relationship Committee (iii) Corporate Social Responsibility (CSR) Committee of the Company. Ms. Dipali Mittal do not hold any Chairmanship/Membership of the Committee of any other Company. However, as on 31st December, 2014, she holds 11,70,000 Equity Shares of the Company in her own name.

The Board and the Nomination and Remuneration Committee of the Board have on November 13, 2014 accorded their approvals to the above and have recommended the aforesaid resolutions as set out in this notice for approval of the shareholders.

Ms. Dipali Mittal is deemed to be concerned or interested in the said resolution of this notice. Mr. Amit Mittal, being husband of Ms. Dipali Mittal, is also deemed to be interested in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board of Directors recommends the passing of the Resolution as a Special Resolution of the accompanying notice for the approval of members.

3. Mr. Rajesh Jain, 41, completed his Master in Business Administration from the Agra University and is associate member of the Institute of Companies Secretaries of India, New Delhi. Mr. Jain joined the Company in March 2010 as President Corporate Affairs and is responsible for coordinating corporate relations among strategic business units. He has approximately 15 years of experience in the telecommunications and power industry. On the recommendation of the Nomination & Remuneration Committee, the Board of Director in their meeting duly held on 14th August, 2014 re-designated Mr. Rajesh Jain as Chief Executive Officer of the Company with an immediate effect. Prior to joining the Company, Mr. Jain was the Vice-President Corporate Affairs at Teracom Limited.

Mr. Rajesh Jain neither hold any Directorship in any other Company nor he is Chairman/Member of the Committee of any other Company. However, as on 31st December, 2014, he holds 480 equity shares of the Company in his own name.

The Appointment of Mr. Rajesh Jain is appropriate and in the best interest of the Company and that the approval of the members is being sought to the terms, conditions and stipulations thereto including the remuneration payable to him.

Mr. Rajesh Jain is deemed to be concerned or interested in the said resolution of this notice. None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the said resolutions.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board of Directors recommends the passing of the Resolution as a Special Resolution of the accompanying notice for the approval of members.

4. Dr. Ashok Kumar Saini, 45, 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. He is a member of Indian Society of Heating, Refrigeration and Air Conditioning Engineers and Fellow Member of the Institution of Engineers (India). Dr. Saini joined the Company in August 2006 and is responsible for managing the projects undertaken by the Company for Power transmission/distribution sector; biomass and RDF based Power Generation plants. He has approximately 26 years of experience in the HVAC industry, Green buildings, Energy Audits, Power Sector including transmission and distribution projects, Biomass and RDF based power plants. Prior to joining the Company, Dr. Saini worked with Voltas Ltd and ETA Engineering Private Limited.

Dr. Saini neither holds any Directorship in any other Company nor is he Chairman/Member of the Committee of any other Company. However, as on 31st December, 2014, he holds 13,980 equity shares of the Company in his own name.

The Appointment of Dr. Saini is appropriate and in the best interest of the Company and that the approval of the members is being sought to the terms, conditions and stipulations thereto including the remuneration payable to him.

Dr. Saini is deemed to be concerned or interested in the said resolution of this notice. None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the said resolutions.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board of Directors recommends the passing of the Resolution as a Special Resolution of the accompanying notice for the approval of members.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

1. Nature of Industry

The Company is Engineering, Procurement and Construction (EPC) Company primarily engaged in providing services to the power transmission and distribution sector and carrying on the business of power generation by renewable energy sources of fuels like biomass, refused derived fuel, rice husk etc. in addition to erection of optical fiber cable network for telecom companies.

2. Date or expected date of commencement of commercial production: January, 2002.

3. In Case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators:

(Rs. in Million)

Particulars	Current Year 2013-14	Previous Year 2012-13
Total Income	3,436.51	5,650.68
Expenditure other than Interest and Depreciation	4,546.47	5,837.22
(Loss)/Profit before Interest, Tax & Depreciation	(1,109.96)	(186.54)
Interest	822.19	702.44
(Loss)/Profit before depreciation and tax	(1,932.16)	(888.98)
Depreciation	71.21	71.81
(Loss)/Profit before Tax and exceptional items	(2,003.36)	(960.79)
Tax Expenses	16.98	(321.03)
Net Profit/(Loss) after Tax but before Extraordinary item	(2,020.34)	(639.76)
Exceptional Item – Gain	70.71	101.66
Net Profit/(Loss) after Tax	(1,949.63)	(538.10)

5. Foreign Investments and Collaborations:

The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

- a. Mr. Amit Mittal, 47, is B. Tech in Civil Engineering from Indian Institute of Technology, Roorkee and has over 24 years of experience in project management and execution in the power, oil and infrastructure sectors. Mr. Mittal is a Founder Promoter and Managing Director of the Company and is responsible for the management of the overall operations of the Company and has been instrumental in enabling the Company to diversify and expand its operations on PAN India basis. He is actively involved in long term strategy formulations and in exploring new growth avenues for A2Z. He currently serves on the Board of Directors of A2Z Infraservices Limited, A2Z Powercom Limited, Weensure E Waste Limited, Mjooz Global Private Limited and Maxpro Global Trading Private Limited.
- b. Ms. Dipali Mittal, 41, holds a Master's degree in Business Administration (MBA) from the Indian Institute of Finance, New Delhi. Ms. Mittal has been associated with the Company since 2004 and is currently the Whole-time

Director of the Company. She has varied industry experience and is involved in the accounting, financial and general management of the Company.

She currently serves on the Board of Directors of A2Z Infraserivces Limited, A2Z Waste Management Private Limited and Mjooz Global Private Limited.

- c. Mr. Rajesh Jain, 41, completed his Master in Business Administration from the Agra University and is an Associate member of Institute of Companies Secretaries of India, New Delhi. Mr. Jain joined the Company in March 2010 as President Corporate Affairs and is responsible for coordinating corporate relations among strategic business units. He has approximately 15 years of experience in the telecommunications and power industry. He is currently designated as Chief Executive Officer of the Company. Prior to joining the Company, Mr. Jain was the Vice-President Corporate Affairs at Teracom Limited. Mr. Rajesh Jain does not hold any directorship in any other Company.
- d. Dr. Ashok Kumar Saini, 45, 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. He is a member of Indian Society of Heating, Refrigeration and Air Conditioning Engineers and Fellow Member of the Institution of Engineers (India). Dr. Saini joined the Company in August 2006 as CEO-Transmission and was responsible for managing the projects undertaken by the Company for Power transmission/distribution sector; biomass and RDF based Power Generation plants. He has approximately 26 years of experience in the HVAC industry, Green buildings, Energy Audits, Power Sector including transmission and distribution projects, Biomass and RDF based power plants. Prior to joining the Company, Dr. Saini worked with Voltas Ltd and ETA Engineering Private Limited. Dr. Saini does not hold any Directorship in any other Company.

2. Past remuneration:

During the financial year ended March 31, 2014, a sum of Rs. 94,94,496/- to Mr. Amit Mittal, Rs. 18,00,000/- to Ms. Dipali Mittal, Rs.36,00,000/- to Mr. Rajesh Jain and Rs. 43,51,800/- to Mr. Ashok Kumar Saini was paid as total remuneration.

3. Recognition and Awards:

Mr. Amit Mittal has been awarded with the Ernst & Young award for the Start-up Entrepreneur of the year 2009.

4. Job profile and his suitability:

- a. Mr. Amit Mittal has rich experience in diversified areas like Engineering, Facility Management, and Waste Management etc. He is responsible for project set up and day to day running of the business of the Company. The Know-how and the skill of Mr. Mittal provide a great support in the execution of the projects and ultimate long term growth of the Company. He is the pillar of the Core Management Team driving the growth of the business. His experience & expertise in the business development, management and leadership will immensely enhance motivation working under him and ultimately increase the profitability of the Company. The success of the Company is substantially dependent on the expertise and services of Mr. Mittal and he is giving his continuous direction to the Company and its subsidiaries in attaining its objectives. He is an effective communicator with exceptional presentation skills and abilities to establish beneficial relationships with various clients and sustain

positive work environment that foster team performance.

- b. Ms. Dipali Mittal provides continuous support and guidance in the financial and administration matters to the Company. Her skills and experience in the financial sector will benefit the Company in the long term set up and day to day running of the business operations of the Company. She is the part of Core Management Team since 2004 and driving the growth of the business. Accordingly, to motivate her and to get benefit from the experience & expertise it is necessary to remunerate her.
- c. Mr. Rajesh Jain, CEO has been taking care of the telecom business of the Company and has played a key role in consolidating the organization's presence in the telecom and power utilities segment. Under his leadership the Company has secured a prestigious order for trenching laying, Installation, Testing of Optical Fibre Cable, PLB Duct and Accessories for construction of Exclusive Optical NLD Backbone and Optical Access routes on turnkey basis for Defense Network. His skills and experience in telecom sector will benefit the Company in the long term set up and day to day running of the business operations of the Company. Accordingly, to motivate him and to get benefit from the experience & expertise it is necessary to remunerate him in proper manner.
- d. 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.

His skills and experience in EPC business will benefit the Company in the long term set up and day to day running of the business operations of the Company. Accordingly, to motivate him and to get benefit from the experience & expertise it is necessary to remunerate him in proper manner.

5. Remuneration proposed:

- a. Basic Salary proposed to Mr. Amit Mittal is Rs. 88,20,000/- (Rupees Eighty Eight Lacs Twenty Thousand only) per annum for the period starting from 1st January 2015 to 31st December, 2017 and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
- b. Basic Salary proposed to Ms. Dipali Mittal is Rs. 9,00,000/- (Rupees Nine Lacs only) per annum for the period starting from 1st April, 2015 to 31st March, 2018 and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
- c. Basic Salary proposed to Mr. Rajesh Jain is Rs. 18,00,000/- (Rupees Eighteen Lacs only) per annum for the period starting from 13th November, 2014 to 12th November, 2017 and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
- d. Basic Salary proposed to Dr. Saini is Rs. 22,50,000/- (Rupees Twenty Two Lacs Fifty Thousand only) per annum for the period starting from 15th February, 2015 to 14th February, 2018 and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Amit

Mittal, Ms. Dipali Mittal, Mr. Rajesh Jain and Dr. Ashok Kumar Saini, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the Company, or relationship with the managerial personnel, if any.

- a. Besides the remuneration proposed to be paid to Mr. Amit Mittal, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except that Ms. Dipali Mittal, Whole Time Director (Key Managerial Person) of the Company is his wife. However, he holds 3,90,57,301 Equity Shares of A2Z Infra Engineering Limited comprising 45.14% of the issued and paid up capital of the Company as on 31st December, 2014.
- b. Besides the remuneration proposed to be paid to Ms. Dipali Mittal, she does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except:
 - i) Mr. Amit Mittal, Managing Director (Key Managerial Person) of the Company is her husband;
 - ii) She holds 11,70,000 Equity Shares of A2Z Infra Engineering Limited comprising 1.35% of the issued and paid up capital of the Company as on 31st December, 2014; and
 - iii) The Company has taken on lease a property situated at O-116, First Floor, Shopping Mall, DLF City, Phase - 1, Arjun Marg, Gurgaon- 122002, Haryana from Ms. Dipali Mittal on a rent of Rs. 72,600 per month for maintaining Registered office of the Company for the period starting from September 1, 2014 to August 31, 2017.
- c. Besides the remuneration proposed to be paid to Mr. Rajesh Jain, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors. However, he holds 480 Equity Shares of A2Z Infra Engineering Limited as on 31st December, 2014.
- d. Besides the remuneration proposed to be paid to Dr. Saini, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors. However, he holds 13,980 Equity Shares of A2Z Infra Engineering Limited as on 31st December, 2014.

III. OTHER INFORMATION

1. Reason of loss or inadequate profits:

The Company is primarily engaged in providing EPC services in power transmission and distribution sectors with focus mainly on distribution. The EPC service has been affected due to various external reasons such as Slow realisation of receivables, , Absence of Price variation clause in the projects, Increase in the interest rate as compared to yield from projects. Due to said reasons, the Company was facing time overrun in all its ongoing EPC assignments, which constrained the Company to raise billing/ realize payments linked to milestone based performance.

Further, the Biomass based Power Plant also encountered various problems to complete where a substantial amount of investments were blocked in capital assets without any return which affected Company's cash position and increasing interest burden/ soft cost of the project. The delays in project execution also resulted in increase in project related overheads of the Company which has resulted in drop in overall margins.

All such factors had cumulatively led to the present situation by affecting Company's profitability and capability to honor

financial obligations towards the lenders and have created shortage of working capital funds for smooth operations.

2. Steps taken or proposed to be taken for improvement:

The Company is evolving from its historical business of EPC services to being an Infrastructure Company providing solutions that promote Clean and Green Energy. The Company is attempting to build scale in Green Technology solutions in all areas of the power sector, starting from generation of power to its distribution to end consumers. Towards it, the Company is taking significant steps for generation of power from renewable energy sources like RDF & biomass. The Company has also entered into collaboration with sugar mills for setting up three power plants on Built, Own, Operate and Transfer (BOOT) basis for a period of 15 years.

Further, the Company had approached the lenders for some reliefs under Corporate Debt Restructuring (CDR) Scheme for restructuring of its debts under corporate debt restructuring mechanism and was referred to the Corporate Debt Restructuring (CDR) Cell by the Lead Bank, State Bank of Patiala on March 22, 2013. The CDR cell after receiving consent from majority of the secured lenders of the Company had approved the CDR Package in its meeting duly held on December 24, 2013. The letter of approval (LOA) dated December 28, 2013 duly amended by letter dated February 03, 2014, was issued approving the scheme by CDR-EG. Further, the Master Restructuring Agreement (MRA) was also signed with the majority of the secured creditors on March 27, 2014.

The Company has presently undertaken various strategic initiatives and it is in the process of expanding its area of operations by exploring various geographical avenues domestic as well as internationally. The Company is running various projects in various states like Uttar Pradesh, Madhya Pradesh, J&K, Maharashtra, Hyderabad, etc. and is trying to maintain its leadership and to improve market share and financial performance. With the corporate image and brand building the Company expects increase in business operation and size of profits. The Company is involved in the endeavors that will provide best services to its clients.

Also the Company has also undertaken several new initiatives in order to make the operations more efficient and the organization structure more responsive to customers' needs and as the Indian economy is showing good signs of improvement and revival the company will rebound and will show steady growth and progress in the near future.

3. Expected increase in productivity and profits in measurable terms

The Company had secured Orders worth approx. Rs. 1,941 Crores (Rupees One Thousand Nine Hundred Forty One Crores) for EPC work against APO (Advance Purchase Order) as received by Sterlite Technologies Ltd and ITI Ltd[®] for trenching laying, Installation, Testing of Optical Fibre Cable, PLB Duct and Accessories for construction of Exclusive Optical NLD Backbone and Optical Access routes on turnkey basis for Defense Network. In addition to the above, further Annual Maintenance Contract (AMC) orders worth approx. Rs. 581 Crores (Five Hundred Eighty One Crores) will also be released aggregating value of orders to approx. Rs. 2,522/- Crores (Rupees Two Thousand Five Hundred Twenty Two Crores).

The Company will bid in other tenders along with the other big Players for trenching laying, Installation, Testing of Optical Fibre Cable, PLB Duct and Accessories for construction of Exclusive Optical NLD Backbone and Optical Access routes on turnkey basis and hope to get few tenders in the near future which will increase the productivity and profits of the Company in times to come.

The Company has taken various other steps to improve profitability by way of cost reduction and proper and efficient execution of Projects. As per the projections prepared for the Company the loss position shall change to the profitable positions and operating profits are expected to increase as the result of the execution of the above mentioned projects including the current in hand projects of the Company. The Increase in productivity and profits will be reflected in the financials of the Company in the time to come.

(Amount in Rs. Crores)

S. No.	Particulars	Financial Year 2014-15	Financial Year 2015-16	Financial Year 2016-17
1.	Turnover	455.00	1,447.67	1,421.01
2.	Net Profits	(90.00)	39.40	73.10

IV. Disclosures:

1. Remuneration Package of the managerial person: Fully described in the respective explanatory statement as stated above.
2. The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading 'Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2014.

Item 5

The Board of Directors of the Company at its meeting held on 06.05.2014 has approved for the issue and allotment of 3,45,40,000 (Three Crore Forty Five Lacs Forty Thousand) Equity Shares of face value of Rs. 10/- each aggregating to Rs.34,54,00,000/- (Rupees Thirty Four Crores Fifty Four Lacs Only) through Preferential Allotment under the CDR LOA to the Promoter/Promoter Group. Further the shareholders of the Company has passed the Special Resolution through Postal Ballot for approving the aforesaid allotment on preferential basis, the results of which were declared on 24th June, 2014.

The Company has submitted the application for obtaining in-principle approval on 16th August, 2014 but the Stock Exchange(s) had rejected our application for issue of 2,22,00,000 Equity Shares of Rs. 10/- each at a issue price of Rs. 10/- each to M/s. Mestric Consultants Private Limited, a Promoter Group Company on the grounds of non-disclosure

of identity of the natural persons who are the ultimate beneficial owners of M/s. Mestric Consultants Private Limited, a Promoter Group Company.

Therefore, the Company is seeking fresh approval from the shareholders through postal ballot for the issue of the above mentioned securities to the Promoter Group Company in terms of Chapter VII of SEBI (ICDR) Regulations 2009 including amendments thereon and as per the approved CDR Package of the Company.

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.
2. The Equity Shares shall rank pari-passu inter se and with the then existing equity shares of the Company in all respects.
3. The disclosures prescribed under Chapter VII- "Preferential Issue" of the 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 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:

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 December 31, 2014, being the latest practicable date on which shareholder data was available 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	4,34,03,640	50.17	4,34,03,640	12.72
Bodies Corporate	19,11,000	2.21	2,41,11,000	7.07
Sub Total(A)(1)	4,53,14,640	52.38	6,75,14,640	19.79
2 Foreign	-	-		
Sub Total(A)(2)	-	-		
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4,53,14,640	52.38	6,75,14,640	19.79
(B) Public shareholding				
1 Institutions				
(b) Financial Institutions/ Banks	200	0.00	23,23,80,200	68.13
(f) Foreign Institutional Investors	220000	0.25	220,000	0.06
(g) Foreign Venture Capital Investors	54,49,627	6.30	54,49,627	1.60
Sub-Total (B)(1)	56,69,827	6.55	23,80,49,827	69.79

	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
2	Non-institutions				
(a)	Bodies Corporate	8,990,402	10.39	8,990,402	2.64
(b)	Individuals				
	Individuals-i. Individual shareholders holding nominal share capital up to Rs 1 lakh	1,34,52,062	15.54	1,34,52,062	3.94
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	1,15,32,154	13.34	1,15,32,154	3.38
(c)	Qualified Foreign Investor	-	-	-	-
(d)	Any Other (specify)				
(d-i)	N.R.I.	1,558,609	1.80	1,558,609	0.46
(d-iii)	Trust	-	-	-	-
	Sub-Total (B)(2)	3,55,33,227	41.07	3,55,33,227	10.42
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	4,12,03,054	47.62	27,35,83,054	80.21
	TOTAL (A)+(B)	8,65,17,694	100.00	34,10,97,694	100.00
(C)	Shares held by Custodians and against which				
	Depository Receipts have been issued	-	-	-	-
	Sub-Total (C)	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	8,65,17,694	100.00	34,10,97,694	100.00

- *Note:** (1) The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice & Postal Ballot Notice dated 6th May, 2014.
- (2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottees would have subscribed to and been allotted the Equity Shares of the Company.
- (3) In the event for any reason, the proposed allottees do not or is unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
- (4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.

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

2,22,00,000 (Two Crore Twenty Two Lac) 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 Promoter Group within the time limits specified under the SEBI ICDR Regulations. Further As provided in Regulation 74(1) of ICDR Regulations, the requirement of allotment within fifteen (15) days shall not apply to allotments on preferential basis pursuant to a scheme of CDR

specified by the Reserve Bank of India.

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:

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them on is given in the following table:

Name of the Allottees	Natural persons who are the ultimate beneficial owners	No. of Equity Shares proposed to be allotted	% of post preferential issue capital
Mestric Consultants Private Limited	The entire shareholding of M/s Mestric Consultants Private Limited is held by Mr. Rajendra Kumar Mital and Mrs. Sudha Mittal, the immediate relative of Mr. Amit Mittal, Promoter of the Company.	2,22,00,000	6.51

***Note to the above table:**

- (1) The post issue capital has been provided considering all the allotments proposed under this Postal Ballot Notice & Postal Ballot Notice dated 6th May, 2014.
- (2) The 'relevant date' for the determination of the price of the equity shares has been considered to be 24th December 2013 for there solution, 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

Walker Chandiook & Co LLP, Chartered Accountants, Statutory Auditors of the Company have certified that the issue of securities 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 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 Group shall be locked-in as per the provisions of the ICDR Regulations.

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 Group in accordance with the terms of the CDR Package of the Company contained in the CDR LOA and approved by the CDR EG. Except Mr. Amit Mittal, Ms. Dipali Mittal, Mr. Rajesh Jain and Dr. Ashok Kumar Saini, Directors of the Company, none of the Directors are, in any way, concerned or interested, financially or otherwise in passing of the said resolution.

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

Item 6

The existing 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 Lac) equity shares of Rs. 10/- (Rupees Ten Only) each. In view of the proposed preferential allotments to the CDR / Non CDR Lenders in terms of the approved CDR Package and this Notice and to meet any other future eventualities, it is considered necessary to increase the authorised share capital of the Company from 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) to Rs. 126,00,00,000/- (Rupees One Hundred Twenty Six Crores only) divided into 12,60,00,000 (Twelve Crore Sixty Lacs) equity shares of 10/- (Rupees Ten Only) each by creation of 1,10,00,000 (One Crore Ten 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. 6 of the accompanying notice.

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, Ms. Dipali Mittal, Mr. Rajesh Jain and Dr. Ashok Kumar Saini, Directors of the Company, none of the Directors are, in any way, concerned or interested, financially or otherwise 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.

**By Order of the Board
For A2Z INFRA ENGINEERING LTD.
(Formerly known as A2Z Maintenance &
Engineering Services Limited)**

**Place : Gurgaon
Dated: 12th December, 2014**

**Sd/-
(Atul Kumar Agarwal)
Company Secretary
cum Compliance officer**