A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

Registered Office: O-116, 1st Floor, DLF Shopping Mall, Arjun Marg, DLF Phase 1, Gurgaon-122002, (Haryana)
Corporate Office: Plot No.44, Sector 32, Institutional Area, Gurgaon-122001 (Haryana)
EMail: complianceofficer@a2zemail.com **Web Site:** www.a2zgroup.co.in

POSTAL BALLOT NOTICE

Dear Shareholders,

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended from time to time, that the draft resolution mentioned below are proposed to be passed by Postal Ballot:-

To consider and, if thought fit to pass, with or without modification(s) the following Resolution as a Special Resolution:

"**RESOLVED** that pursuant to the provisions of Sections 17, 18 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions as may be necessary the existing sub clauses 6 of the Main Object Clause - III A of the Memorandum of Association of the Company be and is hereby altered by deletion of the word "Atomic Power" and the new sub clause 6 shall be substituted as under:

6. To carry on in India or abroad the business to generate, accumulate, transmit, commission, maintain, distribute, purchase, sell and supply electricity power or any other energy from conventional/non-conventional energy sources on a commercial basis and to construct, lay down, establish, operate and maintain power/energy/generating stations including buildings, structures, works, machineries, equipments, cables and to undertake or to carry on the business of managing, owing, controlling, erecting, commissioning, operating, running, leasing or transforming to third person(s), power plants and plants based on conventional or non-conventional energy sources, bio-mass, solar energy plants, wind energy plants, mechanical, electrical, hydel and to deal all kinds of energy systems and products, such as electric power, thermal power, hydraulic power, wind power, solar power, compressed natural gas, cooking gas, coal, petroleum, diesel, kerosene, including energy saving devices.

   "**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard."

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

Sd/-
(Atul Kumar Agarwal)
Company Secretary

Place : Gurgaon
Date : 14.02.2011

Notes:

1. An explanatory statement pursuant to section 173(2) of the Companies Act, 1956 read with Section 192A of the Companies Act, 1956 in respect of the business is annexed hereto.
2. The Company has appointed Mr. Deepak Gupta, Practising Company Secretary (Partner of M/s. DR Associates, Company Secretaries), as the Scrutinizer for conducting the postal ballot process in accordance with the law and in a fair and transparent manner.
3. The Notice is being sent under certificate of posting to all the Members whose names appear on the register of members as on 11th February 2011.
4. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot but not later than on Friday the 18th day of March 2011 till 2 P.M.
5. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the registered member will also be accepted. The envelopes containing the Postal Ballot Form should reach the Company not later than the close of **business hours on Thursday the 17th day of March 2011**.
6. The result of the Postal Ballot shall be announced by the Chairman of the Company, or in his absence by any other person, so authorized by the Chairman on **Friday, the 18th day of March 2011 at 4.00 P.M. at the Registered Office of the Company at O-116, 1st Floor, DLF Shopping Mall, Arjun Marg, DLF Phase 1, Gurgaon-122002, (Haryana)** and the resolutions will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the shareholders had assented to the resolution. The result of the Postal Ballot shall also be announced through a newspaper advertisement and the website of the Company at www.a2zgroup.co.in besides communication to the Stock Exchanges where the Company's shares are listed.
7. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
8. **The altered copy of Memorandum of Association shall be available for inspection from the 19th March 2011 from 2.00 P.M. till 5 P.M. on all working days i.e Monday to Friday.**

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

The Company was incorporated in the year 2002. Your Company is an engineering, procurement and construction ("EPC") company in India and have been providing services to the power transmission and distribution sector with a focus primarily on the distribution segment. The Company is diversifying this business to provide EPC services to power generation companies and companies in other sectors, including telecommunications. In addition, we are significantly focused on and involved in other businesses along with our subsidiaries that include the following: (i) generating power from renewable energy sources (the "Renewable Energy Generation business"); (ii) providing municipal solid waste management services (the "MSW business"); (iii) providing facility management services (the "FMS business"); and (iv) developing information technology ("IT") solutions for power utilities (the "Power IT Solutions business").

Your Company has successfully undergone the Initial Public offering (IPO) of equity shares. Primarily, the Reserve Bank of India (RBI) has granted its approval for the Offer for Sale vide letters no. FE.CO.FID.No./11090/10.21.209/2010-11 dated November 3, 2010 and FE.CO.FID.No./11849/10.21.209/2010-11 dated November 11, 2010, subject to the condition that we shall seek shareholders approval to amend clause 6 of the main objects of the Company's Memorandum of Association and delete references to the words "atomic power" appearing therein. We have been directed by the RBI to have this clause amended by seeking shareholder approval within a period of 90 days from the date of commencement of listing and trading of the Equity Shares on the Stock Exchanges. We had confirmed to the RBI that the Company neither undertake any activity in the atomic power sector nor have we announced any plans to do so and the Board of Directors of the Company, vide their resolution dated November 8, 2010, have also stated that we shall not undertake any activity in the atomic power sector otherwise than in complete compliance with all applicable laws and regulations, including obtaining the necessary approvals from all regulatory authorities, including the Government of India, as may be required.

Therefore, as decided by the Board of Directors of the Company at its meeting held on Feb 14, 2011, it is proposed to alter the Object Clause of the Memorandum of Association of the Company by deleting the word atomic power as mentioned in clause 6 of the Main Objects clause III (A) of the Memorandum of Association of the Company as enumerated out in the draft resolution of the annexed Notice.

Section 17 & 18 of the Companies Act, 1956 ("Act") stipulates that the Object Clause of the Memorandum of Association of the Company can be altered by a Special Resolution passed by the members of the Company and the particulars of the same are required to be filed with the Ministry of Corporate Affairs and the Registrar of Companies shall certify the same. Also Section 192A of the Act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 stipulates that the consent of the Members of the Company for this matter is required to be obtained through Postal Ballot Mechanism.

Your Directors recommend the resolution for your approval as a Special Resolution.

None of the Directors of the Company is, in any way, concerned or interested in the resolution as set out in the Notice except to the extent of their share holdings in the Company.

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

Sd/-
(Atul Kumar Agarwal)
Company Secretary

Place : Gurgaon
Date : 14.02.2011

Encl:- 1. Postal Ballot Form
2. Postage Prepaid Envelope