

# 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](mailto:complianceofficer@a2zemail.com) Web Site: [www.a2zgroup.co.in](http://www.a2zgroup.co.in)



## NOTICE OF POSTAL BALLOT

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

Dear Shareholder(s),

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

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

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

You are requested to carefully read the instructions printed on the back of the Postal Ballot Form and return the Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against) and signed in the attached self-addressed postage pre-paid business reply envelope so as to reach the scrutinizer on or before 5.00 p.m. on August 29, 2011. Postal ballots received thereafter shall not be valid. The postage will be borne and paid by the Company. The Company is not providing voting by electronic mode.

The members who have not received postal ballot forms may apply to the Company and obtain a duplicate thereof.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company or in his absence to any other Director, Company Secretary or any other Authorized Officer. The results of the postal ballot shall be declared by the Chairman or any other Director duly authorized by the Board on or around August 30, 2011 at the Registered Office of the Company situated at O-116, 1st Floor, DLF Shopping Mall, Arjun Marg, DLF Phase I, Gurgaon-122002 (Haryana) and shall also be displayed on the website of the Company, i.e., [www.a2zgroup.co.in](http://www.a2zgroup.co.in). Further, immediate communication will be sent to the Stock Exchanges where the Company's shares are listed (i.e., the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited).

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

### NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT.

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

#### SPECIAL BUSINESS

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

#### Change in Utilization of IPO Proceeds

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, the approval and ratification of the Members of the Company be and is hereby accorded and the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or that it will hereinafter constitute to exercise its powers including the powers conferred by this resolution), be and is hereby authorized to vary the terms referred to in the Prospectus dated December 16, 2010 filed by the Company with the Registrar of Companies, NCT of Delhi & Haryana (the "Prospectus") including to vary and / or revise the utilization of the proceeds from the Initial Public Offering ("IPO") of equity shares made in pursuance of the Prospectus and to utilize the proceeds from the IPO for purposes other than those mentioned in the Prospectus namely, but not limited to, part finance the construction, development and commissioning cost of new power projects at Indore in the State of Madhya Pradesh and Bellari in the State of Uttar Pradesh being set up by the Company, acquisition of

