

**SCRUTINIZER'S REPORT ON E – VOTING**

(Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies  
(Management and Administration) Rules, 2015]

The Chairman,  
A2Z Infra Engineering Limited  
(formerly known as A2Z Maintenance & Engineering Services Limited)  
O-116, 1<sup>st</sup> Floor, DLF Shopping Mall,  
Arjun Marg, DLF City, Phase-1, Gurgaon-122002, Haryana

Dear Sir,

Sub: Scrutinizer Report on e – voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015

1. I, Deepak Gupta, Partner of DR Associates, Company Secretaries firm having office at 3/31, First Floor, West Patel Nagar, New Delhi – 110 008, have been appointed as a Scrutinizer of A2Z Infra Engineering Limited (“the Company”) pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the e – voting Process and ascertaining the requisite majority on e-voting and poll carried out as per the provision of the Companies Act, 2013 on the resolution(s) contained in the notice to the Extra Ordinary General Meeting (EGM) of the members of the Company held on Monday, 17<sup>th</sup> August, 2015 at 11.00 A.M. at Deenbandhu Sir Chhotu Ram Bhawan, Jharsa Road, Behind Krishna Mandir, Opposite Medanta the Medicity, Sector 32, Gurgaon – 122 001, Haryana, India.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means, on the resolutions contained in the notice of above – said Extra Ordinary General meeting. My responsibility as a scrutinizer for e- voting process is restricted to make a scrutinizer’s report of the vote cast in favour or against the resolution based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company.



3. Further to above, I submit my report as under:

- (i) The e-voting period remained open from Friday, August 14, 2015 (9:00 a.m. IST) till Sunday, August 16, 2015 (5:00 p.m. IST).
- (ii) The Shareholders holding shares as on the “cut off” date i.e. August 10, 2015 were entitled to vote on the proposed resolutions (Item No. 1 & 2 as set out in the Notice of Extra Ordinary General Meeting of the A2Z Infra Engineering Limited.
- (iii) The Votes were unblocked on August 17, 2015 in the presence of Two Witnesses, Mr. Rajesh Lakhanpal having address at 3/31, First Floor, West Patel Nagar, New Delhi – 110 008 and Mr. Nitin Kumar Mishra, having address at H. No. 158/1M, B Block, Baba Colony, Burari, Delhi 110 084 who were not in the employment of the Company. They have signed below in the Confirmation of the votes being unblocked.

  
\_\_\_\_\_  
Rajesh Lakhanpal  
\_\_\_\_\_  
Nitin Kumar Mishra

- (iv) Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted “For” and “against”, were downloaded from the e-voting website of M/s National Securities Depository Limited.
- (v) The Result of the e-voting is as under:

**RESOLUTION 1:- INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

- i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	37	36705
Less: Total number of invalid votes	-	-
Total Number of Valid votes	37	36705



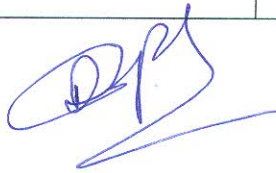
ii) Details of Voting

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)	% of total number of valid votes cast
Total votes received by electronic mode	37	36705	100
Assented to the resolution	32	32135	87.55
Dissented to the resolution	5	4570	12.45

RESOLUTION 2: ISSUE OF EQUITY WARRANTS ON PREFERENTIAL BASIS TO PERSONS OTHER THAN THE PROMOTERS AND PROMOTER GROUP AS PER SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	40	46155
Less: Total number of invalid votes	-	-
Total Number of Valid votes	40	46155





ii) Details of Voting

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)	% of total number of valid votes cast
Total votes received by electronic mode	40	46155	100
Assented to the resolution	35	41963	90.92
Dissented to the resolution	5	4192	9.08

Thanking you,  
Yours Faithfully



Deepak Gupta  
FCS  
Membership No: F5339

Partner  
DR Associates  
Company Secretaries

Place: New Delhi Date:  
August 17, 2015