



A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

CIN: L74999HR2002PLC034805

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

Tel: +91-124-4300426 Fax: +91-124-2566651

Website: www.a2zgroup.co.in, E-mail: info@a2zemail.com

NOTICE

To,
The Member(s),
A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

Notice is hereby given that the Thirteenth Annual General Meeting of the members of **M/s. A2Z Maintenance & Engineering Services Limited** will be held on Saturday, 27th September, 2014 at 10.30 a.m. at **HSI IDC Hall, Udyog Vihar, Phase-V, Gurgaon-122016, Haryana, India** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss Account for the year ended on that date alongwith the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Ms. Dipali Mittal (DIN: 00872628) who retires by rotation and being eligible, offers herself for reappointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s Walker Chandio & Co LLP, Chartered Accountants, Delhi (Firm Registration No. 001076N) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held for the Financial Year 2018-19, subject to ratification at every Annual General Meeting at such remuneration and reimbursement of out of pocket expenses as may be approved by the Audit Committee/Board of Directors of the Company."

SPECIAL BUSINESS

4. To consider and appoint Mr. Surender Kumar Tuteja (DIN 00594076) as an Independent Director and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surender Kumar Tuteja (DIN 00594076), a Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive and Independent Director of the Company, to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Company's Annual General Meeting to be held for the Financial Year 2018-19, whose period of office shall not be liable to retire by rotation."
5. To consider and appoint Dr. Ashok Kumar (DIN 00054771) as an Independent Director and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Ashok Kumar (DIN 00054771), a Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive and Independent Director of the Company, to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Company's Annual General Meeting to be held for the Financial Year 2018-19, whose period of office shall not be liable to retire by rotation."

6. To consider and appoint Mr. Suresh Prasad Yadav (DIN 06803706) as an Independent Director and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
- “RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Prasad Yadav (DIN 06803706), a Non-Executive Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 3rd February, 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive and Independent Director of the Company, to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting to the conclusion of the Company's Annual General Meeting to be held for the Financial Year 2018-19, whose period of office shall not be liable to retire by rotation.”
7. To consider and approve the change in the name of Company from “A2Z Maintenance & Engineering Services Limited” to “**A2Z INFRA ENGINEERING LIMITED**” and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:
- “RESOLVED THAT** in accordance with the provisions of Section 13 read with Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) (including any statutory modifications or re-enactment thereof, for the time being in force), the Memorandum of Association of the Company, Listing Agreement entered into by the Company with the BSE Limited & National Stock Exchange of India Limited where the shares of the Company are listed, the guidelines, regulations, circulars and clarifications issued by the Government of India (GOI), Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company (the ‘Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the consent of the members be and is hereby accorded to change the name of Company from ‘**A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED**’ to ‘**A2Z INFRA ENGINEERING LIMITED**’ and immediately upon the said change in the name of the Company becoming complete and effective, the new name be substituted for the existing name wherever it appears in the Memorandum and Articles of Association and in all other records/documents of Company.
- RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”
8. To consider and adopt the newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:
- “RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (Act) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association which is available for public inspection at the Registered Office of the Company and on the company's website, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.
- RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”
9. To consider and approve waiver of the recovery of the excess amount paid as managerial remuneration to Mr. Amit Mittal as a Managing Director and if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:
- “RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and subject to the approval of Central Government, the approval of Members of the Company be and is hereby accorded to waive the recovery of the amount paid as managerial remuneration for the period of April 01, 2012 to November 30, 2013 to Mr. Amit Mittal, Managing Director of the Company, in excess of remuneration limits prescribed in Section 309 read with Schedule XIII and other applicable provisions of the erstwhile Companies Act, 1956 (now Section 197 read with Schedule V of the Companies Act, 2013) as set out in the Explanatory Statement attached hereto and forming part of this notice.
- RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

10. To consider and appoint Branch Auditor for branch offices of the Company outside India and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable, and subject to such regulatory approvals and consents as may be required, the Board of Directors of the Company be and is hereby authorized to appoint branch auditors, as and when required, in consultation with the statutory auditors, to audit the accounts of the Company's branches/offices, whether existing or which may be opened/acquired hereafter, outside India and to fix their terms and conditions of appointment and remuneration, based on the recommendation of the Audit Committee, for the year ending March 31, 2015.”

11. To consider and ratify remuneration payable to M/s. H A M & Associates, Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2015, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. H A M & Associates, Cost Accountants (Firm Registration No. 100738), appointed by the Board of Directors of the Company, to conduct the audit of Cost records of the Company for the financial year ending March 31, 2015 be paid a remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus Service Tax and out of Pocket Expenses that may be incurred be and is hereby approved/ratified.

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

12. To consider and approve A2Z Employees Stock Option Plan, 2014 for the eligible employee(s) of the Company, and if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement with the Stock Exchange(s), the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the “SEBI Guidelines”) (including any modification or re-enactment thereof for the time being in force), and other rules and regulations / guidelines prescribed by Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India, or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanction of any authorities as may be required, and subject to such terms, conditions or modifications as may be prescribed or imposed by any of such authorities while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) consent of the Company be and is hereby accorded to the Board to introduce and implement **A2Z Employees Stock Option Plan, 2014** (“A2Z ESOP-2014” or “Plan”) and to create, grant, offer, issue and allot, to or for the benefit of the employees of the Company, whether working in India or out of India, and the Directors (including the whole-time Directors) of the Company except Independent Director, hereinafter collectively referred to as the “Eligible Employee(s)”, options and /or other instruments giving right to the eligible Employee(s) to purchase or subscribe such number of equity shares /equity linked instruments / securities convertible into equity shares including any depository receipts convertible into equity shares herein after collectively referred to as (the “Securities”) at such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board may decide.

RESOLVED FURTHER THAT the maximum number of securities issued/granted in terms of this Resolution under A2Z Employees Stock Option Plan, 2014 shall not exceed such number as would entitle the holders collectively to subscribe or purchase 50,00,000 (Fifty Lacs only) equity shares of the company having face value of Rs. 10/- each in addition to the Employee Stock Options issued under any other previous Employee Stock Option Plan of Company.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid Resolution shall in all respects rank pari-passu inter se and also pari-passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve and bring into effect the Plan on such terms and conditions as contained in the Explanatory Statement to this item in the notice and to make any modifications(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Plan in accordance with any guidelines or regulations that may be issued, from time to time, by any appropriate authority unless such variation(s), modification(s) or alteration(s) is detrimental to the interests of the eligible employees including but not limited to, amendments with respect to the vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan, without any form of further reference, confirmation, approvals or sanctions from the members of the company, to the extent permissible by the SEBI guidelines and other relevant regulations in force.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issues, merger, de-merger, amalgamation, sale of division and any other form of corporate restructuring, the Board be and is hereby authorized to make reasonable adjustments to the number of options granted and the exercise price in accordance with the SEBI Guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares issued and allotted under the Plan on the Stock Exchange(s), where the Securities of the Company are listed, as per the provisions of the Listing Agreements executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the securities without the Board being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, or Chairman of the Company with a power to further delegate the same to any executives/officers of the company to do all such acts and deeds, matters and things as also execute documents, writings, and other papers as may be necessary in this regard.

RESOLVED FURTHER THAT the Committee shall have the powers to re-price the options which are not exercised, whether or not they have been vested, if ESOP were rendered unattractive due to fall in the price of the shares in the market, which shall be applicable to all options granted on a specified grant date and not detrimental to the interests of the Eligible Employees."

13. To consider and approve A2Z Employees Stock Option Plan, 2014 to the eligible employee(s)/directors of the subsidiary Companies, and if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

"**RESOLVED THAT** the benefits of the A2Z Employee Stock Option Plan, 2014 ("A2Z ESOP 2014" or "Plan") contained in Resolution no. 12 above is hereby extended to the eligible employees (including directors except Independent Director whether whole time directors or not) of the subsidiary company (ies) of the Company on such terms and conditions as may be decided by the ESOP Compensation Committee or any such committee of the Board of Directors of the Company by whatever name called."

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

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

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

Dated: August 14, 2014
Place: Gurgaon

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. HOWEVER, A SINGLE PERSON MAY ACT AS A PROXY FOR A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON.
2. Members/Proxies should bring duly filled attendance slips attached herewith for attending the meeting. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
3. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
4. The Share Transfer Books and the Register of Members of the Company will remain closed from Saturday, 20th September, 2014 to Saturday, 27th September, 2014 (both days inclusive).

A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

5. Members whose shareholding(s) are in electronic mode are requested to direct changes relating to address, bank mandate and Electronic Clearing Service (ECS) details to their respective Depository participants.
6. Members are requested to quote their Registered Folio Number or Client ID Number & Depository Participant (D.P.) ID number on all correspondence with the Company.
7. Members who are yet to register their E-mail addresses with the Company or with the depository are once again requested to register the same.
8. Members who are holding shares in more than one folio are requested to intimate to the Company the detail of all folio numbers for consolidation into a single folio.
9. As a measure of economy, copies of Annual Reports will not be distributed at the venue of Annual General Meeting of the Company. Members are requested to bring their copies to the meeting.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
13. Members are requested to send to the Company their queries, if any, on accounts and operations of the Company at least (10) ten days before the meeting so that the same could be suitably answered at the meeting.
14. Copies of the Annual Report 2014 are being sent by electronic mode to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.
15. Electronic copy of the Notice of the 13th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 13th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of the 13th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.a2zgroup.co.in for their download in the Investor relations section. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at situated at O-116, First Floor, DLF Shopping Mall, Arjun Marg, DLF Phase-I, Gurgaon-122002, Haryana for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email Id : investor.relations@a2zemail.com
17. Members who are holding shares in physical form are requested to notify /send all communication regarding registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address, or updation thereof to the Company's Registrar & Transfer Agent (RTA) Alankit Assignments Limited, 2E/21, Alankit House, Behind Jhandewalan Extension, New Delhi- 110055 and Members, whose shareholdings are in the electronic form, are requested to direct change of address notifications and updation of bank account details to their respective depository participants.
18. In case of Body Corporate members, please furnish certified copy of Board/Governing Body Resolution in terms of Section 113 of the Companies Act, 2013 specifically authorizing the person attending the meeting in person as its representative or appointing a proxy; and that such authority must be conferred in advance, and not by ratifying its act subsequently by a Board/Governing Body Resolution.
19. As per the General Circular 08/2014 No. 1/19/2013-CL-V dated 4th April, 2014 issued by the Ministry of Corporate Affairs, the financial statements (and documents required to be attached thereto), auditors report and board's report in respect of financial years that commenced earlier than 1st April, 2014 shall be governed by the relevant provisions/schedules/rules of the Companies Act, 1956. The Ministry of Corporate Affairs, Government of India has, vide General Circular No. 2/2011 dated 8th February, 2011 read together with General Circular No. 3/2011 dated 21st February, 2011, granted exemption under Section 212(8) of the Companies Act, 1956, for not attaching Annual Report of subsidiary companies, subject to fulfillment of certain conditions by the holding company. As stated in the said circulars, the Board of Directors, vide its resolution dated 14th August, 2014 accorded its consent for not attaching the balance sheet of the subsidiaries. Further the Company has presented in the Annual Report, the consolidated financial statements of the Company and all its subsidiaries duly audited by its statutory auditors. The consolidated financial statements have been prepared in strict compliance with the applicable Accounting Standards and, where applicable, the Listing Agreement as prescribed by the Securities and Exchange Board of India. The Company has disclosed in the

consolidated balance sheet the following information in aggregate for each subsidiary including subsidiaries of subsidiaries:-
(a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries)
(f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend. The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the Company seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the Head Offices of the Company and its subsidiaries during office hours on all working days between 11.00 A.M. and 1.00 P.M.

20. As per the provisions of the Companies Act, 2013, facility for making nominations is available for shareholders, in respect of shares held by them. Nomination Forms can be obtained from Registrar and Transfer Agents of the Company.
21. Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rule, 2014, and pursuant to Circulars No. CIR/CFD/DIL/6/2012 dated 13th July, 2012 of the Securities and Exchange Board of India, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on 22nd August, 2014, i.e. the date prior to the commencement of book closure date is entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach their Depository Participant(s) for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on 21st September, 2014 and will end at 6.00 p.m. on 23rd September, 2014. The Company has appointed Mr. Deepak Gupta Partner of DR Associates, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
22. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's [website www.a2zgroup.co.in](http://www.a2zgroup.co.in) within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

a. In case of Members receiving an e-mail from NSDL:

- i) For Members whose email address have been registered: open the attached PDF file "A2ZMES – e-voting.pdf" giving your "User ID" and "Password for e-voting".
- 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 (i) 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 Maintenance & Engineering Services Limited.
- x) Now you are ready for "e-voting" as "Cast Vote" page opens. Voting period commences on and from 21st September, 2014 (9.00 am) and ends on 23rd September, 2014 (6.00 pm).
- 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 authorized signatory(ies) who are authorized 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.

A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

b. In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

- i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM.

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.
- 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.
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- iii) The voting rights shall be as per the number of equity share held by the Member(s) as on August 22, 2014. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- iv) The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed three days prior to the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on 21st September, 2014 and will end at 6.00 p.m. on 23rd September, 2014. The e-voting module shall be disabled by NSDL at 6.00 p.m. on the same day.
- v) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

BRIEF RESUME OF DIRECTORS WHO IS TO BE APPOINTED/ RE-APPOINTED

Annexure I to Notice

1. **Ms. Dipali Mittal**

Name of the Director	Ms. Dipali Mittal			
Date of Birth	5 th March, 1973			
Relationship with Other Directors	Wife of Managing Director of the Company			
Date of Appointment	1 st February, 2004			
Education/Expertise/Brief Profile	Ms. Dipali Mittal is working as Whole-time Director of the Company and providing her guidance in strategic decisions of the Company. She completed her MBA from the Indian Institute of Finance, New Delhi. She has varied industry experience and is involved in the accounting, financial and general management of the Company.			
No. of Equity Shares held in the company	11,70,000			
Directorship in other Public Ltd. Companies (including subsidiary of public Company) as on 31st March, 2014	1. A2Z Infraservices Limited 2. Dataserv APAC Limited 3. Weensure E-Waste Limited			
Membership/Chairmanship in Committees of Other Public Ltd. Companies	S. No.	Name of the Company	Audit Committee	Stakeholders Relationship Committee
	None			

2. Mr. Surender Kumar Tuteja

Name of Director	Mr. Surender Kumar Tuteja			
Date of Birth	15 th June, 1945			
Relationship with Other Directors	None			
Date of Appointment	25 th July, 2008			
Education/Expertise/ Brief profile	A former Indian Administrative Service (IAS) official of the Punjab cadre, holds a Master's degree in Commerce from Delhi University and is a Fellow member of the Institute Company Secretaries of India (ICSI). He has served the Government of India and the Government of Punjab in various capacities including as secretary to the Government of India in the Department of Food and Public Distribution, as Secretary, Ministry of Small Scale Industries and Agro & Rural Industries, as Development commissioner, Small Scale Industries, as Secretary, Public Enterprises Selection Board, as Principal Secretary, Industries and Commerce, as Principal Secretary, (Finance) Government of Punjab State Electricity Board. Mr. Tuteja has also acted as a consultant to the World bank.			
No of Equity Shares held in the Company	Nil			
Directorship in other Public Limited Companies as on 31 st March, 2014	<ol style="list-style-type: none"> 1. SML Isuzu Limited 2. Shree Renuka Sugars Limited 3. Adani Logistics Limited 4. Axis Private Equity Limited 5. Havells India Limited 6. Intas Pharmaceuticals Limited 7. Daawat Foods Limited 8. Adani Enterprises Limited 9. Trident Corporation Limited 10. Gujarat Foils Limited 11. PTC India Financial Services Limited 12. LT Foods Limited 13. Trident Limited 14. SIDBI Venture Capital Limited 			
Membership/Chairmanship in Committees of Public Ltd. Companies	S. No.	Name of the Company	Audit Committee	Stakeholders Relationship Committee
	<ol style="list-style-type: none"> 1. 2. 3. 4. 5. 6. 7. 	<ol style="list-style-type: none"> 1. SML Isuzu Limited 2. Gujarat Foils Limited 3. Adani Enterprises Limited 4. Shree Renuka Sugars Limited 5. Intas Pharmaceuticals Limited 6. Axis Private Equity Limited 7. Trident Corporation Limited 	<ol style="list-style-type: none"> - Chairman Chairman - Member Member Member 	<ol style="list-style-type: none"> Chairman - Member Member - - -

3. Dr. Ashok Kumar

Name of Director	Dr. Ashok Kumar
Date of Birth	5 th September, 1956
Relationship with Other Directors	None
Date of Appointment	1 st May, 2013
Education/Expertise/ Brief profile	Dr. Ashok Kumar is a fellow member of Institute of Chartered Accountant of India (ICAI) and Institute of Company Secretaries of India (ICSI). Dr. Kumar has been awarded Medal for securing the highest marks in the Company Secretary's exam. Dr. Kumar is having rich experience in debt restructuring and revival and rehabilitation of sick industrial assets in India, and has been directly involved in revival of distressed assets.

A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

No of Equity Shares held in the Company	Nil			
Directorship in other Public Limited Companies as on 31 st March, 2014	1. Renascence Asset Reconstruction Company Limited 2. A2Z Infrastructure Limited 3. A2Z Infrservices Limited			
Membership/Chairmanship in Committees of Other Public Ltd. Companies	S. No.	Name of the Company	Audit Committee	Stakeholders Relationship Committee
	None			

4. Mr. Suresh Prasad Yadav

Name of Director	Mr. Suresh Prasad Yadav			
Date of Birth	18 th January, 1953			
Relationship with Other Directors	None			
Date of Appointment	3 rd February, 2014			
Education/Expertise/ Brief profile	Mr. Suresh Prasad Yadav is BE in Mechanical Engineering from MMM Engineering College, Gorakhpur, MBA (Finance) from Indira Gandhi National Open University and MS in Technology from Cranfield University (UK). Mr. Yadav is a Chartered Engineer and a fellow member of Institution of Engineers (India). He has rich experience in Government in specialized field of Strategic Management, Product Development, Project Management, Quality Management, Research & Development and Industrial Administration. He was the Director of National Academy of Defense Production, Ambajhari, Nagpur.			
No of Equity Shares held in the Company	Nil			
Directorship in other Public Limited Companies as on 31 st March, 2014	None			
Membership/Chairmanship in Committees of Other Public Ltd. Companies	S. No.	Name of the Company	Audit Committee	Stakeholders Relationship Committee
	None			

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO. 4 TO 13

Item No. 4 and 5

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Surender Kumar Tuteja and Dr. Ashok Kumar as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 and 152 (b) of the Companies Act, 2013 (Act), which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Pursuant to clause 49 of the Listing Agreement with Stock Exchanges (to come into force w.e.f. 1st October, 2014), an Independent Director cannot hold office for more than two consecutive terms of five years each. Hence, the said Independent Directors are proposed to be appointed for a period as mentioned in their respective resolutions from the conclusion of this AGM.

Mr. Surender Kumar Tuteja and Dr. Ashok Kumar, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

Mr. Surender Kumar Tuteja and Dr. Ashok Kumar are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Surender Kumar Tuteja and Dr. Ashok Kumar for the office of Directors of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Brief resume and other details of the Independent Directors whose appointment is proposed are provided in the annexure to the Notice attached herewith.

Mr. Surender Kumar Tuteja and Dr. Ashok Kumar are deemed to be interested in the resolutions set out respectively at Item Nos. 4 & 5 of the Notice with regard to their respective appointment.

The Board recommends the resolutions set forth in item no. 4 and item no. 5 for the approval of the members.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above said resolutions.

Item No. 6

Mr. Suresh Prasad Yadav was appointed as Additional Director of the Company on 3rd February, 2014 by Board of Directors of the Company. According to the Provision of Section 161 of Companies Act, 2013 he holds office as Director only up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Suresh Prasad Yadav for the office of Director of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Suresh Prasad Yadav being eligible and seeking re-appointment, is proposed to be appointed as Non-Executive and Independent Director for a term of five years.

Mr. Suresh Prasad Yadav, Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Suresh Prasad Yadav, director fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management. The Board considers that his continued association would be of immense benefit to the Company.

Mr. Suresh Prasad Yadav is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The resolution seeks the approval of members for the appointment of Mr. Suresh Prasad Yadav as an Independent Director of the Company up to five consecutive years from the date of the ensuing Annual General Meeting of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

Save and except the above, none of the other Director, any Key Managerial personnel or their relatives, except Mr. Suresh Prasad Yadav, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

Item No. 7

The Company is an 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. besides erection of optical fiber cable network for telecom companies.

Company has been providing its services mainly to the Infrastructure Sector and word "Maintenance" in the name of the Company somehow does not truly reflect the present activity being carried on by the Company as the Company does not carry on maintenance activity. In order to ensure that the name of the Company adequately reflects the businesses being carried on by the Company, it is proposed to appropriately change the name of the Company to "**A2Z INFRA ENGINEERING LIMITED**".

The Registrar of Companies, NCT of Delhi & Haryana, has confirmed the availability of the new name to the Company vide letter of approval dated 05/08/2014. The proposed change of name will not affect any of the rights of the Company or of the shareholders of the Company. All existing certificates of shares/debentures/bonds/other securities bearing the current name of the Company will, after the change of name, continue to be valid for all purposes. The Company, in consultation with the Stock Exchanges and in compliance with all applicable provisions of law, will take appropriate steps in due course to give effect to the above change in the name.

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

The Board recommends the resolution set forth in Item no. 7 for the approval of the members.

Item No. 8

The Articles of Association ("AoA") of the Company as currently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the erstwhile Companies Act, 1956 and terms and conditions of the Investment Agreements dated 31st August, 2007 and 2nd October, 2009 entered into by the Company with its