



A2Z INFRA ENGINEERING LTD.

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)
(CIN-L74999HR2002PLC034805)

Registered Office: O-116, First 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: investor.relations@a2zemail.com, Website: www.a2zgroup.co.in
Tel.: 0124-4517600, Fax: 0124-4380014

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given pursuant to Section 101 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

To,
The Member(s).

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of A2Z Infra Engineering Limited (formerly known as A2Z Maintenance & Engineering Services Limited) will be held on Monday, August 17, 2015 at 11.00 a.m. at DEENBANDHU SIR CHHOTU RAM BHAWAN, JHARSA ROAD, BEHIND KRISHNA MANDIR, OPPOSITE MEDANTA THE MEDICITY, SECTOR 32, GURGAON- 122001, HARYANA, to transact the following Business as a special business:-

1. 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 pass with or without modification(s) 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 and Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.126,00,00,000/- (Rupees One Hundred Twenty Six Crores only) divided into 12,60,00,000 (Twelve Crores Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs.160,00,00,000/- (Rupees One Hundred Sixty Crores only) divided into 16,00,00,000 (Sixteen Crores) equity shares of 10/- (Rupees Ten Only) each by creation of 3,40,00,000 (Three Crore Forty 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, Chief Financial Officer 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 to read as follows:

V. The Authorised Share Capital of the Company is Rs. 160,00,00,000/- (Rupees One Hundred Sixty Crores only) divided into 16,00,00,000 (Sixteen Crores) equity shares of

Rs. 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."

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

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 Section 42, Section 62 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act"), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations"), the provisions of Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and the provisions of all other applicable laws, rules and regulations, guidelines, circulars, notifications, if any, the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the Listing Agreement entered into with the stock exchanges where the shares of the Company are listed, and subject to the requisite approvals, permissions or consents, if any, of the Central Government, Reserve Bank of India, stock exchanges, SEBI and any other appropriate regulatory authorities under any other applicable laws, rules and regulations for the time being in force ("Regulatory Authorities") in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Regulatory Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted/ to be constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its

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COMPANY SECRETARY

discretion impose or agree to, the consent and approval of the shareholders be and is hereby accorded to the Board, to create, issue/offer and allot up to 2,75,25,000 (Two Crores Seventy Five Lacs Twenty Five Thousand Only) warrants on a preferential basis to the persons as mentioned herein below, entitling the holder of each Warrant, from time to time to apply for and obtain allotment of one equity share of face value of Rs. 10/- each fully paid up against such Warrant (hereinafter referred to as "Warrants" or "Equity Warrants") in one or more tranches through a private placement offer letter and/or memorandum and/or such other documents or writings in such a manner at such price and, on such other terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable provisions of the law as may be prevailing at the time; provided that the minimum price of Warrant so issued shall not be less than the price arrived at in accordance with the Chapter VII of SEBI ICDR Regulations:

Name of Proposed Allottees	No. of warrants
Mr. Shankar Shashi Sharma	82,00,000
Mr. Mohammad Mansoor	80,00,000
Ms. Jane Sequeira Pinto	29,00,000
K M Visaria Family Trust	29,00,000
Ms. Sangeeta Khandelwal	25,00,000
Mr. Naveen Kumar Kedia	17,50,000
Mr. Jatinder Aneja	6,50,000
Ms. Monika Abhiraj Jalota	5,00,000
Mr. Ajaykumar J Mansukhani	1,25,000
Total Number of shares after Conversion of warrants	2,75,25,000

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- In accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares pursuant to the exercise of the Warrants is 18th July, 2015, which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e. 17th August, 2015;
- That the said Warrants shall be issued and allotted by the Company to the above-mentioned persons within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."
- In case of Warrants convertible into equity shares to be allotted to persons other than belonging to the Promoters and the Promoter group, the warrant holders shall have the right of subscribing for one equity share of face value of Rs. 10/- each per Warrant in accordance with the SEBI ICDR Regulations including any amendments thereof, at any time, within 18 (eighteen) months from the date of allotment of warrants.
- An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Warrant holder upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares;
- If the entitlement against the Warrants to apply for the equity shares is not exercised within 18 (eighteen) months from

the date of allotment of the Warrants, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the Company.

- The equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to persons other than persons belonging to the Promoters and the Promoter group shall be locked-in for a period of 1(One) Year from the date of trading approval.
- The Equity shares, already held by the proposed allottees are required to be under lock-in from the relevant date, for a period of six months from the date of trading approval.
- The equity shares to be so allotted on exercise of Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT the price of the securities to be issued is calculated in accordance with the provisions stipulated under Chapter VII of the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions and stipulations as may be made by the Regulatory Authorities while granting approval, if any, to the Company for the issue of securities as aforesaid."

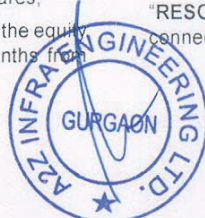
"RESOLVED FURTHER THAT the securities to be issued and allotted to the proposed allottees shall be subject to lock-in, in accordance with the regulation 78 of Chapter VII of SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the Company shall apply for listing and trading approval of the Stock Exchanges, for the Equity Shares to be allotted by the Company on conversion of Warrants, which are to be listed on the Stock Exchanges."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the preferential issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolution to any Director(s) or to any Committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any



of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

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

Sd/-
(Atul Kumar Agarwal)

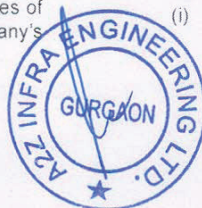
Place: Gurgaon Vice President & Company Secretary
Date: 16th July, 2015 FCS-6453

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Electronic copy of the Notice of the Extra-Ordinary 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 copy of the same is being sent in the permitted mode.
8. Members may note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website www.a2zgroup.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's

Registered Office 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

9. 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 17th July, 2015.
 10. The Company has appointed Mr. Deepak Gupta, Partner of DR Associates, (C.P No. 4629) Company Secretaries, as a Scrutinizer to scrutinize the E-voting and Poll process in a fair and transparent manner and for conducting the scrutiny of the votes cast. 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/Managing Director of the Company. The results of the Extra-Ordinary General Meeting will also be posted on the Company's website www.a2zgroup.co.in and the website of the NSDL, besides communicating to the stock exchanges on which the shares of the Company are listed.
 11. Members who have not registered their e-mail address so far are requested to register their email so that they can receive any communication from the Company electronically
- 12. Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 14th August, 2015 (9:00 am) and ends on 16th August, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th August, 2015, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz: "A2ZINFRA-e-



voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password in the PDF file is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdcl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. We strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting; Active Voting Cycles.
 - (vii) Select "EVEN" of A2Z Infra Engineering Ltd. (Formerly known as A2Z Maintenance & Engineering Limited).
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens. Voting period commences on and from 14th August, 2015 at 09:00 (a.m.) and ends on 16th August, 2015 at 05.00 (p.m.)
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Corporate Bodies and Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are 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 e-mail to deepak@drassociates.org or atulagarwal@a2zemail.com with a copy marked to evoting@nsdl.co.in
- b. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:
- | EVEN (Remote e-voting Event No.) | USER ID | PASSWORD/PIN |
|----------------------------------|---------|--------------|
| | | |
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. Once the remote e-voting period has ended the facility will be blocked and no voting will be allowed beyond the said date and time.
 - VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdcl.com or call on toll free no.:1800-222-990.
 - VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- IX. 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).
- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 10th August, 2015.
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. 10th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor.relations@a2zemail.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdcl.com.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XIII. Mr. Deepak Gupta, Practising Company Secretary (C.P. No. 4629), has been appointed as the Scrutinizer to scrutinize the E-voting and poll process in a fair and transparent manner.
- XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman/Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.a2zgroup.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- XVII. 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. 10th August, 2015.
- XVIII. The voting period ends on the close of 16th August, 2015 at 5.00 p.m. The e-voting module shall also be disabled by NSDL for voting thereafter.
- XIX. A Member can opt for only one mode of voting, i.e. either by physical or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and physical voting of that Member shall be treated as invalid.
- XX. All documents proposed for approval, if any, in the above Notice and documents specifically 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 EGM.



ANNEXURE TO THE NOTICE

Statement to be annexed to notice pursuant to Section 102 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 No. 1

The existing 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 Crores Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each. In view of the proposed preferential allotments of convertible warrants to the persons other than the Promoters and Promoters group of the Company and to meet any other future eventualities, it is considered necessary to increase the authorised share capital of the Company from Rs. 126,00,00,000/- (Rupees One Hundred Twenty Six Crores only) divided into 12,60,00,000 (Twelve Crores Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 160,00,00,000/- (Rupees One Hundred Sixty Crores only) divided into 16,00,00,000 (Sixteen Crores) equity shares of 10/- (Rupees Ten Only) each by creation of 3,40,00,000 (Three Crore Forty 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. 1 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 accordingly Mr. Amit Mittal, Ms. Dipali Mittal, Mr. Rajesh Jain and Dr. Ashok Kumar Saini, Directors, and Mr. Gaurav Jain, CFO and Mr. Atul Kumar Agarwal, Company Secretary, Key managerial personnel of the Company are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company, except that none of the Directors/Key managerial personnel or any of their relatives 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 and Corporate 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 Extra Ordinary General Meeting.

Item No. 2

Your Company needs funds to augment its working capital needs. It is therefore, proposed to raise further capital by way of a preferential issue of warrants as per Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and Section 42, Section 62 and other applicable provisions of the Companies Act, 2013, each as amended.

Section 62 of the Companies Act, 2013 provides, inter alia that such further securities may be offered to any persons, whether or not such persons are existing shareholders of equity shares of the Company as on the date of the offer, by way of a Special Resolution passed to that effect by the Company in a general meeting.

The Listing Agreement executed by the Company with the various

stock exchanges provide that the Company shall issue or offer in the first instance all securities to the existing equity shareholders of the Company unless the shareholders decide otherwise.

Accordingly, the consent of the shareholders is being sought, pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, Regulation 74(1) of Chapter VII Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, each as amended, and in terms of the provisions of the Listing Agreement, and such other approvals as may be necessary, to issue and allot securities as stated in the Special Resolution.

Basis or justification of price

The price of the securities to be issued is being calculated in accordance with the provisions applicable to preferential issue as set out in Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations which inter alia provides that the equity shares shall be allotted at a price not less than higher of the following:-

- I. The average of the weekly high and low of the volume weighted average price of the Company's equity shares quoted on the recognized Stock Exchange(s) during the twenty six (26) weeks preceding the relevant date; or
- II. The average of the weekly high and low of the volume weighted average price of the Company's equity shares quoted on the recognized Stock Exchange(s) during the two (2) weeks preceding the relevant date.

The relevant date for determination of price for issue of equity shares arising upon exercise of option(s) by the Warrant holder shall be July 18, 2015, being the date which is 30 days prior to the date of this meeting of the members of the Company, to consider the proposed preferential issue, which is in accordance with the provisions of Regulation 71 of Chapter VII of the SEBI ICDR Regulations.

The following disclosure is made in accordance with the provisions of Chapter VII of SEBI ICDR Regulations for preferential issue:

I. Object of the preferential issue and details of utilization of proceeds:

To arrange funds required for meeting the enhanced working capital requirement of the Company for execution of the projects for end-to-end deployment including Design, Engineering, Implementation and Maintenance of parts of Network for Spectrum (NFS) project – Optical Fiber Network in the Eastern & North-east part of India for Optical Fiber Network for Defence Services ("OFC Projects")

II. Intention of the promoters/directors/key management personnel to subscribe to the offer:-

None of the Promoter/ directors/key managerial personnel of the Company would be subscribing to the preferential issue of Warrants proposed to be issued by the Company.

III. Type and the number of security offered:

The resolution set out in the accompanying Notice authorizes the Board to issue to persons other than Promoter and Promoter Group up to 2,75,25,000 (Two Crores Seventy Five Lacs Twenty Five Thousand Only) Warrants on a preferential basis entitling the holder of each Warrant, from time to time to apply for and obtain allotment of one equity share of face value of Rs. 10/- each fully paid up against each Warrant within 18 (eighteen) months of its allotment in one or more tranches in such a manner at such price and, on such other terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable provisions of the Law as may be prevailing at the time.



IV. Relevant Date:

The relevant date for determination of price for issue of equity shares arising upon exercise of option(s) by Warrant holder shall be July 18, 2015, being the date which is 30 days prior to the date of this meeting of the members of the Company, to consider the proposed preferential issue, which is in accordance with the provisions of Regulation 71 of Chapter VII of the SEBI ICDR Regulations.

V. Terms of issue of warrants to persons other than Promoters and Promoter Group:

The proposed allottee of Warrants shall pay an amount equivalent to 25% of the Issue Price at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Warrant holder upon exercise of the entitlement attached to the Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Warrant holder, within the specified period stipulated under regulations 75 of the SEBI ICDR Regulations, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the Company.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a Committee thereof) shall allot one equity share per Warrant by appropriating Rs. 10/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium. The allotment shall only be made in the

dematerialized form.

The Warrant holder shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other Members of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holder.

The equity shares arising from the exercise of options by the Warrant holders above shall rank pari-passu with the existing equity shares of the Company in all respect and be listed on stock exchanges where the Equity Shares of the Company are listed.

VI. Lock-in period:

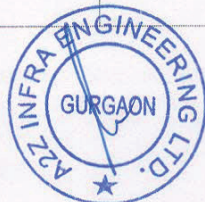
The equity shares allotted pursuant to exercise of option attached to warrants issued on preferential basis to the allottees, shall be subject to lock in for a period of 1 (one) year from the date of trading approval as per Regulation 78 (1) & (2) of Chapter VII of the SEBI ICDR Regulations.

The entire pre-issue shareholding of proposed allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading Approval granted by the Stock Exchange.

VII. Pre and Post preferential issue Shareholding Pattern:

The shareholding pattern of the Company as on June 30, 2015, being the latest practicable date on which shareholder data was available and post-allotment shareholding pattern of the Company has been prepared after taking into consideration all the allotments proposed under this EGM Notice and under the Postal Ballot Notice dated 6th May, 2014 for allotments made/ proposed under the approved CDR scheme of the Company:

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	43,403,640	39.92	43,403,640	11.77
Bodies Corporate	24,111,000	22.18	24,111,000	6.54
Sub Total (A)(1)	67,514,640	62.10	67,514,640	18.32
2 Foreign -	-	-		
Sub Total (A)(2)	-	-		
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	67,514,640	62.10	67,514,640	18.32
(B) Public shareholding				
1 Institutions				
(a) Financial Institutions/ Banks	0	0	232,380,000	63.04
(b) Foreign Institutional Investors	170,000	0.16	170,000	0.05
(c) Foreign Venture Capital Investors	5,449,627	5.01	5,449,627	1.48
Sub-Total (B) (1)	5,619,627	5.17	237,999,627	64.56
2 Non-institutions				
(a) Bodies Corporate	7,444,616	6.85	7,444,616	2.02
(b) Individuals				
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	15,281,322	14.06	15,281,322	4.15
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	10,938,594	10.06	27,363,594	7.42



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
(c) Qualified Foreign Investor	0	-	-	-
(d) Any Other (specify)	0	-	-	-
(d-i) N.R.I.	1,918,895	1.77	10,118,895	2.75
(d-iii) Trust	0	-	2,900,000	0.79
Sub-Total (B)(2)	35,583,427	32.73	63,108,427	17.12
(B) Total Public Shareholding (B)= (B)(1)+(B)(2)	41,203,054	37.90	301,108,054	81.68
TOTAL (A)+(B)	108,717,694	100.00	368,622,694	100.00
(C) Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
Sub-Total (C)	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	108,717,694	100.00	368,622,694	100.00

***Note:**

(1) 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 all the Equity Shares resulting from the exercise of the warrants. In the event for any reason, the proposed allottees do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

(2) It is further assumed that shareholding of the Company in all other categories will remain unchanged.

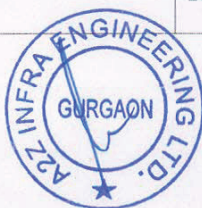
The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

VIII. Identity and percentage of pre and post preferential issue capital held by proposed allottees:

Name of Proposed Allottees	Category	Pre Issue Shareholding		Post Issue Shareholding after conversion of warrants	
		No. of Shares	%	No. of Shares	%
Mr. Shankar Shashi Sharma (PAN No. AMGPS6103C)	Individual	NIL	N.A.	82,00,000	2.22
Mr. Mohmed Mansoor (PAN No. ARBPM4594K)	Individual	NIL	N.A.	80,00,000	2.17
Ms. Jane Sequeira Pinto (PAN No. BCDPS2440E)	Individual	3,85,454	0.35	32,85,454	0.89
K M Visaria Family Trust (PAN NO. - AAATK3070G)	Trust	NIL	N.A.	29,00,000	0.79
Ms. Sangeeta Khandelwal (PAN NO. - ALKPK4021E)	Individual	NIL	N.A.	25,00,000	0.68
Mr. Naveen Kumar Kedia (PAN No. AFLPK4139G)	Individual	NIL	N.A.	17,50,000	0.47
Mr. Jatinder Aneja (PAN No. ABZPA2769E)	Individual	NIL	N.A.	6,50,000	0.18
Ms. Monika Abhiraj Jalota (PAN No. ABVPJ0450D)	Individual	5,000	Negligible	5,05,000	0.14
Mr. Ajaykumar J Mansukhani (PAN No. AEYPM2973C)	Individual	NIL	N.A.	1,25,000	0.03
TOTAL NUMBER OF SHARES AFTER CONVERSION		3,90,454	0.36	2,79,15,454	7.57

The identity of the natural person who are the beneficial owners of the Warrants proposed to be allotted:

Name of Allottee	Natural persons who are the ultimate beneficial owners	No. and percentage of Equity Shares proposed to be allotted after conversion of Warrants
K M Visaria Family Trust	Mr. Kamal Visaria; and Mr. Mavji Visaria	29,00,000 (0.79%)



IX. Proposed time within which the allotment shall be completed:

The Warrants shall be issued and allotted within a period of fifteen (15) days from the date of passing of the Special Resolution, provided that where the allotment of such securities is pending on account of pendency of any regulatory approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time.

X. Change in control:

There will be no change in the Board of Directors nor will there any change in the control over the Company, consequent to the issue of the securities, as aforesaid.

IX. Undertakings:

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

1. It shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
2. If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by allottees.

X. Auditor's Certificate:

A copy of certificate from M/s. Walker Chandio & Co LLP, Statutory Auditors of the Company certifying that the above issue of the Warrants is being made in accordance with the SEBI ICDR Regulations, shall be placed before the shareholders of the Company at the Extra-Ordinary General Meeting and will also be open for inspection by the Members.

XI. General:

Pursuant to the provisions of Section 62 read with Section 42 and Rules and Regulations made thereunder of the Companies Act, 2013 and as per SEBI ICDR Regulations and relevant clause of Listing Agreement, the above Preferential Issue requires approval of members by way of passing Special Resolution.

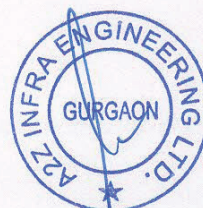
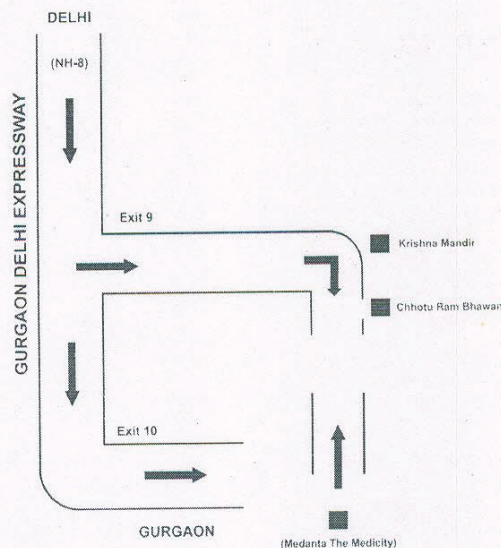
The Board of Directors recommend the Special Resolution as set out of the accompanying notice in the interest of the Company for your approval.

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 accordingly Mr. Amit Mittal, Ms. Dipali Mittal, Mr. Rajesh Jain and Dr. Ashok Kumar Saini, Directors, and Mr. Gaurav Jain, CFO and Mr. Atul Kumar Agarwal, Company Secretary, Key managerial personnel of the Company are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company, except that none of the Directors/ Key managerial personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in passing of the said resolution.

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

Sd/-
(Atul Kumar Agarwal)
Vice President & Company Secretary
FCS-6453

Place : Gurgaon
Dated : 16th July, 2015





A2Z INFRA ENGINEERING LTD.

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)

(CIN-L74999HR2002PLC034805)

Registered Office: O-116, First 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: investor.relations@a2zemail.com, Website: www.a2zgroup.co.in

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

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)			
Registered Address			
E-mail Id			
Folio No/Client Id		DP ID	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

- Name :
Address :
E-mail Id : Signature :or failing him
- Name :
Address :
E-mail Id : Signature :or failing him
- Name :
Address :
E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra-Ordinary General Meeting** of the Company to be held at **DEENBANDHU SIR CHHOTU RAM BHAWAN, JHARSA ROAD, BEHIND KRISHNA MANDIR, OPPOSITE MEDANTA THE MEDICITY, SECTOR 32, GURGAON - 122001, HARYANA, India on Monday, 17th day of August, 2015 at 11.00 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution under Special Business:

- Increase in authorised share capital and alteration of the capital clause of the Memorandum of Association of the Company:
- Issue of Equity Warrants on Preferential Basis to Persons other than the Promoters and Promoter Group as per SEBI (ICDR) Guidelines, 2009 as amended from time to time

Signed this.....day of.....2015



.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed, signed, stamped and be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.



A2Z INFRA ENGINEERING LTD.

**(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)
(CIN-L74999HR2002PLC034805)**

Registered Office: O-116, First Floor, Shopping Mall, DLF City, Phase-1,
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Tel.: 0124-4517600, Fax: 0124-4380014

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING-MONDAY, THE 17TH DAY OF AUGUST, 2015

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the **Extra-Ordinary General Meeting** of the Company to be held at **DEENBANDHU SIR CHHOTU RAM BHAWAN, JHARSA ROAD, BEHIND KRISHNA MANDIR, OPPOSITE MEDANTA THE MEDICITY, SECTOR 32, GURGAON - 122001, HARYANA** on Monday, 17th day of August, 2015 at 11.00 A.M.

.....
Member's/Proxy's Name in Block Letters

.....
Member's/Proxy's Signature

Notes: A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

*Applicable for investor holding shares in electronic form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

