

A2Z INFRA ENGINEERING LTD.

(Previously Known as A2Z Maintenance & Engineering Services Limited)
CIN NO. L74999HR2002PLC034805



REF. No. : - A2ZINFRA/SE/2016-17/070

BY E-FILING

1st September, 2016

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Rotunda Building, Dalal Street,
Mumbai-400 001

Fax-022-22722039

BSE Code-533292

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor
Plot No. C/1 G Block, Bandra Kurla Complex, Bandra
(E), Mumbai-400051

Fax- 022-26598237/38

NSE Code-A2ZINFRA

Dear Sir,

Subject- Notice of 15th Annual General Meeting Schedule to held on 24th September, 2016 (Saturday)

Dear Concern,

We, M/s. A2Z INFRA ENGINEERING LTD. (Formerly Known as A2Z Maintenance & Engineering Services Limited) enclosed herewith Copy Notice of 15th (Fifteenth) Annual General Meeting of the Members of A2Z Infra Engineering Limited (formerly known as A2Z Maintenance & Engineering Services Limited) will be held on Saturday, 24th September 2016, at HSIIDC Hall, Udyog Vihar, Phase- V, Gurgaon-122016, Haryana, India.

Further the said Notice has been dispatch to the all the shareholders of the company by 31st August, 2016 by permitted mode. You are requested to kindly take the same in your record please.

Thanking you,

Yours Truly

For A2Z INFRA ENGINEERING LTD.
(Formerly known as A2Z Maintenance & Engineering Services Ltd.)


Atul Kumar Agarwal
Company Secretary
FCS - 6453



Add: - Plot No. B-38, Institutional Area,
Sector-32, Gurgaon- Haryana

Enclose: - Copy of Notice of 15th AGM

Regd Office : 0-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase - 1, Gurgaon-122002, Haryana (INDIA)

Corporate Office : Plot No. B-38, Sector 32, Institutional Area, Gurgaon - 122001, Haryana (INDIA), Tel : 0124-4517600, Fax: 0124-4380014

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



A2Z INFRA ENGINEERING LIMITED

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

Registered Office: O-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase-1, Gurgaon-122002, Haryana

Corporate Office: Plot No. B-38, Institutional Area, Sector-32, Gurgaon-122001, Haryana

Tel.: 0124-4517600 Fax: 0124-4380014

E-mail: investor.relations@a2zemail.com Website: www.a2zgroup.co.in

NOTICE

To,
The Member(s),
A2Z INFRA ENGINEERING LIMITED
(formerly known as A2Z Maintenance & Engineering Services Limited)

NOTICE is hereby given that the 15th (fifteenth) Annual General Meeting of the Members of **A2Z Infra Engineering Limited (formerly known as A2Z Maintenance & Engineering Services Limited)** will be held as under:

Day : Saturday,
Date : September 24, 2016
Time : 10.30 A.M.
Venue : HSIIDC Hall, Udyog Vihar, Phase- V,
Gurgaon-122016, Haryana, India

to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Reports of Board of Directors and the Auditors thereon.
 - the Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date together with Auditors' Report thereon.
- To appoint a Director in place of Mr. Rajesh Jain (DIN 07015027), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- To ratify the appointment of Auditors of Company, and to fix their remuneration and to pass the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the audit committee of the Board of Directors and pursuant to the resolution passed by the members at the 13th Annual General Meeting duly held on September 27, 2014, the appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants, Delhi (Firm Registration No. 001076N), as Statutory auditor of the company to hold office till the conclusion of the Annual General Meeting to be held for the Financial Year 2018-19, be and is hereby ratified from the conclusion of this

Annual General Meeting up to the conclusion of the next Annual General Meeting to be held for the Financial Year 2016-17 and a remuneration of Rs. 52,00,000/- (Rupees Fifty Two Lacs only) to M/s. Walker Chandio & Co LLP to conduct the audit for the financial year 2016-17 shall be payable in one or more tranches plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved."

SPECIAL BUSINESS

- To consider and approve the appointment of Mr. Gaurav Jain as a director liable to retire by rotation, and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT Mr. Gaurav Jain (DIN 05334000) who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 23, 2015 pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter called "the Act") and Article 99 of the Articles of Association of the Company and who holds office upto the date of forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing from a member with requisite deposit under Section 160 of the Act proposing his candidature for the office of Director of Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."
"RESOLVED FURTHER THAT the Board of Director and/or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."
- To consider and appoint Branch Auditors 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 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 branch office(s), 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/Board, for the year ending March 31, 2017."
- To ratify and confirm remuneration payable to M/s. H A M & Associates, Cost Accountants, appointed as Cost Auditors of the

Company for financial year ending March 31, 2017, 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus Service Tax and out of pocket expenses as approved by Board of Directors based on the recommendation of Audit Committee of Company to be paid to M/s. H A M & Associates, Cost Accountants (Firm Registration No. 100738) to conduct the audit of cost accounting records of the Company, for the financial year ending March 31, 2017, be and is ratified and confirmed."

"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."

7. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act 2013 and relevant rules prescribed there under, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 100/- (Rupees One Hundred only) per each such document, over and above reimbursement of actual expenses of delivery of the documents incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode."

"RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member ten days in advance to the Company, before dispatch of such document."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid including determination of the estimated fees for delivery of the document to be paid in advance and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

**By order of the Board
For A2Z Infra Engineering Limited
(Formerly known as A2Z Maintenance &
Engineering Services Limited)**

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

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

Dated : August 23, 2016
Place : Gurgaon

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM OR 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.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
4. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
5. In case of joint holders attending the meeting together, only to the shareholder whose name appearing first will be entitled to vote.
6. Corporate members intending to send their authorized representative 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.
7. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ re-appointment.
8. The Register of Members and Share Transfer Books of the Company would remain closed from Saturday, September 17, 2016 to Saturday, September 24, 2016 (both days inclusive).
9. 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.
10. 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.

11. Electronic copy of the Notice of the 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 copy of the same is being sent in the permitted mode.
12. Further the electronic copies of the Annual Report are being sent to the members whose email IDs are registered with the Depository Participants for communication purposes unless any member requests for a physical 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.
13. Members may note that the Notice of the Annual General Meeting will also be available on the Company's website i.e. www.a2zgroup.co.in and the website of the NSDL 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.
14. 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 Friday, August 19, 2016.
15. The Company has appointed Mr. Deepak Gupta, Partner of DR Associates, (C.P No. 4629) Company Secretaries, as a Scrutinizer to scrutinize the Remote E-voting and Poll process in a fair and transparent manner and for conducting the scrutiny of the votes cast. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, 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 forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other Director so authorized, who shall countersign the same and declare the result of the voting forthwith. The results of the Annual 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.
16. 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.
17. Members/Proxies are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.
18. **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 by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI Listing (Obligation and Disclosure) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 15th Annual General Meeting (AGM) 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 AGM ("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 AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Wednesday, September 21, 2016 (9:00 am) and ends on Friday, September 23, 2016 (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 September 16, 2016, 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.nsdl.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. It is 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 Services Limited).

- (viii) Now you are ready for remote e-voting as Cast Vote page opens. Voting period commences on and from Wednesday, September 21, 2016 09:00 (a.m.) and ends on Friday, September 23, 2016 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 investor.relations@a2zemail.com. with a copy marked to evoting@nsdl.co.in
- b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(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 NUMBER)	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.nsdl.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 Friday, September 16, 2016.

- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Friday, September 16, 2016, 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.nsdl.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 AGM through ballot paper.
- XIII. Mr. Deepak Gupta, Partner of DR Associates, Company Secretaries (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 AGM, 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 AGM but have not cast their votes by availing the remote e-Voting facility.
- XV. 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 any other Director so authorized. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- XVI. 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. Friday, September 16, 2016.
- XVII. The voting period ends on the close of Friday, September 23, 2016 at 5:00 p.m. The e-voting module shall also be disabled by NSDL for voting thereafter.
- XVIII. 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.
- XIX. All documents proposed for approval, if any, in the above Notice and documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company during the business hours on all working days (except Saturdays, Sundays and Holidays) up to the date of forthcoming Annual General Meeting.

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relation to the financial statement, shareholding etc., to the Company Secretary/Chief Financial officer at the registered office of the Company on or before Saturday, September 17, 2016, so that the answers/details can be kept ready at the AGM.

Brief Resume of Directors who is to be appointed/ re-appointed
Annexure I to Notice

Name of the Director	Mr. Rajesh Jain	Mr. Gaurav Jain
Date of Birth	June 12, 1973	March 13, 1982
Nationality	Indian	Indian
Relationship with Other Directors	None	None
Date of first Appointment	November 13, 2014	September 23, 2015
Qualification	Master's in Business Administration from Agra University and an Associate Member of the Institute of Company Secretaries of India, New Delhi	Fellow member of the Institute of Chartered Accountants of India and Post Graduate Diploma in finance from SCDL, Pune.
Expertise in specific functional areas	Telecommunication and Power industry	Financial Operations, Strategic Financial Planning, Budgeting, Fund Management, Accounting, Taxation and Audit
Brief Profile	Mr. Rajesh Jain, 43, completed his Master's Degree in Business Administration from Agra University in the year 1995 and is an Associate Member of the Institute of Company Secretaries of India, New Delhi since 2010. Mr. Rajesh Jain joined the Company in March 2010 as President Corporate Affairs and currently designated as Whole time Director cum CEO of the Company. Being a core member of the management team, he is involved in all the strategic decision making of the Company and group as a whole. Mr. Rajesh Jain also serves as Director on the Board of A2Z Infraserivces Limited. He has approximately over 16 years of experience in the telecommunications and power industry. Prior to joining the Company, Mr. Jain was the Vice-President Corporate Affairs at Teracom Limited.	Mr. Gaurav Jain, 35, is a Fellow member of the Institute of Chartered Accountants of India and holds a Post Graduate Diploma in finance from SCDL, Pune. Mr. Gaurav Jain joined the Company in February, 2010 as Deputy General Manager and was promoted to Chief Financial Officer (CFO) of the Company in November, 2013 and was responsible for all financial and accounting decisions for the Company. Further he resigned as CFO on September 22, 2015 and was inducted in the Board of Directors as Non-Executive Non Independent Director. He has over 9 years of experience in Financial Operations, Strategic Financial Planning, Budgeting, Fund Management, Accounting, Taxation and Audit. Prior to joining the Company, Mr. Jain had worked with M/s. S. R. Batliboi and Associates (Ernst & Young) and M/s. Mohinder Puri & Co.
No. of Equity Shares held in the Company as on March 31, 2016	2,45,480	85,100
Directorship in other Public Ltd. Companies (including subsidiary of public Company) as on March 31, 2016	A2Z Infraserivces Limited	None
Committee position in A2Z Infra Engineering Limited	None	None
Membership/ Chairmanship of Committees of Other Public companies	None	None
No. of Board Meetings attended during the financial year	Ten (Ten Meetings were held during the financial year)	Five (Five Meetings were held since his appointment on September 23, 2015)

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item No. 4 to 7.

Item No. 4

The Board of Directors vide its resolution passed in their Meeting duly

held on September 17, 2015 has appointed Mr. Gaurav Jain (DIN 05334000) as an Additional Director of the Company effective from September 23, 2015. According to the provisions of Section 161 of the Companies Act 2013, he holds office as Director only up to the date of the forthcoming Annual General Meeting. Further as required

under Section 160 of the Companies Act, 2013, a notice has been received from a member with requisite deposit signifying his intention to propose the appointment of Mr. Gaurav Jain as a Director of the Company liable to retire by rotation. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Mr. Gaurav Jain is appointed as Non-Executive Non-Independent Director on the Board of the Company. Mr. Gaurav Jain is a Fellow member of the Institute of Chartered Accountants of India and Post Graduate Diploma in finance from SCDL, Pune. He has over 9 years of industrial experience in Financial Operations, Strategic Financial Planning, Budgeting, Fund Management, Accounting, Taxation and Audit. He was previously associated with the company as a Chief Financial Officer upto September 22, 2015. Given his expertise, knowledge and experience, the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in item no. 4 of the accompanying notice for approval of the members as an Ordinary Resolution. Except Mr. Gaurav Jain, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the accompanying notice.

Item No. 5

In terms of Section 143(8) of the Companies Act, 2013 where a company has branch office, the accounts of that branch office shall be audited either by Company's Statutory Auditor or by another person qualified for appointment as an auditor of the company under Section 139 of the Companies Act, 2013. The Company is presently having branch offices in Uganda, Zambia and Nepal for the global expansion of business. In near future to expand the business operations, the Company may open branches in various other Countries as well.

Since member's approval is required for appointment of branch auditors, therefore Members of the company are hereby requested to authorize the Board of directors to appoint branch auditors on the recommendation of the Audit Committee and in consultation with the Statutory auditors of the Company for various branches of the Company opened or to be opened outside India and to fix their remuneration.

The Board recommends the Ordinary Resolution, at item No. 5 of the accompanying notice, for the approval of the members.

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 item No. 5 of the accompanying notice.

Item No. 6

The Board of Directors at its meeting held on May 28, 2016, on the recommendation of the Audit Committee has considered and approved the appointment of M/s. H A M & Associates, Cost Accountants, as the Cost Auditor to conduct the audit of the cost accounting records of the Company for the financial year ending on March 31, 2017 at a remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus Service Tax and out of Pocket Expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at item no. 6 of the accompanying notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

The Board recommends the Ordinary Resolution set out at item no.6 of the accompanying notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the accompanying notice.

Item No. 7

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Further the cost of providing documents may vary according to the mode of service, weight and its destination etc. Therefore, it is proposed that actual expense to be borne by the Company for such dispatch will be paid in advance by the member to the company.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Board recommends the Ordinary Resolution at item no. 7 of the accompanying notice, for the approval of the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the accompanying notice.

**By order of the Board
For A2Z Infra Engineering Limited
(Formerly known as A2Z Maintenance &
Engineering Services Limited)**

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

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

Dated : August 23, 2016

Place : Gurgaon



A2Z INFRA ENGINEERING LIMITED

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)

(CIN-L74999HR2002PLC034805)

Registered Office: O-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase-1, Gurgaon-122002, Haryana

Corporate Office: Plot No. B-38, Institutional Area, Sector-32, Gurgaon-122001, Haryana

Tel.: 0124-4517600 Fax: 0124-4380014

E-mail: investor.relations@a2zemail.com Website: www.a2zgroup.co.in

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: E-mail Id :

Address :

..... Signature :, or failing him
- Name: E-mail Id :

Address :

..... Signature :, or failing him
- Name: E-mail Id :

Address :

..... Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company to be held at HSIIDC Hall, Udyog Vihar, Phase-V, Gurgaon-122016, Haryana, India on Saturday, 24th day of September, 2016 at 10.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional	
		For	Against
1.	Adoption of the Standalone and Consolidated Audited Financial Statements including the Balance Sheet as at March 31, 2016, together with the reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Rajesh Jain (DIN 07015027), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		

Resolution No.	Description	Optional	
		For	Against
3.	To ratify the appointment of M/s Walker Chandio & Co LLP, Chartered Accountants as Statutory Auditors of the Company, for the Financial Year 2016-17 and to fix their remuneration		
4.	To consider the appointment of Mr. Gaurav Jain (DIN 05334000) as a Director liable to retire by rotation of the Company.		
5.	To consider and appoint Branch Auditors for branch offices of the Company outside India.		
6.	To ratify and confirm remuneration payable to M/s. H A M & Associates, Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2017.		
7.	To consider and determine the fees for delivery of any document through a particular mode of delivery to a member		

Signed this.....day of.....2016

Affix
Revenue
Stamp
(Rs. 1)

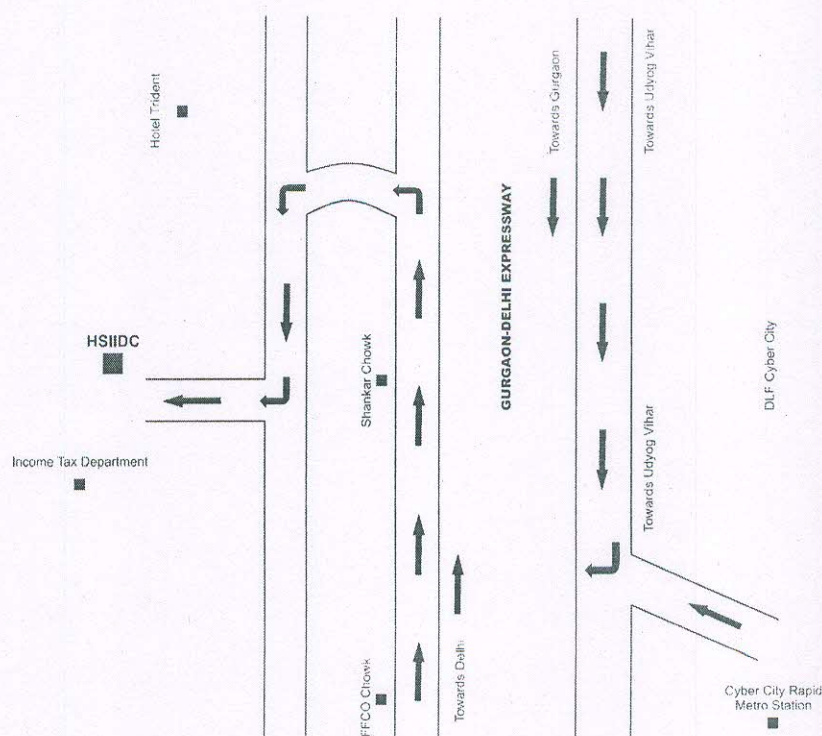
Signature of shareholder

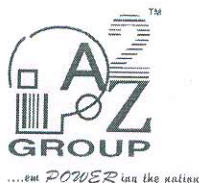
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed, signed, Stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting by 10:30 a.m. on September 24, 2016.

Venue of Annual General Meeting:
HSI IDC Hall, Udyog Vihar, Phase-V,
Gurgaon-122016, Haryana, India

ROUTE MAP





A2Z INFRA ENGINEERING LIMITED

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)

(CIN-L74999HR2002PLC034805)

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ATTENDANCE SLIP

15TH ANNUAL GENERAL MEETING - SATURDAY, THE 24TH SEPTEMBER, 2016

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 15th Annual General Meeting of the Company to be held at HSIIDC Hall, Udyog Vihar, Phase-V, Gurgaon-122016, Haryana, India on Saturday, 24th day of September, 2016 at 10.30 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.

The Electronic Voting Particulars are as follows:

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