

A2Z INFRA ENGINEERING LTD.

(Previously Known as A2Z Maintenance & Engineering Services Limited)

CIN NO. L74999HR2002PLC034805



BY E-FILING/FAX/COURIER

A2ZINFRA/SE/2015-16/111

17th September, 2015

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

Sub: Proceedings of the Extra- Ordinary General Meeting of A2Z Infra Engineering Ltd.
(Formerly Known as A2Z Maintenance & Engineering Services Limited).

Dear Sir(s),

Pursuant to clause 31(d) of the Listing Agreement, We are Submitting herewith the Proceedings of Extra- Ordinary General Meeting duly held on 17th August, 2015 at 11:00 A.M. at the Deenbandhu Sir Chhotu Ram Bhawan, Jharsa Road, behing Krishna Mandir, opposite Medanta the medicity, Sector-32 Gurgaon- 122001, Haryana. All the resolutions which were put to vote either by electronically or through poll process were passed with requisite majority as mention in the enclosed proceedings.

You are requested to take the above information on record.

Thanking you.

Yours truly,

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

Atul Kumar Agarwal
Company Secretary cum Compliance Officer
FCS-6453
Add: - Plot No. B-38, Sector-32
Gurgaon-122001, Haryana



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

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MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF A2Z INFRA ENGINEERING LTD. (FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED) HELD ON MONDAY THE 17TH DAY OF AUGUST, 2015 AT 11.00 A.M. AT THE DEENBANDHU SIR CHHOTU RAM BHAWAN, JHARSA ROAD, BEHIND KRISHNA MANDIR, OPPOSITE MEDANTA THE MEDICITY, SECTOR 32, GURGAON- 122001, HARYANA

Directors Present

Mr. Surender Kumar Tuteja	Chairman & Independent Director
Mr. Amit Mittal	Managing Director
Mr. Rajesh Jain	Whole Time Director Cum Chief Executive Officer
Ms. Dipali Mittal	Whole Time Director
Dr. Ashok Kumar Saini	Whole Time Director

Special Invitee:-

Mr. Deepak Gupta	Scrutinizer
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In Attendance:-

Mr. Gaurav Jain	Chief Financial Officer
Mr. Atul Kumar Agarwal	Vice President & Company Secretary

MEMBERS PRESENT:-

There were 101 members (including 2 corporate members through their duly appointed representatives and 6 Members represented through proxies) recorded their attendance at the Meeting.

The Statutory Registers, Proxy Registers and inspection documents were available during the Meeting for inspection of members. Statutory Auditor's certificate confirming the compliance of SEBI (ICDR) Regulations, 2009 for issue of equity warrants on preferential basis to persons other than the promoters and Promoter group was also placed before the meeting and was available for inspection.

Mr. Atul Kumar Agarwal, Vice President & Company Secretary welcomed the members to the 17th Extra Ordinary General Meeting of the Company. Introducing those sitting on dais, he welcomed Mr. Surender Kumar Tuteja, Chairman and Independent Director of the Board, Mr. Amit Mittal, Managing Director, Ms. Dipali Mittal, Whole Time Director, Mr. Rajesh Jain, Whole Time Director cum Chief Executive Officer, Mr. Gaurav Jain, Chief Financial Officer.

He further introduced Mr. Deepak Gupta, Partner DR Associates, New Delhi appointed as Scrutinizer for conducting the voting process in a fair and transparent manner to the members.


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Mr. Surender Kumar Tuteja took the Chair and welcomed the members to the 17th Extra Ordinary General Meeting of the Company. The Chairman briefed the members about the purpose of the Issue of equity warrants on preferential basis to persons other than the promoters and Promoter group, other relevant details and future prospects of the Company.

Then Mr. Tuteja, Chairman declared the Meeting as validly convened on the basis of advice from the Company Secretary that the requisite quorum as per Companies Act, 2013 and secretarial standard read with Articles of Association of the Company, was fulfilled.

The Chairman stated that the Company has provided the electronic voting facility to the members for casting their votes on the matters enumerated in the EGM Notice dated 16th July, 2015 as per the requirements under Companies Act, 2013 as well as Clause 35B of the Listing Agreement. He also mentioned that introduction of electronic voting facility to the members was a welcome step towards greater shareholder's participation leading to an overall inclusiveness and that the facility for voting through ballot paper is made available at the EGM and the members attending the meeting who have not casted their vote by remote e-voting are entitled to exercise their right at the meeting through ballot paper. He stated that the poll through ballot papers will be ordered for the voting on the ordinary and special resolution as set out as item 1 & 2 of the Notice of the Extra Ordinary General Meeting.

He further informed that Mr. Deepak Gupta, Company Secretary in whole time practice was appointed as Scrutinizer to scrutinize the E-voting process in a fair & transparent manner and had submitted his report on the electronic voting to the Chairman before the Extra Ordinary General Meeting.

Thereafter, the Chairman invited the questions / queries and asked the members (other than those present through proxies) to seek clarifications, if any, on the matters relevant to the Agenda items as set out in the Notice convening the Extra Ordinary General Meeting.

The Chairman thereafter invited Mr. Deepak Gupta, the Scrutinizer appointed for the Poll, to take over Poll proceedings and submit his report thereon after the closure of the meeting. He requested all the members and proxy holders present and entitled to vote to participate in the voting through Poll on the business set out in items no. 1 to 2 of the Notice. He also stated that the poll shall remain open till all the members and proxy holders have casted their votes, but not later than half an hour after the closure of the meeting.

Conduct of Poll

Mr. Deepak Gupta, Scrutinizer, appointed for the Poll, conducted the Poll which includes the distribution of polling papers, showing empty boxes to the members, locking and sealing empty Polling boxes in the presence of members and proxies. After ensuring that all the members and proxies participating in the Poll had casted their votes, the scrutinizer closed the Poll at around 11.40 A.M. the Scrutinizer then took the custody of polling boxes.

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The Chairman then stated that the results of voting on each resolution shall be determined by adding the votes of the Poll in favor or against a resolution with the electronic votes in favor or against the same resolution. He declared that on receipt of Scrutinizer Report on the Poll to be concluded, the results of the voting as required under clause 35A of the Listing Agreement shall be announced latest by 10.30 a.m. on 18th August, 2015. The results will be submitted to the stock exchange and same along with the Scrutinizer Reports for both electronic voting and Poll will be uploaded on the respective websites of the Company as well as National Security Depository Limited (NSDL).

The Chairman concluded with vote of thanks to shareholders for the trust reposed by them on the management and their continuous support in this journey.

RESULT OF ELECTRONIC VOTING AND POLL ON THE SPECIAL BUSINESSES AT THE EXTRA ORDINARY GENERAL MEETING HELD ON MONDAY, AUGUST 17, 2015

On the basis of the Scrutinizer report dated 17th August, 2015 for Electronic Voting for the Poll at the Extra Ordinary General Meeting, the summary of which is mentioned hereunder, Mr. S.K. Tuteja, Chairman, announced the results of voting on 17th August, 2015 that the resolutions for Special businesses as set out in item no. 1 & 2 in the Notice of the Extra- Ordinary General Meeting have been passed with requisite majority.

Item No. of the Notice	Type of Resolution	Voted in favor of the resolution		Votes against the resolution		Invalid Votes
		No. of Shares	% of total number of valid votes cast (Favor and Against)	No of Shares	% of total number of valid votes cast (Favor and Against)	
Item No. 1 of the Notice	Ordinary Resolution	67671673	99.99	4574	0.01	4789
Item No. 2 of the Notice	Special Resolution	67681476	99.99	4196	0.01	4814

The resolutions for Special businesses as set out in item no. 1 & 2 in the Notice of the Extra Ordinary General Meeting, duly approved by the requisite majority, are recorded hereunder as part of the proceedings of Extra Ordinary General Meeting of the Members held on August 17, 2015.

The resolutions duly approved by the Members are as under:

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SPECIAL BUSINESS

Item No.1

As an Ordinary Resolution

INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

"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."

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Item No. 2

As a Special Resolution

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

"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 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

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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

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along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the Company.

- f. 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.
- g. 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.
- h. The equity shares to be so allotted on exercise of Equity Warrants shall be in dematerialized 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 authorized 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 utilization of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary

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in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects."

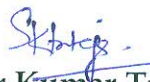
"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolution to any Director(s) or to any Committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, 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."

Vote of Thanks

There being no other business to be transacted, the meeting concluded with a vote of thanks to Mr. Surender Kumar Tuteja, Chairman, Board of Directors, all members and the team members of the Company, with whose presence and co-operation the Extra Ordinary General Meeting of the Company was conducted in peaceful manner.

Place: Gurgaon
Date: 08.09.2015


Surender Kumar Tuteja
Chairman

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