A2Z GROUP

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AMESL/SE/2013-14/053

BY E-FILING/FAX/COURIER

12th November, 2013

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Rotuda 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-A2ZMES

Sub: Outcome of Board Meeting held on 12th November, 2013

Dear Sir

The decisions and outcome of the Meeting of Board of Directors of the Company held on Tuesday, 12th November, 2013 are as follows:

1. Mr. Gaurav Jain has been designated as Chief Financial Officer of the Company with immediate effect in place of Mr. Manoj Khetan, acting CFO of the Company.

2. The Financial Results have been reviewed by the Audit Committee and on the recommendations of committee, the Board of Director have approved the Standalone Unaudited Financial Results for the Quarter (Q2) and six months ending on September 30, 2013.

You are requested to take the above information on records.

Thanking you,

Yours Truly
For A2Z Maintenance & Engineering Services Limited

(Atul Kumar Agarwal)
Company Secretary cum Compliance Officer

A2Z Maintenance & Engineering Services Ltd. Gurgaon

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A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

Statement of Unaudited Financial Results for the quarter and half year ended September 30, 2013

Part I **(Amount in Rs Lacs)**

S. No.	Particulars	Standalone					
		Three months period ended			Six months period ended		Year ended
		September 30, 2013	June 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012	March 31, 2013
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Revenue from operations**						
	(a) Net sales / income from operations	10,348.22	7,759.35	12,142.55	18,107.57	32,862.62	55,203.16
	(b) Other operating income	61.46	51.57	144.95	113.03	192.19	292.64
	Total revenue (1)	**10,409.68**	**7,810.92**	**12,287.50**	**18,220.60**	**33,054.81**	**55,495.80**
2	**Expenses**						
	(a) Cost of material consumed	5,765.37	5,189.20	6,488.45	10,954.57	17,358.52	31,922.26
	(b) Purchase of stock in trade	6.42	90.12	0.91	96.54	0.91	257.08
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-	(17.61)
	(d) Sub contractor / erection charges	2,808.41	2,054.37	1,802.97	4,862.78	4,781.97	8,850.39
	(e) Employee benefits expense	1,018.17	1,104.53	1,308.99	2,122.70	2,712.99	5,122.54
	(f) Depreciation and amortisation expense	180.04	178.21	182.49	358.25	346.25	718.10
	(g) Other expenses	1,900.30	2,599.55	2,487.15	4,499.85	5,278.26	10,591.92
	Total expenses (2)	**11,678.71**	**11,215.98**	**12,270.96**	**22,894.69**	**30,478.90**	**57,444.68**
3	(Loss) / profit from operations before other income, finance costs and exceptional items (1-2)	(1,269.03)	(3,405.06)	16.54	(4,674.09)	2,575.91	(1,948.88)
4	Other income	67.77	230.33	448.60	298.11	649.65	1,011.01
5	(Loss) / profit before finance costs and exceptional items (3+4)	(1,201.26)	(3,174.73)	465.14	(4,375.98)	3,225.56	(937.87)
6	Finance costs	2,645.92	2,201.58	2,238.49	4,847.51	4,446.75	8,670.03
7	(Loss) / profit after finance costs but before exceptional items (5-6)	(3,847.18)	(5,376.31)	(1,773.35)	(9,223.49)	(1,221.19)	(9,607.90)
8	Exceptional items gain	522.72	-	-	522.72	-	1,016.56
9	(Loss) / profit before tax (7+8)	(3,324.46)	(5,376.31)	(1,773.35)	(8,700.77)	(1,221.19)	(8,591.34)
10	Tax (credit) / expense	5.03	(278.76)	(675.21)	(273.72)	(547.14)	(3,210.29)

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A2Z Maintenance & Engineering Services Limited

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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

Part I

(Amount in Rs Lacs)

S. No.	Particulars	Standalone					
		Three months period ended			Six months period ended		Year ended
		September 30, 2013	June 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012	March 31, 2013
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
11	**Net (loss) / profit for the period (9-10)**	**(3,329.49)**	**(5,097.55)**	**(1,098.14)**	**(8,427.05)**	**(674.05)**	**(5,381.05)**
12	Paid-up equity share capital (Face value of the share - Rs 10/- each)	7,417.77	7,417.77	7,417.77	7,417.77	7,417.77	7,417.77
13	Reserve excluding revaluation reserves	-	-	-	-	-	103,043.22
14	Earnings Per Share						
	(a) Basic earnings per share (Not annualised)	(4.49)	(6.87)	(1.48)	(11.36)	(0.91)	(7.25)
	(b) Diluted earnings per share (Not annualised)	(4.49)	(6.87)	(1.48)	(11.36)	(0.91)	(7.25)

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Select financial information for the quarter and half year ended September 30, 2013

Part II

S. No.	Particulars	Standalone					
		Three months period ended			Six months period ended		Year ended
		September 30, 2013	June 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012	March 31, 2013
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
A	**Particulars of shareholding**						
1	Public Shareholding						
	- Number of shares	41,203,054	41,203,054	41,036,054	41,203,054	41,036,054	41,036,054
	- Percentage of shareholding	55.54%	55.54%	55.32%	55.54%	55.32%	55.32%
2	Promoters and promoter group shareholding						
	a) Pledged / encumbered						
	- Number of shares	14,936,000	14,936,000	15,103,000	14,936,000	15,103,000	15,103,000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group).	45.30%	45.30%	45.57%	45.30%	45.57%	45.57%
	- Percentage of shares (as a% of the total share capital of the Company)	20.14%	20.14%	20.36%	20.14%	20.36%	20.36%
	b) Non-encumbered						
	- Number of shares	18,038,640	18,038,640	18,038,640	18,038,640	18,038,640	18,038,640
	- Percentage of shares (as a% of the total shareholding of promoter and promoter group)	54.70%	54.70%	54.43%	54.70%	54.43%	54.43%
	- Percentage of shares (as a % of the total share capital of the Company)	24.32%	24.32%	24.32%	24.32%	24.32%	24.32%

	Particulars	Three months period ended September 30, 2013
B	**Investor Complaints**	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during the quarter	Nil
	Remaining unresolved at the end of the quarter	Nil

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Notes:

1. The above financial results have been reviewed by the Audit Committee and on their recommendation have been approved by the Board of Directors at its meeting held on November 12, 2013. The statutory auditors of the Company have reviewed the above financial results for the quarter and half year ended September 30, 2013.

   The auditors in their report have drawn attention to the following matters:

   a) The Company has incurred a net loss of Rs. 8,427.05 Lacs during the six months period ended September 30, 2013 and is presently facing acute liquidity problems on account of delayed realization of trade receivables coupled with delays in commencement of commercial production at its biomass based power generation plants. Management is evaluating various options and in addition to consolidation of business by focusing on core operations and disposing off the non-core assets, has also made reference to Corporate Debt Restructuring Cell ('CDR Cell') under the Master Circular on Corporate Debt Restructuring issued by Reserve Bank of India for restructuring of its existing debt obligations, including interest and other related terms and conditions pursuant to the approval of Board of Directors in their meeting held on March 22, 2013, the CDR cell has accepted the Company's application in the meeting held on April 26, 2013. Subsequently, the Lead bank (i.e. the referring institution) has submitted the restructuring scheme with the CDR Cell and the Company is in the process of complying with the conditions precedent to the restructuring process and obtaining the approval of the lending banks and the CDR Empowered Group.

      Pending the requisite approvals from the CDR cell, no effect of the proposed restructuring has been given in these financial statements. Management believes that the Company will be able to receive the approval of the CDR cell in the due course and in view of the proposed restructuring of debt obligations, no adjustments are required in the financial statements and accordingly, these have been prepared on a going concern basis.

   b) The managerial remuneration paid to directors as approved by shareholders in earlier year, for the year ended March 31, 2013 and for the six months period ended September 30, 2013 was in excess of limits prescribed under the Companies Act, 1956. The Company has taken necessary steps and applied for Central Government for seeking the approval of excess remuneration so paid.

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2. The primary reporting of the Company is on the basis of business segments. Segments have been identified and reported based on the nature of the products, the risks and returns, the organization structure and the internal financial reporting systems. The Company is operating into following segments – (i) Engineering Service (ES), (ii) Power generation projects ('PGP') (iii) Others which primarily includes trading of goods and operation and maintenance services, etc.

(Amount in Rs Lacs)

Particulars	Standalone					
	Three months period ended			Six months period ended		Year ended
	September 30, 2013	June 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012	March 31, 2013
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1. Segment revenue						
(a) Segment – ES	9,896.76	6,818.00	11,957.08	16,714.76	32,503.38	53,995.41
(b) Segment – PGP	-	-	-	-	-	-
(c) Segment – Others	512.92	992.92	330.42	1,505.84	551.43	1,500.39
Total	10,409.68	7,810.92	12,287.50	18,220.60	33,054.81	55,495.80
Less: Inter segment revenue	-	-	-	-	-	-
Net sales / income from operations	**10,409.68**	**7,810.92**	**12,287.50**	**18,220.60**	**33,054.81**	**55,495.80**
2. Segment results [(Loss) / profit before tax and interest from each segment]						
(a) Segment – ES	(1,527.55)	(3,706.68)	221.63	(5,234.22)	2,951.26	(1,401.61)
(b) Segment – PGP	(4.47)	(7.73)	(0.02)	(12.21)	(7.04)	(12.12)
(c) Segment – Others	225.08	442.29	97.99	667.36	(9.42)	(53.39)
Total	(1,306.94)	(3,272.12)	319.60	(4,579.07)	2,934.80	(1,467.12)
Less: Inter segment results	-	-	-	-	-	-
Net segment results	(1,306.94)	(3,272.12)	319.60	(4,579.07)	2,934.80	(1,467.12)
Add: Interest income	93.23	97.40	145.15	190.64	288.72	527.21
Less:						
(i) Interest expense	2,402.49	1,849.36	1,810.57	4,251.84	3,552.68	7,024.43
(ii) Other unallocable expenditure net off unallocable income	(291.74)	352.23	427.53	60.50	892.03	627.00
Total (loss) / profit before tax	**(3,324.46)**	**(5,376.31)**	**(1,773.35)**	**(8,700.77)**	**(1,221.19)**	**(8,591.34)**
3. Capital employed						
(Segment assets – Segment liabilities)						
(a) Segment – ES	103,585.50	103,353.41	115,751.53	103,585.50	115,751.53	104,137.81
(b) Segment – PGP	43,185.02	42,483.24	37,108.21	43,185.02	37,108.21	40,499.17
(c) Segment – Others	731.33	590.35	1,137.57	731.33	1,137.57	925.76
(d) Unallocated	(45,467.91)	(41,063.55)	(38,829.32)	(45,467.91)	(38,829.32)	(35,101.75)
Total	**102,033.94**	**105,363.45**	**115,167.99**	**102,033.94**	**115,167.99**	**110,460.99**

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3. Statement of Assets and Liabilities as at September 30, 2013

(Amount in Rs Lacs)

Particulars	Standalone	
	As at September 30, 2013	As at March 31, 2013
	(Unaudited)	(Audited)
EQUITY AND LIABILITIES		
Shareholders' fund		
Share capital	7,417.77	7,417.77
Reserves and surplus	94,616.17	103,043.22
Non current liabilities		
Long-term borrowings	20,928.63	19,277.75
Long-term provisions	450.42	447.19
Current liabilities		
Short-term borrowings	56,587.15	48,574.04
Trade payables	18,650.33	20,983.93
Other current liabilities	16,535.80	15,738.25
Short-term provisions	68.58	33.00
Total	**215,254.85**	**215,515.15**
ASSETS		
Non current assets		
Fixed assets	48,254.99	46,815.45
Non current investment	29,505.39	29,505.39
Deferred tax asset	4,526.21	3,958.98
Long-term loans and advances	2,484.95	2,325.09
Other non-current assets	1,619.30	2,147.96
Current assets		
Current investments	231.28	233.56
Inventories	1,528.78	1,628.28
Trade receivables	69,755.93	69,009.72
Cash and cash equivalents	553.89	1,221.99
Short-term loans and advances	13,556.70	12,078.44
Other current assets	43,237.43	46,590.29
Total	**215,254.85**	**215,515.15**

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4. During the year ended March 31, 2013, pursuant to the Share Purchase Agreement executed by and between the Company, Weensure Asset Recovery Private Limited (formerly Sardana Recycling Private Limited) (the "buyer"), Weensure E Waste Limited (formerly A2Z E Waste Management Limited) and Dataserv APAC Limited (formerly A2Z Dataserv Limited) along with addendums thereto, the Company decided to dispose off the entire shareholding in the paid up Equity and Preference Share Capital to the buyer in multiple tranches at a total consideration of Rs. 2,300.00 lacs.

   During the period ended September 30, 2013, equity shares comprising 22.81% of total paid up equity share capital of Weensure E Waste Limited have been transferred to the buyer and as a consequence, the Company's holding has reduced to 22.81% from existing 45.63% (as on March 31, 2013) in the paid up Equity Share Capital of Weensure E Waste Limited. Accordingly, the Company has recognized a profit of Rs. 522.72 lacs and classified this as an exceptional item as per the accepted accounting principles and practices.

5. Company is in the process of doing certain structural modifications in their power generation plants in Punjab to improve efficiency and hence, these are not considered ready for their intended effective use. Consequently, borrowing costs in relation to these plants is capitalized in accordance with the applicable accounting standards.

6. The above financial results are on standalone basis.

7. The figures of previous periods have been regrouped or recast wherever necessary to make them comparable with those of the current period.

For and on behalf of A2Z Maintenance & Engineering Services Limited

Place: Gurgaon
Date: November 12, 2013

Amit Mittal
Managing Director

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Walker, Chandiok & Co

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Jacaranda Marg, DLF Phase II
Gurgaon 122002
India

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E GURGAON@in.gt.com

Limited Review Report

The Board of Directors
A2Z Maintenance & Engineering Services Limited

1. We have reviewed the accompanying statement of unaudited financial results ("the Statement") of A2Z Maintenance & Engineering Services Limited ("the Company") for the quarter ended September 30, 2013 and the year to date results for the period April 1, 2013 to September 30, 2013, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from the disclosures made by the management and have not been audited or reviewed by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a review report on this Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement, including the manner in which it is to be disclosed, or that it contains any material misstatement.

4. We draw attention to:

   (a) Note 1(a) to the accompanying Statement which describes that the Company has incurred a net loss of Rs. 8,427.05 lacs for the period ended September 30, 2013. Management is evaluating various options and has applied for restructuring of its existing debt obligations, including interest and other related terms and conditions under the Corporate Debt Restructuring program. These conditions as set forth in the aforesaid note indicates the existence of a material uncertainty that may cast significant doubt on Company continuing as a going concern. Our report is not qualified in respect of this matter.

(b) Note 1(b) to the accompanying Statement regarding managerial remuneration paid to directors which is in excess of the limits prescribed under the Companies Act, 1956. The Company has applied to the Central Government for seeking approval for the excess remuneration so paid. Pending the receipt of approval, we are unable to comment on consequential adjustment, if any, on the financial results. Our report is not qualified in respect of this matter.

5. We did not review the interim financial results of certain branches, included in the Statement, whose interim financial results reflect total assets of Rs. 3,821.79 lacs as on September 30, 2013, total revenues of Rs. 1,056.66 lacs and Rs. 2,311.67 lacs and net profit after tax of Rs. 83.22 lacs and Rs. 332.95 lacs for the quarter ended September 30, 2013 and the year to date results for the period April 1, 2013 to September 30, 2013 respectively. These financial results have been reviewed by the branch auditors whose reports have been furnished to us and our report in respect thereof is based solely on their reports. Our report is not qualified in respect of this matter.

Walker, Chandiok & Co.

For **Walker, Chandiok & Co**
Chartered Accountants
Firm Registration No: 001076N

Per **Neeraj Sharma**
Partner
Membership No. 502103

Place: Gurgaon
Date: November 12, 2013