



A2Z INFRA ENGINEERING 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

NOTICE is hereby given that the 16th (Sixteenth) Annual General Meeting of the Members of **A2Z Infra Engineering Limited** will be held as under:

Day : Friday,
Date : September 29, 2017
Time : 09.30 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 Standalone Balance Sheet as at March 31, 2017, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date alongwith the Reports of Board of Directors' and the Auditors' thereon.
 - the Audited Consolidated Financial Statements of the Company consisting of the Consolidated Balance Sheet as at March 31, 2017, 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 Dr. Ashok Kumar Saini (DIN 03593179), who is 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 Chandiok & Co LLP, Chartered Accountants, Delhi (Firm Registration No. 001076N), 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 2017-18 and a remuneration of Rs. 66,00,000/- (Rupees Sixty Six Lakh only) to M/s. Walker Chandiok & Co LLP to conduct the audit for the

financial year 2017-18 shall be payable in one or more tranches plus applicable taxes, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved."

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. RAJESH JAIN AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) and subject to the approval of Central Government and the Financial Institutions, if required, and all guidelines and modifications as may be issued by the Central Government from time to time with regard to the managerial remuneration and subject to such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Rajesh Jain (DIN No. 07015027), as a Whole time Director of the Company for a period of three years effective from 13th November, 2017 to 12th November, 2020 whose term shall be liable to retire by rotation under the provisions of the Act on the remuneration and the terms & conditions as approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and as mentioned in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, or any rules framed thereunder, the remuneration as set out in the Explanatory Statement be paid as minimum remuneration to Mr. Rajesh Jain notwithstanding that in any financial year of the Company during his tenure as a Whole Time Director from 13th November, 2017 to 12th November, 2020, the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also include Nomination and Remuneration Committee constituted by Board of directors) be and is hereby authorized to alter or vary the terms of appointment/reappointment of the appointee including relating to remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is within the limit laid down in the subsisting provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or the

Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Articles of Association of the Company and to appear before the Central Government or any other authority including Registrar of Companies and/or National Company Law Tribunal (NCLT) etc.”

5. RE-APPOINTMENT OF MR. AMIT MITTAL AS MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Sections 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) Mr. Amit Mittal (DIN No. 00058944), Managing Director of the Company be and is hereby re-appointed as Managing Director of the Company for a period of three years effective from 1st January, 2018 to 31st December, 2020 without any remuneration and on the terms & conditions as mentioned and approved by the Board of Directors of the Company and the Nomination and Remuneration Committee and mentioned in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also include Nomination and Remuneration Committee constituted by Board of directors) be and is hereby authorized to alter or vary the terms of appointment/reappointment of the appointee except relating to remuneration, as it may at its discretion, deem fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Articles of Association of the Company and to appear before the Central Government or any other authority including Registrar of Companies and/or National Company Law Tribunal (NCLT) etc.”

6. RE-APPOINTMENT OF DR. ASHOK KUMAR SAINI AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) and subject to the approval of Central Government and the Financial Institutions, if required, and all guidelines and modifications as may be issued by the Central Government from time to time with regard to the managerial remuneration and subject to such conditions and modifications as may be prescribed or imposed by the Central Government while granting such approval, and in terms of the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Dr. Ashok Kumar Saini (DIN:

03593179) as a Whole time Director of the Company for a period of three years effective from 15th February, 2018 to 14th February, 2021 whose term shall be liable to retire by rotation under the provisions of the Act on the remuneration and the terms & conditions as mentioned and approved by the Board of Directors of the Company and the Nomination and Remuneration Committee as mentioned in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013, or any rules framed there under the remuneration as set out in the Explanatory Statement be paid as minimum remuneration to Dr. Ashok Kumar Saini notwithstanding that in any financial year of the Company during his tenure as a Whole Time Director from 15th February, 2018 to 14th February, 2021, the Company has made no profits or profits are inadequate, in accordance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also include Nomination and Remuneration Committee constituted by Board of directors) be and is hereby authorized to alter or vary the terms of appointment/reappointment of the appointee including relating to remuneration, as it may at its discretion, deem fit, from time to time provided that the remuneration is within the limit laid down in the subsisting provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Articles of Association of the Company and to appear before the Central Government or any other authority including Registrar of Companies and/or National Company Law Tribunal (NCLT) etc.”

7. APPROVAL FOR CONTINUATION OF MS. DIPALI MITTAL AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) consent of the members of the Company be and is hereby accorded for continuation of appointment of Ms. Dipali Mittal (DIN: 00872628) as Non-Executive Non Independent Director of the Company liable to retire by rotation, as approved by the Nomination and Remuneration Committee and Board of Directors in their Meetings duly held on 14th August, 2017.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall also include Nomination and Remuneration Committee constituted by Board of directors) be and is hereby authorized to alter or vary the terms of appointment/reappointment of the appointee as it may at its discretion, deem fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including filing and verifying the documents, affidavits, affixing the common seal of the Company wherever required in accordance with the provisions of the Articles of Association of the Company.”

8. 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 (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 Auditor(s), as and when required, in consultation with the 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, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

9. 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, 2018, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus applicable taxes and out of Pocket Expenses as approved by the Board of Directors based on the recommendation of the Audit Committee to be paid to M/s. HAM & 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, 2018 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize 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.”

**By order of the Board
For A2Z Infra Engineering Limited**

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

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

Dated : 14th August, 2017
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 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.
7. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) 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 23, 2017 to Friday, September 29, 2017 (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, without any charges. 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 25, 2017.
15. The Company has appointed Mr. Suchitta Koley (C.P No. 714), Partner of DR Associates, Practicing 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, 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 Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 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 16th 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 Tuesday, September 26, 2017 (9:00 am) and ends on Thursday, September 28, 2017 (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 22, 2017, 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 Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens. Voting period commences on and from Tuesday, September 26, 2017 (9:00 am) and ends on Thursday, September 28, 2017 (5:00 pm).
 - (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 koley.s@gmail.com 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.
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- Note: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
- 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 22, 2017.

- 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 22, 2017, 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?” or “Physical User Reset 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. Suchitta Koley (C.P. No. 714), Partner of DR Associates, Company Secretaries, 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 22, 2017.
- XVII. The voting period ends on the close of Thursday, September 28, 2017 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 Friday, September 22, 2017, so that the answers/details can be kept ready at the AGM.

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

Name of the Director	Mr. Rajesh Jain	Mr. Amit Mittal	Dr. Ashok Kumar Saini	Ms. Dipali Mittal
Date of Birth	June 12, 1973	January 07, 1968	September 01, 1969	March 05, 1973
Nationality	Indian	Indian	Indian	Indian
Relationship with Other Directors	None	Spouse of Ms. Dipali Mittal, Director of the Company	None	Spouse of Mr. Amit Mittal, Managing Director of the Company
Date of first Appointment	November 13, 2014	February 01, 2004	November 13, 2014	February 01, 2004
Qualification	Master's in Business Administration from Agra University and an Associate Member of the Institute of Company Secretaries of India, New Delhi	B.Tech in Civil Engineering from Indian Institute of Technology, Roorkee.	Master of Technology degree in Mechanical -Thermal-from Delhi College of Engineering Delhi University & Ph.D Mechanical Engineering from Uttarakhand Technical University, Dehradun.	Master's Degree in Business Administration (MBA) from the Indian Institute of Finance, New Delhi.
Expertise in specific functional areas	Telecommunication and Power industry	Project Management and execution in the power, oil and infrastructure sectors	HVAC Industry Green Buildings, Energy Audits, Power Sector including transmission and distribution project, Biomass and RDF Based Power Plants	Accounting, Financial and General Management of the Company
Brief Profile	Mr. Rajesh Jain, 44, 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 17 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. Amit Mittal, 49, Completed his B.Tech in Civil Engineering from Indian Institute of Technology, Roorkee.	Dr. Ashok Kumar Saini, 48, completed his Master of Engineering degree in Mechanical (Thermal Engineering) from Delhi College of Engineering (Delhi University) & Ph.D in Mechanical Engineering from Uttarakhand Technical University, Dehradun. Prior to joining us, Dr. Saini worked with Voltas Ltd and ETA Engineering Private Limited. He is a member of Indian Society of Heating, Refrigeration and Air Conditioning Engineers and Fellow Member of the Institution of Engineers (India).	Ms. Dipali Mittal, 44, Completed her Master's degree in Business Administration (MBA) from the Indian Institute of Finance, New Delhi.
No. of Equity Shares held in the Company as on August 14, 2017	5,72,988	2,79,07,301	3,00,000	NIL
Directorship in other Public Ltd. Companies (including subsidiary of public Company) as on August 14, 2017	A2Z Infraserivces Limited	A2Z Infraserivces Limited A2Z Powercom Limited	A2Z Powercom Limited	A2Z Infraserivces Limited
Committee position in A2Z Infra Engineering Limited	None	1	None	1
Membership/ Chairmanship of Committees of Other Public companies	None	None	None	None
No. of Board Meetings attended during the financial year	Eight (Eight Meetings were held during the financial year)	Eight (Eight Meetings were held during the financial year)	Seven (Eight Meetings were held during the financial year)	Eight (Eight Meetings were held during the financial year)

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item No. 4 to 9.

Item No. 4, 5 and 6

4. Mr. Rajesh Jain (DIN No. 07015027) was appointed as Whole time Director of the Company for a period of three (3) years starting from 13th November, 2014 to 12th November, 2017. As his tenure expires on 12th November, 2017, the Board of Directors at its meeting held on 14th August, 2017 has, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Rajesh Jain as Whole time Director of the Company for a further period of three years with effect from 13th November, 2017, subject to the terms and conditions including remuneration as mention in this statement.
5. Mr. Amit Mittal (DIN No. 00058944) was re-appointed as Managing Director of the Company for the period of three (3) years starting from 1st January, 2015 to 31st December, 2017. As his tenure expires on 31st December, 2017, the Board of Directors at its meeting held on 14th August, 2017 has, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Amit Mittal as Managing Director of the Company for a further period of three years with effect from 1st January, 2018 without remuneration.
6. Dr. Ashok Kumar Saini (DIN No. 03593179) was appointed as Whole time Director of the Company for a period of three (3) years starting from 15th February, 2015 to 14th February, 2018. As his tenure expires on 14th February, 2018, the Board of Directors at its meeting held on 14th August, 2017 has, on the recommendation of Nomination and Remuneration Committee, re-appointed Dr. Ashok Kumar Saini as Whole time Director of the Company for a further period of three years with effect from 15th February, 2018, subject to the terms and conditions including remuneration as mention in this statement.

i. Fixed Compensation:

Fixed Compensation shall include Basic Salary. Basic Salary shall be:

4. Mr. Rajesh Jain shall receive basic salary of Rs. 30,00,000/- (Rupees Thirty Lakh only) per annum for the period starting from 13th November, 2017 to 12th November, 2020.
5. Mr. Amit Mittal- Nil
6. Dr. Ashok Kumar Saini shall receive basic salary of Rs. 21,75,000/- (Rupees Twenty One Lakh Seventy Five Thousand only) per annum for the period starting from 15th February, 2018 to 14th February, 2021.

ii. Performance Linked Variable Remuneration (PLVR):

Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years and shall be decided by the Nomination and Remuneration Committee/Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and based on Economic Value Added (EVA) in the business and other relevant factors and having regard to the performance of the above mentioned Directors for each year.

iii. Flexible Compensation:

In addition to the Fixed Compensation and PLVR, the above mentioned directors shall be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the Rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances").

4. These perquisites and allowances may be granted to Mr. Rajesh Jain, Whole time Director in the manner as the Board may decide as per the Rules of the Company.
 - a. House Rent Allowance @50% of the basic salary.
 - b. Special Allowance Rs. 15,00,000/- (Rupees Fifteen Lakh only) per annum.
 - c. Gratuity at the rate of 15 days salary for each completed year of services.
 - d. Car along with fuel for official purposes.

e. Reimbursement of Mobile Phone Expenses on actual basis. The term referred in (c) shall not be included in the computation of limits of perquisites.

5. Mr. Amit Mittal is the Managing Director in A2Z Infraserivces Limited, subsidiary of the Company and he is drawing remuneration from A2Z Infraserivces Limited, which is within the limits as prescribed under Section 197 and Schedule V of Companies Act, 2013. Hence none of the perquisite or allowance is proposed for Mr. Mittal for this appointment.
6. These perquisites and allowances may be granted to Dr. Ashok Kumar Saini, Whole time Director in the manner as the Board may decide as per the Rules of the Company.
 - a. House Rent Allowance @50% of the basic salary.
 - b. Special Allowance Rs. 10,87,500/- (Rupees Ten Lakh Eighty Seven Thousand Five Hundred only) per annum.
 - c. Gratuity at the rate of 15 days salary for each completed year of services.
 - d. Car along with fuel for official purposes.
 - e. Reimbursement of Mobile Phone Expenses on actual basis. The term referred in (c) shall not be included in the computation of limits of perquisites.

Brief resume of the appointee is given below:

4. Mr. Rajesh Jain, aged 44 years, is Master in Business Administration from the Agra University and is an associate member of the Institute of Companies Secretaries of India, New Delhi (ICSI). Mr. Jain joined the Company in March, 2010 as President Corporate Affairs and was responsible for coordinating corporate relations among strategic business units. He has approximately 17 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. Rajesh Jain, is designated as CEO of the Company and is taking care of the telecom business of the Company and is playing a key role in consolidating the organization's presence in the telecom and power utilities segment. Under his leadership the Company has secured a prestigious order for trenching laying, Installation, Testing of Optical Fibre Cable, PLB Duct and Accessories for construction of Exclusive Optical NLD Backbone and Optical Access routes on turnkey basis for Defense Network. Mr. Rajesh Jain is Director in A2Z Infraserivces Limited, subsidiary of the Company. He is not a Chairman/Member of the Committee of any other Company. As on 14th August, 2017, he holds 5,72,988 Equity Shares of the Company in his own name.

Mr. Rajesh Jain is deemed to be concerned or interested in the said resolution of this notice. None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested in the said resolutions.

The Appointment of Mr. Rajesh Jain is appropriate and in the best interest of the Company and that the approval of the members of the Company is being sought as a Special Resolution to the terms, conditions and stipulations thereto including the remuneration payable to him.

5. Mr. Amit Mittal, aged 49 years, is B. Tech in Civil Engineering from Indian Institute of Technology, Roorkee and has over 26 years of experience in project management and execution in the power, oil and infrastructure sectors. Mr. Mittal is a Founder Promoter and Managing Director of the Company and is responsible for the management of the overall operations of the Company and has been instrumental in enabling the Company to diversify and expand its operations on PAN India basis. He is actively involved in long term strategy formulations and in exploring new growth avenues for A2Z. He currently serves on the Board of Directors of A2Z Infraserivces Limited, A2Z Powercom Limited, Mjooz Global Private Limited and Maxpro Global Trading Private Limited. Mr. Mittal has been awarded with the Ernst & Young award for the Start-up Entrepreneur of the year 2009.

(Rupees in Lakhs)

Particulars	Current Year 2016-17	Previous Year 2015-16
Total Income	65,019.31	99,476.60
Expenditure other than Finance cost and Depreciation	58,704.80	90,004.35
(Loss)/Profit before Finance Cost Tax & Depreciation	6,314.51	9,472.25
Finance cost	11,967.31	11,743.21
(Loss)/Profit before depreciation and tax	(5,652.80)	(2,270.96)
Depreciation	1,447.52	1,657.35
(Loss)/Profit before Tax and exceptional items	(7,100.32)	(3,928.31)
Exceptional Items (loss)	959.58	0
Net Profit/(Loss) after Extraordinary item but before Tax	(8,059.90)	(3,928.31)
Tax Expenses	5,859.08	92.59
Net Profit/(Loss) after Tax	(13,918.98)	(4,020.90)

He is the Member of (i) Finance Committee and (ii) Corporate Social Responsibility (CSR) Committee of the Company. Mr. Amit Mittal does not hold any Chairmanship/Membership of the Committee of any other Company. As on 14th August, 2017, he holds 2,79,07,301 Equity Shares of the Company.

The Board and the Nomination and Remuneration Committee of the Board have on 14th August, 2017, accorded their approval to the above and have recommended the aforesaid resolutions as set out in this notice for approval of the shareholders.

Mr. Amit Mittal is deemed to be concerned or interested in the said resolution of this notice. Ms. Dipali Mittal, being Spouse of Mr. Amit Mittal, is also deemed to be interested in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the said resolutions.

The Appointment of Mr. Amit Mittal is appropriate and in the best interest of the Company and that the approval of the members of the Company is being sought as a Special Resolution to the terms, conditions and stipulations there to including the remuneration payable to him.

6. Dr. Ashok Kumar Saini, aged 48 years, is Master of Technology degree in Mechanical-Thermal from Delhi College of Engineering, Delhi University & Ph.D in Mechanical Engineering from Uttarakhand Technical University, Dehradun. He is a member of Indian Society of Heating, Refrigeration and Air Conditioning Engineers and Fellow Member of the Institution of Engineers (India). Dr. Saini joined the Company in August 2006. He has approximately 29 years of experience in the HVAC industry, Green buildings, Energy Audits, Power Sector including transmission and distribution projects, Biomass and RDF based power plants. Prior to joining the Company, Dr. Saini worked with Voltas Ltd and ETA Engineering Private Limited.

Dr. Saini, is taking care of the EPC business of the Company and is playing a key role in managing the projects undertaken by the Company for Power transmission/distribution sector; biomass and RDF based Power Generation plants. Under his leadership the Company has successfully executed various EPC Projects.

Dr. Saini is also a Director in A2Z Powercom Limited. He is not a Chairman/Member of the Committee of any other Company. As on 14th August, 2017, he holds 3,00,000 Equity Shares of the Company in his own name.

Dr. Saini is deemed to be concerned or interested in the said resolution of this notice. None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the said resolutions.

The Appointment of Mr. Ashok Saini is appropriate and in the best interest of the Company and that the approval of the members of the Company is being sought as a Special Resolution to the terms, conditions and stipulations thereto including the remuneration payable to him.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

- Nature of Industry
The Company is Engineering, Procurement and Construction (EPC) Company primarily engaged in providing services to the power transmission and distribution sector and carrying on the business of power generation by renewable energy sources of fuels like biomass, refused derived fuel, rice husk etc. in addition to erection of optical fiber cable network for telecom companies.
- Date of commencement of commercial production: January, 2002.
- In Case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus: **Not Applicable**
- Financial performance based on given indicators:

- Foreign Investments and Collaborations:

The Company has not made any Foreign Investments and neither entered into any collaborations during the last financial year.

II. INFORMATION ABOUT THE APPOINTEES:

A. Background Details:

- Mr. Rajesh Jain, aged 44 years, is Master in Business Administration from the Agra University and is an Associate member of Institute of Companies Secretaries of India, New Delhi (ICSI). Mr. Jain joined the Company in March 2010 as President Corporate Affairs and was responsible for coordinating corporate relations among strategic business units. He has approximately 17 years of experience in the telecommunications and power industry. He is currently designated as Chief Executive Officer (CEO) of the Company. Prior to joining the Company, Mr. Jain was the Vice-President Corporate Affairs at Teracom Limited.
Mr. Rajesh Jain is also a Director in A2Z InfraserVICES Limited.
- Mr. Amit Mittal, aged 49 years, is B. Tech in Civil Engineering from Indian Institute of Technology, Roorkee and has over 26 years of experience in project management and execution in the power, oil and infrastructure sectors. Mr. Mittal is a Founder Promoter and Managing Director of the Company and is responsible for the management of the overall operations of the Company and has been instrumental in enabling the Company to diversify and expand its operations on PAN India basis. He is actively involved in long term strategy formulations and in exploring new growth avenues for A2Z. He currently serves on the Board of Directors of A2Z InfraserVICES Limited, A2Z Powercom Limited, Mjooz Global Private Limited and Maxpro Global Trading Private Limited.
- Dr. Ashok Kumar Saini, aged 48 years, is Master of Technology degree in Mechanical-Thermal from Delhi College of Engineering, Delhi University & Ph.D in Mechanical Engineering from Uttarakhand and Technical University, Dehradun. He is a member of Indian Society of Heating, Refrigeration and Air Conditioning Engineers and Fellow Member of the Institution of Engineers (India).
Dr. Saini joined the Company in August 2006 as CEO Transmission and was responsible for managing the projects undertaken by the Company for Power transmission/distribution sector; biomass and RDF based Power Generation plants. He has approximately 29 years of experience in the HVAC industry, Green buildings, Energy Audits, Power Sector including transmission and distribution projects, Biomass and RDF based power plants. Prior to joining the Company, Dr. Saini worked with Voltas Ltd and ETA Engineering Private Limited.
Dr. Saini is also a Director in A2Z Powercom Limited.

B. Past remuneration:

During the financial year ended March 31, 2017, a sum of Rs. 18,00,000/- was paid as total remuneration to Mr. Rajesh Jain and Rs. 18,00,000/- was paid as total remuneration to Dr. Ashok Kumar Saini. Mr. Amit Mittal was not paid any remuneration for the financial year ended on March 31, 2017. .

C. Recognition and Awards:

Mr. Amit Mittal has been awarded with the Ernst & Young award for the Start-up Entrepreneur of the year 2009.

D. Job profile and their suitability:

4. Mr. Rajesh Jain, CEO has been taking care of the telecom business of the Company and has played a key role in consolidating the organization's presence in the telecom and power utilities segment. Under his leadership the Company has secured a prestigious order for trenching laying, Installation, Testing of Optical Fibre Cable, PLB Duct and Accessories for construction of Exclusive Optical NLD Backbone and Optical Access routes on turnkey basis for Defense Network.

His skills and experience in telecom sector will benefit the Company in the long term set up and day to day running of the business operations of the Company. Accordingly, to motivate him and to get benefit from the experience & expertise it is necessary to remunerate him in proper manner.

5. Mr. Amit Mittal has rich experience in diversified areas like Engineering, Facility Management, and Waste Management etc. He is responsible for project set up and day to day running of the business of the Company. The Know-how and the skill of Mr. Mittal provide a great support in the execution of the projects and ultimate long term growth of the Company. He is the pillar of the Core Management Team driving the growth of the business. His experience & expertise in the business development, management and leadership will immensely enhance motivation working under him and ultimately increase the profitability of the Company. The success of the Company is substantially dependent on the expertise and services of Mr. Mittal and he is giving his continuous direction to the Company and its subsidiaries in attaining their objectives. He is an effective communicator with exceptional presentation skills and abilities to establish beneficial relationships with various clients and sustain positive work environment that fosters team performance.

6. Dr. Saini, has been taking care of the EPC business of the Company and has played a key role in managing the projects undertaken by the Company for Power transmission/distribution sector; biomass and RDF based Power Generation plants. Under his leadership the Company has successfully executed various EPC Projects.

His skills and experience in EPC business will benefit the Company in the long term set up and day to day running of the business operations of the Company. Accordingly, to motivate him and to get benefit from the experience & expertise it is necessary to remunerate him in proper manner.

E. Remuneration proposed:

4. Salary proposed to be given to Mr. Rajesh Jain for the period starting from 13th November, 2017 to 12th November, 2020 and other perquisites, allowances, other benefits etc. respectively, is as follows:

Basic Salary	Rs. 30,00,000/- (Rs. Thirty Lakh Only) per annum
H.R.A.	Rs. 15,00,000/- (Rs. Fifteen Lakh Only) per annum
Special Allowance	Rs. 15,00,000/- (Rs. Fifteen Lakh Only) per annum
Other Perquisites	a. Gratuity at the rate of 15 days salary for each completed year of services. b. Car along with fuel for official purposes. c. Reimbursement of Mobile Phone Expenses on actual basis.

5. Basic Salary and allowances proposed to Mr. Amit Mittal- Nil

6. Salary proposed to be given to Dr. Ashok Kumar Saini for the period starting from 15th February, 2018 to 14th February, 2021 and other perquisites, allowances, other benefits etc. respectively, is as follows:

Basic Salary	Rs. 21,75,000/- (Rs. Twenty One Lakh Seventy Five Thousand Only) per annum
H.R.A.	Rs. 10,87,500/- (Rs. Ten Lakh Eighty Seven Thousand Five Hundred Only) per annum
Special Allowance	Rs. 10,87,500/- (Rs. Ten Lakh Eighty Seven Thousand Five Hundred Only) per annum
Other Perquisites	a. Gratuity at the rate of 15 days salary for each completed year of services. b. Car along with fuel for official purposes. c. Reimbursement of Mobile Phone Expenses on actual basis.

F. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Amit Mittal, Mr. Rajesh Jain and Dr. Ashok Kumar Saini, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

G. Pecuniary relationship directly or indirectly with the company, or relationship with the Company, or relationship with the managerial personnel, if any.

4. Besides the remuneration proposed to be paid to Mr. Rajesh Jain, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors. He holds 5,72,988 Equity Shares of A2Z Infra Engineering Limited as on 14th August, 2017.

5. Mr. Amit Mittal does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except that Ms. Dipali Mittal, Director of the Company is his wife. He holds 2,79,07,301 Equity Shares of A2Z Infra Engineering Limited as on 14th August, 2017.

6. Besides the remuneration proposed to be paid to Dr. Saini, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors. He holds 3,00,000 Equity Shares of A2Z Infra Engineering Limited as on 14th August, 2017.

III. OTHER INFORMATION

1. Reason of loss or inadequate profits:

The Company is primarily engaged in providing EPC services in power transmission and distribution sectors with focus mainly on distribution. The EPC service has been affected due to various external reasons such as slow realization of receivables, absence of Price variation clause in the projects, increase in the interest rate as compared to yield from projects. Due to said reasons, the Company was facing time overrun in all its ongoing EPC assignments, which constrained the Company to raise billing/ realize payments linked to milestone based performance.

Company focused only on execution of old projects and decided not to take any major order till successful completion of old projects. A2Z MESL has refrained itself from irrational biddings of new contracts thereby resulting in slow order intake.

Since Company had all the capabilities and desire to take new projects, all infrastructure and men power has been maintained by the Company which has resulted into increased operational cost. During the Year Company completed most of the old projects successfully and have started taking new projects, since these new projects have taken very recently their inputs will be reflected in coming time.

2. Steps taken or proposed to be taken for improvement:

The Company is taking various steps to reduce its dependability on very few customers as well on Indian market only. Company has decided to increase its B to C segment significantly to increase customer base, which will result in non-dependability on very few customers mostly Govt. Organizations.

Also, Company has increased its focus on International Market and in short time has already started getting new orders from International market mainly from new territory. Also, the Company is very selective in taking new order and taking all risk mitigation steps during the execution by having strong tie-ups with local partner(s) who also share the risk of project execution.

With the increase in International exposure and limiting risk in any project in EPC along with wide selected customer base, company expects very good business recovery in coming times.

3. Expected increase in productivity and profits in measurable terms:

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. Disclosures:

1. Remuneration Package of the managerial person: Fully described in the respective explanatory statement as stated above.
2. The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2017.

Item No. 7

Ms. Dipali Mittal was re-appointed as a Whole Time Director of the Company, pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company for a period of three (3) years starting from 1st April, 2015 to 31st March, 2018, however on the request of Ms. Dipali Mittal, on the recommendation of Nomination cum Remuneration Committee, the Board of Directors in their meeting duly held on 14th August, 2017 approved the change in her designation from Whole Time Director to Non-Executive Director of the Company and now she will continue to be on the Board of the Company as a Non-Executive Director liable to retire by rotation.

Ms. Dipali Mittal, aged 44 years, holds a Master's degree in Business Administration (MBA) from the Indian Institute of Finance, New Delhi. Ms. Mittal has been associated with the Company since 2004. She currently serves on the Board of Directors of A2Z InfraserVICES Limited, A2Z Waste Management Private Limited and Mjooz Global Private Limited.

She is the Member of (i) Stakeholder Relationship Committee and (ii) CSR Committee of the Company. Ms. Dipali Mittal does not hold any Chairmanship/Membership of the Committee of any other Company. As on 14th August, 2017 she does not hold any Equity Shares of the Company.

Ms. Dipali Mittal is deemed to be concerned or interested in the said resolution of this notice. Mr. Amit Mittal, being husband of Ms. Dipali Mittal, is also deemed to be interested in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

The Board and the Nomination and Remuneration Committee of the Board have on 14th August, 2017 accorded their approvals to the above and furthermore the Board of Directors recommends the passing of the Resolution as an Ordinary Resolution of the accompanying notice for the approval of members of the Company.

Item No. 8

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, Nepal and Tanzania 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 members 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. 8 of the accompanying notice, for the approval of the members of the Company.

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. 8 of the accompanying notice.

Item No. 9

The Board of Directors at its meeting held on May 29, 2017, on the recommendation of the Audit Committee has considered and approved the appointment of M/s. HAM & 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, 2018 at a remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) per annum plus applicable taxes 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. 9 of the accompanying notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

The Board recommends the Ordinary Resolution set out at item no. 9 of the accompanying notice for approval by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.9 of the accompanying notice.

**By order of the Board
For A2Z Infra Engineering Limited**

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

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

Dated : 14th August, 2017
Place : Gurgaon



A2Z INFRA ENGINEERING 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 16th Annual General Meeting of the Company to be held at **HSI IDC Hall, UdyogVihar, Phase-V, Gurgaon-122016, Haryana, India** on Friday, 29th day of September, 2017 at 09.30 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, 2017, together with the reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Dr. Ashok Kumar Saini (DIN 03593179), who is 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 Chandiok & Co LLP, Chartered Accountants as Auditors of the Company, for the Financial Year 2017-18 and to fix their remuneration		
4.	Re-appointment of Mr. Rajesh Jain (DIN 07015027) as a Whole Time Director of the Company.		
5.	Re-appointment of Mr. Amit Mittal (DIN 00058944) as Managing Director of the Company.		
6.	Re-appointment of Dr. Ashok Kumar Saini (DIN 03593179) as a Whole Time Director of the Company.		
7.	Approval for continuation of Ms. Dipali Mittal as Non-Executive Director of the Company		
8.	To consider and appoint Branch Auditors for branch offices of the Company outside India.		
9.	To ratify and confirm remuneration payable to M/s. HAM & Associates, Cost Accountants appointed as Cost Auditors of the Company for financial year ending March 31, 2018.		

Signed this day of 2017

.....
Signature of shareholder

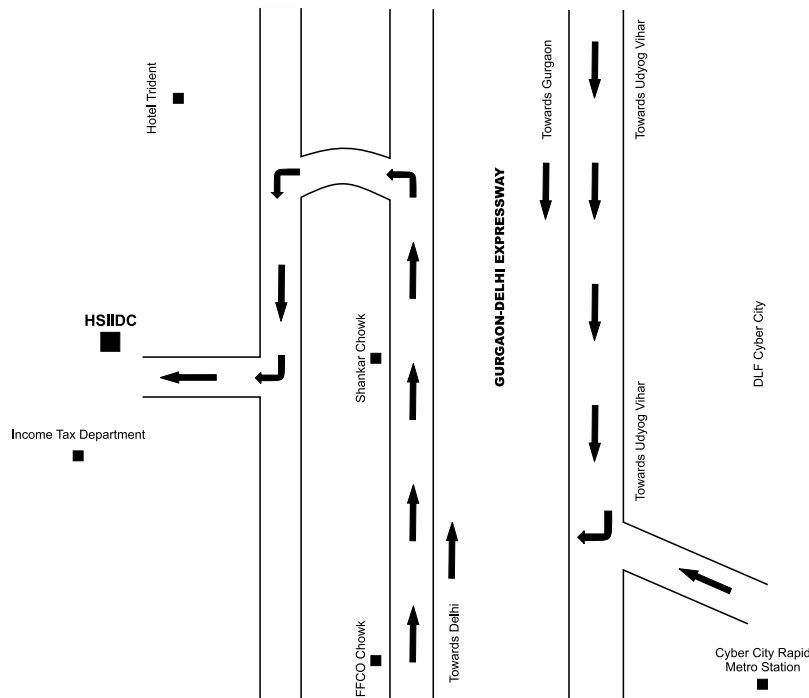
Affix
Revenue
Stamp
(Rs. 1)

.....
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.

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

ROUTE MAP





A2Z INFRA ENGINEERING 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

ATTENDANCE SLIP

16TH ANNUAL GENERAL MEETING - FRIDAY, THE 29TH SEPTEMBER, 2017

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 16th Annual General Meeting of the Company held on Friday, 29th day of September, 2017 at 09.30 a.m., at HSIIDC Hall, Udyog Vihar, Phase-V, Gurgaon-122016, Haryana, India.

.....
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

Note: Please read the instructions printed on the Notice of 16th Annual General Meeting to be held on 29th September, 2017. The voting period starts from 09.00 a.m. (IST) on Tuesday, 26th September, 2017 and ends at 05.00 p.m. (IST) on Thursday, 28th September, 2017. The voting modules shall be disabled by NSDL for voting thereafter.