

MINUTES OF THE COURT CONVENED MEETING OF THE SECURED CREDITORS OF A2Z INFRA ENGINEERING LTD. (FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED) HELD ON SATURDAY, THE 14TH DAY OF FEBRUARY, 2015 AT 11.00 A.M. AT HSIIDC HALL, UDYOG VIHAR, PHASE-V, GURGAON-122016, HARYANA PURSUANT TO THE ORDER PASSED BY THE HON'BLE HIGH COURT OF JUDICATURE AT CHANDIGARH IN COMPANY PETITION NO. 164 OF 2014 DATED 22ND DECEMBER, 2014

Present at the Meeting:

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| Mr. Deepak Agrawal | Advocate, Chairman appointed by the Hon'ble High Court of Punjab & Haryana at Chandigarh for the meeting of the Secured Creditors |
| Mr. Rajiv Agnihotri | Advocate, Co-Chairman appointed by the Hon'ble High Court of Punjab & Haryana at Chandigarh for the meeting of the Secured Creditors |

In Attendance:-

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| Mr. Anand Chibbar | Advocate & Counsel |
| Mr. Rajesh Jain | Whole time Director & CEO |
| Mr. Atul Kumar Agarwal | Company Secretary cum Compliance Officer |

1. Chairman:-

- Mr. Deepak Agrawal Chairman appointed for the meeting took the chair.
- Mr. Anand Chibbar, Advocate & Counsel of the Company welcomed the Chairman, Co-Chairman and the Secured Creditors present at the meeting.
- It was reported to the meeting that the Notices convening the meeting were duly published in the newspapers and in the Official Gazette of Government of Haryana and were dispatched individually to all the Secured Creditors as per directions given by the Hon'ble High Court of Punjab and Haryana at Chandigarh vide Order dated 22nd December, 2014 and a letter stating the typographical error in the date of meetings along with the copy of the amended Notices were also dispatched to all the Secured Creditors of the Company. The Secured Creditors present confirmed that they have received the notices with explanatory statement, proxy form and Scheme of of Arrangement/ Reconstruction/ Re-Organization.
- Mr. Atul Kumar Agarwal, Company Secretary, reported that the attendance of the Secured Creditors present in person has been duly recorded and the signatures of the persons present have been obtained on the attendance slips. He further reported that 1



(One) Proxy form was received after 48 hours before the date of the meeting at the registered office of the Company and the said secured creditor whose proxy was received attended the meeting through its duly appointed Authorized Representative, and thus the Proxy was treated as cancelled.

5. Mr. Rajeev Agnihotri, Co-Chairman submitted that at the commencement of the meeting 16 (sixteen) Secured Creditors were present and as such the required quorum was present. Since the quorum fixed for the meeting was present, the proceedings of the meeting were commenced. The Chairman announced that the required quorum being present, called the meeting to order.
6. The persons present agreed that the Notice of the meeting, Scheme of Arrangement/ Reconstruction/ Re-Organization and the Explanatory Statement under Section 393 be taken as read.
7. The Chairman took up for consideration by the meeting the approval of the Scheme of Arrangement/ Reconstruction/ Re-Organization.

The following resolution was placed before the meeting for consideration and polling by the secured creditors:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and rules and regulations made thereunder, the Arrangement embodied in the Scheme of Arrangement/ Reconstruction/ Re-Organization between the Company and all its Secured Creditors for implementation of the CDR Package as approved by the CDR Cell on all secured creditors in view of the Corporate Debt Restructuring Package as approved by the CDR Cell on the terms and conditions as detailed in the said Scheme of Arrangement/ Reconstruction/ Re-Organization and for all the matters connected therewith, a copy of which has been circulated with the Notice of the meeting and also placed before this meeting, be and is hereby approved subject to the Scheme being sanctioned by the Hon'ble High Court of Punjab and Haryana at Chandigarh."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of A2Z Infra Engineering Limited be and is hereby severally authorized to take such steps and do all acts, deeds, matters and things as may be required and/or imposed by the Hon'ble High Court of Punjab and Haryana and/or by any other authority while sanctioning the said Scheme of Arrangement/Reconstruction/ Re-Organization or which may otherwise be considered necessary or desirable for implementing and/or carrying out the Scheme."

8. The Chairman informed that the Secured Creditors present in the meeting may vote for or against the resolution.
9. In all 16 ballot papers were issued to the persons present in the meeting. Allahabad Bank abstained from voting. The Chairman and the Co-Chairman have scrutinized the ballot forms. The Secured Creditors were advised to cast their votes in favour or against the resolution. The Chairman advised the Secured Creditors to exercise their votes by ticking the appropriate column indicating whether they vote 'in favour' or

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'against' the resolution. They were also advised to sign the ballot paper before dropping the same in the Ballot Box.

10. After satisfying that the ballot box was empty, the same was locked by the Chairman.
11. The Ballot papers were authenticated by the Chairman/Co-Chairman. Thereafter the Secured Creditors cast their votes.
12. Thereafter the ballot box was opened by the Chairman and the votes were scrutinized and counted.
13. The Chairman after scrutinizing the ballot papers, reported that out of 17 (seventeen) secured creditors, 1 (one) secured creditor namely Allahabad Bank abstained from the meeting and that out of remaining 16 secured creditors:
 - a. 10 (ten) Authorised Representative of the Secured Creditors of the Company entitled to Rs.1,150.40 Crores (Rupees One Thousand One Hundred Fifty Crores Forty Lacs only) amounting to 69.21% and carrying a valid Authorization have casted their vote in favour of Scheme of Arrangement/ Reconstruction/ Re-organization.
 - b. Three Authorised Representative of the Secured Creditors of the Company entitled to Rs. 355.48 Crores (Rupees Three Hundred Fifty five crores fourty eight Lacs only) amounting to 21.39% and carrying a valid Authorization have casted conditional vote in favour of Scheme of Arrangement/ Reconstruction/ Re-organization.
 - c. Three Authorised Representative of the Secured Creditors of the Company entitled to Rs. 156.31 Crores (Rupees One Hundred Fifty Six Crores Thirty One Lacs only) amounting to 9.40% and carrying a valid Authorization have casted their vote against the Scheme of Arrangement/ Reconstruction/ Re-organization.
14. The Chairman announced the above result and declared that the Resolution relating to the approval of the Scheme of Arrangement/ Reconstruction/ Re-organization stands approved by 69.21% of the Secured Creditors unanimously. The secured creditors to the extent of 21.39% have conditionally approved the Scheme of Arrangement/ Reconstruction/ Re-organization and the secured creditors to the extent of 9.40% have not accorded their approval to the Scheme of Arrangement/ Reconstruction/ Re-organization.

The summary of the final vote was as follows:

	By Number	By Valid Vote Value (Rs.)	By Valid Vote Percentage
For	10	1150.40	69.21



For with condition	3	355.48	21.39
Against	3	156.31	9.40
Total	16	1662.19	100.00

There being no other matter, the meeting concluded with a vote of thanks to the Chair.



(DEEPAK AGRAWAL)
 (Chairman as appointed for the meeting of the
 Secured Creditors of the Company)

Dated this 4th day of April, 2015

MINUTES OF THE COURT CONVENED MEETING OF THE UNSECURED CREDITORS OF A2Z INFRA ENGINEERING LTD. (FORMELRY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED) HELD ON SATURDAY, THE 14TH DAY OF FEBRUARY, 2015 AT 12.00 NOON AT HSIIDC HALL, UDYOG VIHAR, PHASE-V, GURGAON-122016, HARYANA PURSUANT TO THE ORDER PASSED BY THE HON'BLE HIGH COURT OF JUDICATURE AT CHANDIGARH IN COMPANY PETITION NO. 164 OF 2014 DATED 22ND DECEMBER, 2014

Present at the Meeting:

- | | |
|---------------------|--|
| Mr. Deepak Agrawal | Advocate, Chairman appointed by the Hon'ble High Court of Punjab & Haryana at Chandigarh for the meeting of the Unsecured Creditors |
| Mr. Rajiv Agnihotri | Advocate, Co-Chairman appointed by the Hon'ble High Court of Punjab & Haryana at Chandigarh for the meeting of the Unsecured Creditors |

In Attendance:-

- | | |
|------------------------|--|
| Mr. Anand Chibbar | Advocate & Counsel |
| Mr. Rajesh Jain | Whole time Director & CEO |
| Mr. Atul Kumar Agarwal | Company Secretary cum Compliance Officer |

Chairman:-

1. Mr. Deepak Agrawal Chairman appointed for the meeting took the chair.
2. Mr. Anand Chibbar, Advocate & Counsel of the Company welcomed the Chairman, Co-Chairman and the Unsecured Creditors present at the meeting.
3. Mr. Rajesh Jain, Whole time director & CEO of the Company briefed the unsecured creditors that the meeting of the unsecured creditors of the Company has been convened as per the directions of the Hon'ble High Court of Punjab & Haryana at Chandigarh vide its order dated 22nd December, 2014 as the Company has filed the application in Hon'ble High Court for the implementation of the Corporate Debt Restructuring (CDR) Package pursuant to Section 391 to 394 of the Companies Act, 1956 and Applicable Rules, on all its Secured Creditors as approved by the Corporate Debt Restructuring Empowered Group (CDR EG) pursuant to the CDR mechanism.
4. It was reported to the meeting that the Notices convening the meeting were duly published in the newspapers and in the Official Gazette of Government of Haryana and were dispatched individually to all the Unsecured Creditors as per directions given by the Hon'ble High Court of Punjab and Haryana at Chandigarh vide Order



dated 22nd December, 2014 and a letter stating the typographical error in the date of meetings along with the copy of the amended Notices were also dispatched to all the Unsecured Creditors of the Company. The Unsecured Creditors present confirmed that they have received the notices with explanatory statement, proxy form and Scheme of of Arrangement/ Reconstruction/ Re-Organization.

5. Mr. Atul Kumar Agarwal, Company Secretary, reported that the attendance of the Unsecured Creditors present in person or through proxy has been duly recorded and the signatures of the persons present have been obtained on the attendance slips. He further reported that all the proxies received not later than 48 hours before the meeting, have been duly scrutinized and entered in the Proxy Register.
6. Mr. Rajiv Agnihotri, Co-Chairman submitted that at the commencement of the meeting Total 129 (One Hundred Twenty Nine) Unsecured Creditors of the Company including 28 (twenty Eight) Proxies have attended the meeting.

That total 29 (Twenty Nine) Proxy forms were received 48 hours before the date of the meeting and 2 (Two) Proxy forms were received later than 48 hours before the date of the meeting at the registered office of the Company and out of them 28 (Twenty Eight) Proxies have attended the meeting while 4 (Four) Proxy Forms were cancelled as both the Proxy and the Original Unsecured Creditor personally attended the meeting, and 1 (One) Proxy did not attended the meeting.

He reported that since the quorum fixed for the meeting was present, the proceedings of the meeting might commence. The Chairman announced that the required quorum was present.

7. The persons present agreed that the Notice of the meeting, Scheme of Scheme of Arrangement/ Reconstruction/ Re-Organization and the Explanatory Statement under Section 393 be taken as read.
8. The Chairman took up for consideration by the meeting the approval of the Scheme of Arrangement/ Reconstruction/ Re-Organization.

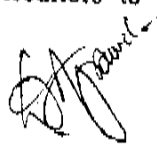
The following resolution was placed before the meeting for consideration and polling by the unsecured creditors:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and rules and regulations made thereunder, the Arrangement embodied in the Scheme of Arrangement/ Reconstruction/ Re-Organization between the Company and all its Secured Creditors for implementation of the CDR Package as approved by the CDR Cell on all secured creditors in view of the Corporate Debt Restructuring Package as approved by the CDR Cell on the terms and conditions as detailed in the said Scheme of Arrangement/ Reconstruction/ Re-Organization and for all the matters connected therewith, a copy of which has been circulated with the Notice of the meeting and also placed before this meeting, be and is hereby approved subject to the Scheme being sanctioned by the Hon'ble High Court of Punjab and Haryana at Chandigarh."



"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of A2Z Infra Engineering Limited be and is hereby severally authorized to take such steps and do all acts, deeds, matters and things as may be required and/or imposed by the Hon'ble High Court of Punjab and Haryana and/or by any other authority while sanctioning the said Scheme of Arrangement/Reconstruction/ Re-Organization or which may otherwise be considered necessary or desirable for implementing and/or carrying out the Scheme."

9. The Chairman informed that the Unsecured Creditors present in the meeting may vote for or against the resolution.
10. In all 129 ballot papers were issued to the persons present in the meeting. The Unsecured Creditors were advised to cast their votes in favour or against the resolution. The Chairman advised the Unsecured Creditors to exercise their votes by ticking the appropriate column indicating whether they vote 'in favour' or 'against' the resolution. They were also advised to sign the ballot paper before dropping the same in the Ballot Box.
11. After satisfying that the ballot box was empty, the same was locked by the Chairman.
12. The Ballot papers were authenticated by the Chairman/Co-Chairman. Thereafter the Unsecured Creditors cast their votes.
13. Thereafter the ballot box was opened by the Chairman and the votes were scrutinized and counted.
14. The Chairman after scrutinizing the ballot papers, reported:
 - a. that 120 (One Hundred Twenty Four) Unsecured Creditors of the Company entitled together to Rs. 49,89,82,875/- (Rupees Forty Nine Crores Eighty Nine Lacs Eighty Two Thousand Eight Hundred Seventy Five only) have casted their vote in favour of Scheme of Arrangement/ Reconstruction/ Re-organization constituting 99.84% of the Unsecured Creditors present and voting.
 - b. that 5 (Five) Unsecured Creditors of the Company entitled together to Rs. 53,24,781/- (Rupees Fifty Three Lacs Twenty Four Thousand Seven Hundred Eighty One only) have casted their vote against the Scheme of Arrangement/ Reconstruction/ Re-organization constituting 1.06% of the Unsecured Creditors present and voting.
 - c. that the Ballot Papers of 4 (Four) Unsecured Creditors of the Company have been cancelled by us for want of identity as an Unsecured Creditor namely Shri Sai Contactor (Subhash Nagar), Sunil S/o Hari Krishna, Saini Electrical (Bhor Singh), Md Akbar Khan Builder.
15. The Chairman announced the above result and declared that the Resolution relating to the approval of the Scheme of Arrangement/ Reconstruction/ Re-organization stands approved and agreed to by 98.94% of the Unsecured Creditors unanimously without any modification, and the unsecured creditors to the extent of 1.06% have not



accorded their approval to the Scheme of Arrangement/ Reconstruction/ Re-organization.

The summary of the final vote was as follows:

	By Number	By Valid Vote Value (Rs.)	By Valid Vote Percentage
For	120	49,89,82,875	98.94
Against	5	53,24,781	1.06
Total	125	50,43,07,656	100.00

There being no other matter, the meeting concluded with a vote of thanks to the Chair.



(DEEPAK AGRAWAL)
(Chairman as appointed for the meeting of the
Unsecured Creditors of the Company)

Dated this 4th day of April, 2015