

# A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



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REF No.:-001/A2ZINFRA/SE/2017-18/118

19<sup>th</sup> December, 2017

To,  
Bombay Stock Exchange Ltd.,  
PhirozeJeejeebhoy Towers,  
Rotuda Building,  
Dalal Street,  
Mumbai-400 001

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

FAX: 022- 22722039

FAX: 022-26598237/38

**Sub: Results of Postal Ballot under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref.:- Scrip ID: A2ZINFRA, Scrip Code: - 533292, ISIN: - INE619I01012**

Dear Sir,

As per the requirements of regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions therein, we are enclosing herewith the "Details regarding the voting results of the Postal Ballot" declared on December 19, 2017 along with the Scrutinizer Report.

You are requested to kindly take the same on your record.

Thanking you,

Yours Truly

For A2Z INFRA ENGINEERING LTD.



(Atul Kumar Agarwal)  
Company Secretary cum Compliance Officer  
FCS-6453

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

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

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

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

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## DETAILS OF VOTING RESULTS

Date of the AGM/EGM	NA  (Three Special/Ordinary Resolutions passed through Postal Ballot)
Date of the declaration of results of Postal Ballot	19 <sup>th</sup> December, 2017
Total number of shareholders on record date i.e. November 10, 2017	35,809 (as at the closure of the business hours on 10 <sup>th</sup> November, 2017 as per details furnished by the depositories.)
No. of Shareholders present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group	
Public	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	
Public	

Sl. No.	Details of the Agenda	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?	Mode of voting (Show of Hands/Poll/Postal Ballot/E-voting)	Result
1.	Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company.	Ordinary Resolution	No	Postal Ballot/E-voting	Passed
2.	Issuance of up to 8,00,00,000 (Eight Crore) Equity Shares at a price to be calculated as per SEBI (ICDR) Regulations, 2009 to the Lenders in lieu of conversion of a part of their loans through One Time Settlement (OTS) Scheme or otherwise.	Special Resolution	No	Postal Ballot/E-voting	Passed
3.	To approve Pre-emptive Options Agreement(s) to be executed by the Promoter Group for providing guarantee to the Lender(s).	Ordinary Resolution	Yes	Postal Ballot/E-voting	Passed

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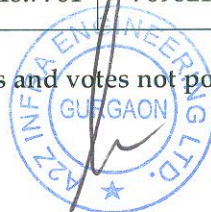
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## Details of the Postal Ballot and e-Voting:

**Resolution No.-1: Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company.**

Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		27212683	52.2783	27212683	0	100.0000	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		24840802	47.7217	24840802	0	100.0000	0
	<b>Total</b>		52053485	52053485	100.0000	52053485	0	100.0000
Public - Instituti onal holders	E-Voting		0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		7484088	0	0	0	0	0
Public- Others	E-Voting		16041647	18.6514	16041312	335	99.9979	0.0021
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		2887482	3.3572	2887377	105	99.9964	0.0036
	<b>Total</b>		86007901	18929129	22.0086	18928689	440	99.9977
<b>Total</b>		<b>145545474</b>	<b>70982614</b>	<b>48.7701</b>	<b>70982174</b>	<b>440</b>	<b>99.9994</b>	<b>0.0006</b>

\* The numbers of votes polled do not include the invalid votes and votes not polled.



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**Resolution No.-2: Issuance of up to 8,00,00,000 (Eight Crore) Equity Shares at a price to be calculated as per SEBI (ICDR) Regulations, 2009 to the Lenders in lieu of conversion of a part of their loans through One Time Settlement (OTS) Scheme or otherwise.**

Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]*1 00
Promoter and Promoter Group	E-Voting		27212683	52.2783	27212683	0	100.0000	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		24840802	47.7217	24840802	0	100.0000	0
	Total	52053485	52053485	100.0000	52053485	0	100.0000	0
Public - Institutional holders	E-Voting		0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7484088	0	0	0	0	0	0
Public- Others	E-Voting		16041647	18.6514	16032454	9,193	99.9427	0.0573
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		2887482	3.3572	2887377	105	99.9964	0.0036
	Total	86007901	18929129	22.0086	18919831	9,298	99.9509	0.0491
<b>Total</b>		<b>145545474</b>	<b>70982614</b>	<b>48.7701</b>	<b>70973316</b>	<b>9,298</b>	<b>99.9869</b>	<b>0.0131</b>

\* The numbers of votes polled do not include the invalid votes and votes not polled.



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Resolution No.-3: To approve Pre-emptive Options Agreement(s) to be executed by the Promoter Group for providing guarantee to the Lender(s).

Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]*1 00
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	5,20,53,485	-	-	-	-	-	-
Public - Instituti onal holders	E-Voting		0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	74,84,088	0	0	0	0	0	0
Public- Others	E-Voting		16046647	18.6572	16045089	1558	99.9903	0.0097
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		2883472	3.3526	2883367	105	99.9964	0.0036
	<b>Total</b>	8,60,07,901	18930119	22.0097	18928456	1663	99.9912	0.0088
<b>Total</b>		<b>14,55,45,474</b>	<b>18930119</b>	<b>13.0063</b>	<b>18928456</b>	<b>1663</b>	<b>99.9912</b>	<b>0.0088</b>

\* The numbers of votes polled do not include the invalid votes and votes not polled.

You are requested to take the above information on record.

Thanking you,

Yours Truly

For A2Z INFRA ENGINEERING LTD.

(Atul Kumar Agarwal)

Company Secretary cum Compliance Officer

FCS-6453

Add: - Plot No. B-38,

Institutional Area sector-32, Gurgaon

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**SCRUTINIZER REPORT**

The Chairman,  
A2Z INFRA ENGINEERING LIMITED  
O-116, 1<sup>st</sup> Floor, DLF Shopping Mall, Arjun Marg,  
DLF Phase-I, Gurgaon-122002, Haryana

Dear Sirs,

In terms of the provisions of section 110 of the Companies Act, 2013 (hereinafter mentioned as Act), read with the Rule 22 of Companies (Management & Administration) Rules, 2014 and all other applicable provision of the Act and rules and regulations made there-under, we have been appointed as scrutinizer by the Company in terms of the resolution passed in the meeting of Board of Directors dated 21<sup>st</sup> September, 2017 to conduct the postal ballot process in respect of passing **resolution as per the following details:**

Resolution No.	Type of Resolution	Description
1.	Ordinary Resolution	Increase in Authorised Share Capital and alteration of the capital clause of the Memorandum of Association of the Company.
2.	Special Resolution	Issuance of upto 8,00,00,000 equity shares at a price to be calculated as per SEBI(ICDR) Regulations 2009 to the lenders in lieu of conversion of a part of their loans through one time settlement (OTS) scheme or otherwise.
3.	Ordinary Resolution	To approve Pre-emptive options agreement(s) to be executed by the Promoter group for providing guarantee to the lender(s).

**On the basis of the information and explanation provided by the management and the relevant records examined by us, Our Report is as under:**

1. After the time fixed for closing of the e-voting i.e. 5 p.m. on December 17, 2017, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://evoting.nsdl.com> of NSDL, the Authorized Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
2. The Votes were unblocked on December 18, 2017 in the presence of two witnesses, Mr. Rajesh Lakhnupal, and Mr. Suchitta Koley, Practicing Company Secretaries having their official address at 203, Padma Tower II, Rajendra Place, New Delhi – 110 008 and who were not in the employment of the Company. They have signed below in the Confirmation of the votes being unblocked.

  
Rajesh Lakhnupal

  
Suchitta Koley







3. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5 p.m. on January 17, 2017, were diligently scrutinized and reconciled with the records maintained by the Company through Alankit Assignments Limited, the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
4. None of the envelopes containing postal ballot forms and e-votes received after the business hours as aforesaid were considered.
5. We have not found any defaced or mutilated ballot paper.
6. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated September 21, 2017 through Postal Ballot, is attached as Annexure A.
7. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Chairman / Managing Director.

For DR Associates  
Company Secretaries

**Deepak Gupta**  
Partner  
CP No. 4629



**Date: December 19, 2017**



**Annexure-A**

**Details of Postal Ballot including e-Voting-**

**Resolution No.-1:** Increase in Authorised Share Capital and alteration of the capital clause of the Memorandum of Association of the Company

Particulars	No. of Postal Ballot Forms/e-votes	No. of Shares	% of Total Net Valid Votes (in %)
(a) Total Postal Ballot Forms/e-votes Received*	181	70997389	N.A.
(b) Less: Invalid Postal Ballot Forms/e-votes received	6	14775	N.A.
(c) Net Valid Postal Ballot Forms/e-votes received	175	70982614	N.A.
(d) Postal Ballot Forms & E-votes with assent	172	70982174	99.999%
(e) Postal ballot Forms & E-votes with dissent	3	440	0.001%

\* Includes 147 members having 43254330 shares who voted through e-voting facility of NSDL.

Accordingly, the votes casted **FOR** the resolution are 99.999% of the Total valid votes cast and the votes casted **AGAINST** the resolution are 0.001%.







**Resolution No.-2:** Issuance of upto 8,00,00,000 equity shares at a price to be calculated as per SEBI(ICDR) Regulations 2009 to the lenders in lieu of conversion of a part of their loans through one time settlement (OTS) scheme or otherwise

Particulars	No. of Postal Ballot Forms/e-votes	No. of Shares	% of Total Net Valid Votes (in %)
(a) Total Postal Ballot Forms/e-votes Received*	181	70997389	N.A.
(b) Less: Invalid Postal Ballot Forms/e-votes received	6	14775	N.A.
(c) Net Valid Postal Ballot Forms/e-votes received	175	70982614	N.A.
(d) Postal Ballot Forms & E-votes with assent	167	70973316	99.987%
(e) Postal ballot Forms& E-votes with dissent	8	9298	0.013%

\* Includes 147 members having 43254330 shares who voted through e-voting facility of NSDL.

Accordingly, the votes casted **FOR** the resolution are 99.987% of the Total valid votes cast and the votes casted **AGAINST** the resolution are 0.013%.





**Resolution No.-3:** To approve Pre-emptive options agreement(s) to be executed by the Promoter group for providing guarantee to the lender(s).

Particulars	No. of Postal Ballot Forms/e-votes	No. of Shares	% of Total Net Valid Votes (in %)
(a) Total Postal Ballot Forms/e-votes Received*	177	18955276	N.A.
(b) Less: Invalid Postal Ballot Forms/e-votes received	7	25157	N.A.
(c) Net Valid Postal Ballot Forms/e-votes received	170	18930119	N.A.
(d) Postal Ballot Forms & E-votes with assent	160	18928456	99.991%
(e) Postal ballot Forms& E-votes with dissent	10	1663	0.009%

\* Includes 147 members having 16057029 shares who voted through e-voting facility of NSDL.

Accordingly, the votes casted **FOR** the resolution are 99.991% of the Total valid votes cast and the votes casted **AGAINST** the resolution are 0.009%.

The votes of Promoter and Promoters group are not considered in the resolution no. 3.

