

A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



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BY E-FILING

A2ZINFRA/SE/2017-18/128

16th January, 2018

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Rotunda Building, Dalal Street,
Mumbai-400 001

Fax-022-22722039
BSE Code-533292

To,
National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor
Plot No. C/1 G Block, Bandra Kurla
Complex, Bandra (E), Mumbai-400051
Fax- 022-26598237/38
NSE Code-A2ZINFRA

Sub: Proceedings of Postal Ballot

Dear Sir/Madam,

Pursuant to the provisions of section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014 ("the Rules"), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") & Secretarial Standard -II on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), Company had issued a Postal Ballot Notice dated September 21, 2017, to obtain approval from shareholders through postal ballot/e-voting on the following Ordinary/Special resolutions:

1. Increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company.
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.
3. To approve Pre-emptive Options Agreement(s) to be executed by the Promoter Group for providing guarantee to the Lender(s).

The Board of Directors in their meeting duly held on September 21, 2017, had approved following appointments:-

- ♦ Mr. Deepak Gupta, Partner of DR Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.



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

The Notice of the Postal Ballot containing Special resolutions along with explanatory statement, postal ballot forms, e-voting user IDs and passwords and a self-addressed pre-paid business reply envelopes were sent to the Members and other concerned including statutory auditors, directors, stock exchanges etc. through registered post/email. The notice of Postal Ballot was also placed on the website of the Company - a2zgroup.co.in.

The intimation about completion of dispatch of the Postal Ballot notice along with the other related documents and the last date for receipt of reply from shareholders /completion of E-voting was intimated to the members by way of publication of advertisement in Business Standard English newspaper having nationwide circulation and one (1) vernacular language newspaper circulating in the Gurugram district on November 18, 2017.

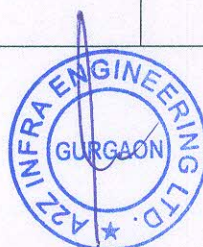
In compliance with the provisions of Section 110 of the Act read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the applicable provision of the listing regulations the Company had offered the option of e-voting facility as an alternate to all the shareholders of the Company for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. The e-voting period commenced on November 18, 2017(09:00 a.m.) and ended on December 17, 2017 (5.00 p.m.).

The members were advised to carefully read the instructions before casting their votes and were also advised to complete the e-voting & return the duly completed forms along with the assent (for) or dissent (against) in the attached self-addressed envelope, so as to reach the scrutinizer on or before the 5:00 P.M. on December 17, 2017.

After due scrutiny of all the postal ballot forms received and the votes casted through e-Voting received up to the close of working hours of December 17, 2017 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members including e-voting), Mr. Deepak Gupta, Scrutinizer submitted his report on Tuesday, December 19, 2017.

On the basis of the report of the Scrutinizer, Mr. Amit Mittal, Managing Director of the Company, has declared the postal ballot results as under:

Sr. No.	Particular	Resolution No. 1.	Resolution No. 2.	Resolution No. 3.
1	Total no. of shares covered under Postal Ballot including e-voting	7,09,97,389	7,09,97,389	1,89,55,276



2	Less: Invalid shares covered under Postal Ballot including e-voting	14,775	14,775	25,157
3	Net Valid shares covered Postal Ballot including e-votes received [(3) = (1)-(2)]	7,09,82,614	7,09,82,614	1,89,30,119
4	Postal Ballot form/ e-votes with assent	7,09,82,174	7,09,73,316	1,89,28,456
5	Postal Ballot form/ e-votes with dissent	440	9,298	1,663
6	Votes in favor as percentage of total votes polled	99.999%	99.987%	99.991%
7	Votes against as percentage of total votes polled	0.001%	0.013%	0.009%

Accordingly, the aforesaid resolutions stand approved by the shareholders with requisite majority. The date of completion of postal ballot has been taken as the date of passing of the Resolutions.

The result of postal ballot was also published in Business Standard English newspaper having nationwide circulation and one (1) in vernacular language newspaper circulating in the Gurugram district on Wednesday, December 20, 2017 (i.e. within 48 hours of the declaration of the results) and along with the scrutinizer's report, was also placed at the website of the Company at www.a2zgroup.com and on the website of the Agency at <http://www.evoting.nsdl.com> as well as communicated to the Stock Exchanges, where the securities of the Company are listed.

On the basis of report of the scrutinizer, all the resolutions of postal ballot notice dated 21st September, 2017 have been passed as Ordinary/Special Resolutions. The resolutions duly approved by the Members are as under:

Item No.1

The Company has planned to convert the Loan of Lenders into equity shares. Hence, there was requirement to increase the Authorised Share Capital of the Company. Hence the Company has taken approval of the shareholders for increasing the authorized share capital of the Company. The authorized share capital of the Company was increased from Rs. 160,00,00,000/- (Rupees One Hundred Sixty Crores Only) divided into 16,00,00,000 (Sixteen Crores) equity shares of Rs. 10 each (Rupees Ten Only) to Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crores Only) divided into 24,00,00,000 (Twenty Four Crores) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of 8,00,00,000 (Eight Crores) additional equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu with the rights and liabilities of the existing equity shares of the Company.



As a Ordinary Resolution

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("the Act") and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 160,00,00,000/- (Rupees One Hundred Sixty Crores only) divided into 16,00,00,000 (Sixteen Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crores only) divided into 24,00,00,000 (Twenty Four Crores) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of 8,00,00,000 (Eight Crore) additional equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the rights and liabilities of the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of the Memorandum of Association of the Company be deleted and replaced with the following new Clause V:

- V. The Authorised Share Capital of the Company is Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crores only) divided into 24,00,00,000 (Twenty Four Crores) equity shares of Rs. 10/- (Rupees Ten Only) each. The Company has power from time to time to increase or reduce or re-classify its capital and divide the share into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions and to vary, modify or abrogate any such rights, privileges or conditions and to purchase or buy back any of its own shares for cancellation or otherwise in such manner as may be permitted by the Companies Act, 2013 and Rules made thereunder and provided by the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT Mr. Amit Mittal, Managing Director and Mr. Atul Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary



or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”

Item No.2

The Company and the Lenders have discussed for conversion of facilities/loan (including Interest) into equity shares of Company via One Time Settlement (OTS) Scheme; and it has been proposed to convert a part of the facilities/loans (including interest) availed by the Company from the Lenders into Equity Shares. Therefore, subject to all the necessary approvals being in place, it has been proposed to offer, issue and allot, Equity Shares on preferential basis, aggregating upto 8,00,00,000 (Eight Crore) equity shares of the Company of face value of Rs. 10/- (Rupee Ten only) each.

The post issuance percentage of Equity Shares to be held by the Lenders after the said preferential issue is as follows:

Sl. No.	Name	No. of Equity Shares Pre-issue	Percentage of Equity Shares Pre-issue	No. of Equity Shares Post Issue	Percentage of Equity Shares Post Issue
1	DBS Bank Limited	Nil	Nil	Upto 75,50,000	3.35
2	Standard Chartered Bank	Nil	Nil	Upto 1,51,00,000	6.71
3	SICOM Limited	Nil	Nil	Upto 63,00,000	2.80
4	State Bank of India	Nil	Nil	Upto 1,89,00,000	8.40
5	Allahabad bank	Nil	Nil	Upto 39,00,000	1.73
6	Edelweiss Asset Reconstruction Company Limited	Nil	Nil	Upto 2,38,50,000	10.60



7	IDBI Bank Limited	Nil	Nil	Upto 44,00,000	1.95

As a Special Resolution

CONVERSION OF DEBT INTO EQUITY SHARES OF THE COMPANY:-

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 as amended (“SEBI (SAST) Regulations”) and various rules, regulations, press notes, notifications, any other guidelines and clarifications issued by the Government of India, all applicable regulations, circulars, notifications issued by the Securities and Exchange Board of India (“SEBI Regulations”), the Reserve Bank of India (“RBI”), stock exchanges on which the equity shares of the Company are listed and also by any other statutory/regulatory authorities and subject to all such other approvals, permissions, consents and/or sanctions of any authorities as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), to offer, issue and allot, on preferential basis, aggregating upto 8,00,00,000 (Eight Crore) equity shares of the Company having face value of Rs.10/- (Rupee Ten) each at a price to be calculated as per SEBI (ICDR) Regulations, 2009 on the basis of the Relevant Date (i.e. the date 30 (thirty) days prior to the date of completion of this Postal Ballot) to the following lenders of the Company viz., SICOM Limited, Standard Chartered Bank, State Bank of India, DBS Bank Limited, Edelweiss Asset Reconstruction Company Limited,



IDBI Bank Limited, and Allahabad Bank ("Lender(s)") in lieu of conversion of their facilities/loans (including Interest) through One Time Settlement (OTS) Scheme or otherwise as may be agreed between the said Lender(s) and the Board of Directors of the Company and each such Lender shall be allotted such number of equity shares as may be decided by the Board of Directors of the Company, upon conversion of the said facilities/loans availed by the Company from the respective Lender(s);

RESOLVED FURTHER THAT the Preferential Issue of the Equity Shares to the Lenders upon conversion of a part of their facilities/ loans(including Interest) into Equity Shares shall be, *inter alia*, on the following terms and conditions:

- a. The 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the Equity Shares shall be 17th November, 2017 i.e. the date 30 days prior to the date of completion of this Postal Ballot;
- b. Equity Shares shall be allotted to the Lenders at a price to be calculated on the basis of the Relevant Date i.e. 17th November, 2017 and the same is to be calculated as per SEBI ICDR Regulations;
- c. The Equity Shares shall be fully paid-up and shall rank pari-passu in all respects with the existing Equity Shares of the Company in accordance with the Memorandum of Association and the Articles of Association of the Company;
- d. The Preferential Issue of the Equity Shares shall only be made in dematerialized form and shall, subject to receipt of necessary approvals and shall be listed and traded on the National Stock Exchange of India Limited and the BSE Limited;
- e. In pursuance of the Preferential Issue, as aforesaid, the shares to be allotted to the Lenders, shall remain locked-in for such period as specified under the SEBI ICDR Regulations;
- f. The Equity Shares to be issued upon conversion of the said facilities/loans availed by the Company from the Lenders shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any regulatory, Stock Exchange or Government of India (GOI) approval(s) or any other approval as may be required from any other statutory/regulatory authorities under any other applicable laws, the allotment shall be completed within 15 (Fifteen) days of receipt of such approval(s);



- g. Upon allotment of the Equity Shares to the respective Lenders on conversion of their said facilities/loans into Equity Shares, the said facilities/loans from each Lender to the Company shall stand reduced to the extent of conversion thereof into Equity Shares; and such facilities/loans so converted shall cease to carry any interest from the date of allotment of the Equity Shares;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to allot such number of equity shares in one or more tranches to each lender pursuant to this resolution, as may be thought fit or decided by the Board, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of the Equity Shares without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Item No.3

The Promoter Entity shall enter into a Pre-emptive Options Agreement with the Lender(s) so that the Promoter Entity shall, during the Call Option Exercise Period, have the right to purchase up to 50.0 % (Fifty Percent) of the issued Shares i.e. upto 4,00,00,000 (Four Crore) equity shares from the Lenders at the issued price, on a spot delivery basis, on the terms and conditions as set out in the said Agreement, at the price ("Call Transfer Price") as applicable in a block deal, in case of a block deal, or the price prevailing on the floor of the relevant stock exchange at the time of the



trade, in case of any other relevant mechanism or at any other price in case of an off-market transaction. The Promoter Entity shall have the right to nominate any third party (including any Affiliate of the Promoter Entity) to purchase a part or whole of the said Equity Shares.

As a Ordinary Resolution

TO ENTER INTO PRE-EMPTIVE OPTIONS AGREEMENT(S) WITH THE LENDER(S)

“RESOLVED THAT pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and applicable provisions, if any, of the other SEBI Regulations and further subject to such consents, approvals and permissions as may be required in this regard, draft of the Pre-emptive Options Agreement(s), providing guarantee to the Lenders to purchase the issued shares at the issued price from the respective lenders or to provide the shortfall, if any, to the respective lenders from realization of said shares issued to Lender(s) through One Time Settlement (OTS) Scheme or otherwise as may be agreed between the said Lender(s) and the Board of Directors of the Company aggregating up to 4,00,00,000 (Four Crore) equity shares of Company, to be entered into by a Promoter Group Company (“PGC”) or any other nominee/assignee of PGC with the lending institutions i.e. SICOM Limited, Standard Chartered Bank , State Bank of India, DBS Bank Limited, Edelweiss Asset Reconstruction Company Limited, IDBI Bank Limited, and Allahabad Bank (hereinafter referred to as the “Agreements”) be and is/are hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing resolution, as may be thought fit or decided by the Board, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise, without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or Committee of the Board, or any other Officer(s) of the Company to give effect to the aforesaid resolution."

This is for your information & records purpose.

Yours truly

FOR A2Z INFRA ENGINEERING LTD



Atul Kumar Agarwal

Company Secretary

FCS-6453

Place: - Gurugram

