

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



