

A2Z INFRA ENGINEERING LTD.

(Previously Known as A2Z Maintenance & Engineering Services Limited)
CIN NO. L74999HR2002PLC034805



REF. No. : - A2ZINFRA/SE/2016-17/036

BY E-FILING

17th June, 2016

To

~~BSE Limited~~

Phiroze Jeejeebhoy Towers
Rotuda Building, Dalal Street,
Mumbai-400 001

Fax-022-22722039

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

Subject: Notice of the Postal Ballot

Dear Sir,

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the copy Notice of the Postal Ballot dated May 28, 2016 which has been dispatch to the shareholders of the company in compliance with the provision of Section 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as on 17th June, 2016 to seek consent of the members for the resolution as mention in the aforesaid notice.

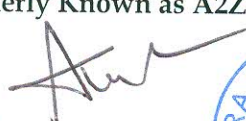
This is for your information & records purpose.

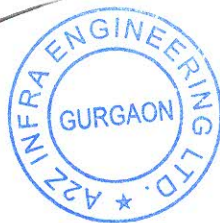
Thanking you

Yours truly

FOR A2Z INFRA ENGINEERING LTD.

(Formerly Known as A2Z Maintenance & Engineering Services Limited)


Atul Kumar Agarwal
Company Secretary
FCS-6453
Place: - Gurgaon



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

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

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



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A2Z INFRA ENGINEERING LTD.

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)

(CIN-L74999HR2002PLC034805)

Registered Office: O-116, First Floor, DLF Shopping Mall, Arjun Marg, DLF City, Phase - 1, Gurgaon-122002, Haryana

Corporate Office: Plot No.B-38, Institutional Area, Sector 32, Gurgaon-122001, Haryana

E-mail: investor.relations@a2zemail.com, Website: www.a2zgroup.co.in

Tel.: 0124-4517600, Fax: 0124-4380014

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,
The Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other applicable Rules issued under the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for seeking the approval of the members for the proposal contained in the draft resolutions appended below by way of Special resolutions passed through Postal Ballot which includes voting by electronic means. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts pertaining to the said resolutions along with Postal Ballot Form (the "Form") are annexed herewith for your consideration and voting.

The Board of Directors of the Company has appointed Mr. Nitin Goyal (C.P. No. 11599), Company Secretary in Practice, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the postal ballot form, fill up the form, give your assent or dissent on the resolutions at the end of the form, and sign the same and return the duly completed form in the attached, self-addressed, postage prepaid envelope so as to reach the scrutinizer before the close of working hours i.e. **on or before 5:00 p.m., Sunday, July 17, 2016**. Please note that any postal ballot forms(s) received after July 17, 2016, 5:00 p.m. will be treated as not having been received. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the form. References to Postal Ballot(s) in this notice include votes received electronically. The Scrutinizer after completion of the e-voting and scrutiny of postal ballots will submit his report to the Chairman of the Company or to any other Director, or Company Secretary or any other Officer authorised in that behalf. The result of the postal ballot/ e-voting will be declared by the Chairman or any other director duly authorized by the Board on **July 19, 2016 (Tuesday)** on or before 5.00 p.m. at the registered office of the Company. The date of declaration of result of postal ballot/e-voting will be taken to be the date of passing of the resolutions. The result of the postal ballot/e-voting will be published in the newspaper within 48 hours of the declaration of the result and will also be posted on the Company's website www.a2zgroup.co.in and will be

simultaneously communicated to the stock exchanges where the Company's shares are listed (i.e. BSE Limited and National Stock Exchange of India Limited).

ITEM NO. I:-

Alteration of the Object Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 4 and all other applicable provisions, if any, of Companies Act, 2013 ("Act"), (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, as amended from time to time, and subject to the approval of the Registrar of Companies NCT of Delhi & Haryana, New Delhi ("ROC") and/or of any other statutory or regulatory authority, as may be necessary, the Clause III A of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clauses 9 and 10 after sub clause 8 under Part- A of Clause III of the Memorandum of Association of Company:

9. To carry on in India or elsewhere the business to manufacture, develop, import, export, buy, sell, distribute, transfer, lease, hire, license, use, dispose off, operate and maintain, provide network as PPP, develop network as EPC, fabricate, construct, assemble, record, maintain, repair, recondition, work, alter, convert, improve, procure, install, modify, or to act as consultant, agent, distributors, licensee, sub-licensor, partner, broker, franchisee, franchiser, job-worker, representative, advisor, or otherwise to deal in all kinds of telecom equipment's for all type of wireline and wireless networks, technology enabled services, hardware, software, micro-processors, electronic and electrical apparatus, switchers, radio equipment's, router, CPEs, cables, optic fiber bandwidth, spectrum, tower, equipment, gadgets, peripherals, modules, auxiliary instruments, tools, plants, machines, work systems, conveniences, spare parts accessories devices, components and fixture relevant to any technology and of different capacities, sizes, specifications, applications, description and models used or may be used in the communication, telecom, media, entertainment and information technology industries.



