

A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



BY E-FILING

REF. No.:- A2ZINFRA/SE/2017-18/113

17th November, 2017

To,

✓ BSE Limited

Phiroze Jeejeebhoy Towers
Rotuda 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

Subject: Notice of Postal Ballot

Dear Sir,

Pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Notice of Postal Ballot dated September 21, 2017 which has been dispatched to the shareholders of the Company in compliance with the provisions 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 November, 2017 to seek consent of the members for the resolutions as mentioned in the aforesaid notice.



In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to all the shareholders of the Company which begins on **Saturday, November 18, 2017 at 9:00 am** and ends on **Sunday, December 17, 2017 at 5:00 pm**, during which shareholders may cast their votes electronically.

You are requested to take the above information on your records.

Thanking you,

Yours truly

FOR A2Z INFRA ENGINEERING LTD.

Atul Kumar Agarwal
Company Secretary
FCS-6453

Add: - Plot No. B-38, Institutional area,
Sector-32, Gurgaon-Haryana

Enclosure: Copy of Notice of Ballot

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



A2Z INFRA ENGINEERING LTD.

(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 Ordinary / 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. Deepak Gupta, (C.P. No. 4629) Partner, DR Associates, Company Secretaries 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, December 17, 2017**. Please note that any postal ballot forms(s) received after **December 17, 2017, 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 authorized in this behalf. The result of the Postal Ballot/ e-voting will be declared by the Chairman or any other person duly authorized by the Board on or before **December 19, 2017 (Tuesday) at 5.00 p.m.** at the registered office of the Company. The date of completion 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 on the website of NSDL 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).

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

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an Ordinary Resolution:

"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 ₹ 160,00,00,000/- (Rupees One Hundred Sixty Crores only) divided into 16,00,00,000 (Sixteen Crores) equity shares of ₹ 10/- (Rupees Ten Only) each to ₹ 240,00,00,000/- (Rupees Two Hundred Forty Crores only) divided into 24,00,00,000 (Twenty Four Crores) equity shares of ₹ 10/- (Rupees Ten Only) each by creation of 8,00,00,000 (Eight Crore) additional equity shares of ₹ 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 ₹ 240,00,00,000/- (Rupees Two Hundred Forty Crores only) divided into 24,00,00,000 (Twenty Four Crores) equity shares of ₹ 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



