

A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



BY E-FILING

REF. No.:- A2ZINFRA/SE/2017-18/151

February 23, 2018

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: Outcome of the Board Meeting duly held on Friday, February 23, 2018: Approval of One Time Settlement (OTS) with Standard Chartered Bank towards Debt settlement of INR 344.93 Crores, for a Total Consideration of INR 120 Cr and allotment of shares to Standard Chartered bank

Dear Sir,

The decisions and outcome of the Meeting of the Board of Directors of the A2Z Infra Engineering Ltd. (The Company) duly held on Friday, February 23, 2018 are as follows:-

1. Board approves One Time Settlement (OTS) with Standard Chartered Bank (hereinafter referred to as "SCB"), a Lender of the Company. Total Debt Addressed is INR 344.93 Cr., at OTS Consideration of INR 120 Cr.

As required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details are as follows:

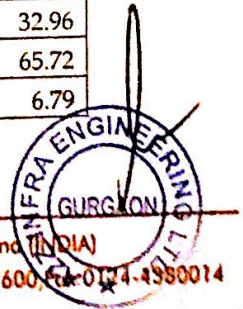
i. Facts

The Company and its subsidiaries had availed financial assistance as term loan from Standard Chartered Bank (the "Lender"), As per books and accounts of SCB, present aggregate outstanding is INR 344.93Cr. (including interest) and the Company and its subsidiaries were finding it difficult to service the interest payments on the said amount.

The details of outstanding amount towards the Company and its subsidiaries are as follows:

Name of Borrower	Amount Outstanding (INR Cr.)
A2Z Infra Engineering Limited	108.46
A2Z Waste Management (Aligarh) Private Limited	10.68
A2Z Waste Management (Meerut) Private Limited	3.28
A2Z Waste Management (Moradabad) Private Limited	10.74
A2Z Waste Management (Varanasi) Private Limited	32.96
A2Z Green Waste Management Limited	65.72
A2Z Waste Management (Aligarh) Limited	6.79

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: 0124-4580014
Website: www.a2zgroup.co.in, E-mail : info@a2zemail.com



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A2Z Waste Management (Varanasi) Private Limited	32.96
A2Z Green Waste Management Limited	65.72
A2Z Waste Management (Aligarh) Limited	6.79
A2Z Waste Management (Badaun) Limited	8.22
A2Z Waste Management (Balai) Limited	5.73
A2Z Waste Management (Fatehpur) Limited	5.65
A2Z Waste Management (Meerut) Limited	24.78
A2Z Waste Management (Mirzapur) Limited	7.07
A2Z Waste Management (Moradabad) Limited	6.95
A2Z Waste Management (Ranchi) Limited	40.66
A2Z Waste Management (Sambhal) Limited	7.24
Total	344.93

The SCB invoked the Corporate Guarantee(s) provided by the Company w.r.t the outstanding loan of the above said subsidiary companies and now the Company has acknowledged the same and has accepted the said liabilities.

Company was in discussion with SCB for One Time Settlement (OTS) and sent its proposal to SCB. SCB has accepted the Company's proposal, and SCB, Company and Subsidiaries Company have signed the settlement agreements on 23rd February, 2018.

ii. Debt Reduction Plan and Reasons for OTS

Over the past 2 years, the company has been working assiduously to turn the Company around by addressing and reducing the debt burden of the Company. In this reference Company had earlier announced settlement of debt of SICOM Ltd and Edelweiss Asset Reconstruction Company Limited as representative of EARC Trust SC 299 for loan assigned by Yes Bank Ltd.

Now, the Company has reached a One Time Settlement (OTS) agreement with SCB.

Details of Debt Reduction achieved so far:

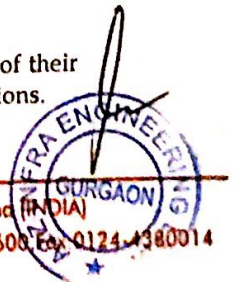
With the OTS of Standard Chartered Bank debt of INR344.93 Cr, the total debt addressed and settled by the company comes to as hereunder:

Lender	Total Debt Amount	Total OTS Consideration (Amount in INR)
SICOM Ltd	114.28 Cr	42.5 Cr
Edelweiss ARC -Yes Bank	130.83 Cr	57.5 Cr
Standard Chartered Bank	344.93 Cr	120.0 Cr
Total	590.04 Cr	220.0 Cr

As per the proposed terms of the said Standard OTS the existing liability of INR 344.93Cr was settled at INR 120 Cr as follows:-

Cash out flow of INR 70.00 Cr and balance amount of INR 50 Cr shall be payable by conversion of their loan into fully paid up equity shares of the Company at the price determined under ICDR Regulations.

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This step will be highly beneficial for the Company by improving the Company's balance sheet and solvency.

iii. Summary Details of the Standard Chartered Bank OTS :

Total SCB outstanding: INR 344.93 Cr.

One Time Settlement scheme:

Total Consideration to be paid towards OTS: INR 120 Cr., in the following manner:

a. Cash Payment- INR 70.00 Cr.

b. Issuance of Shares- INR 50 Cr.

Issuance of shares for INR 50 Cr. in terms of Chapter VII of SEBI ICDR Regulations.

2. Allotment of Shares

In terms of in-principle approval granted by both the Stock Exchanges and approval granted by the shareholders of Company through Postal ballot on December 17, 2017, the Board of Directors has approved the allotment of 1,25,62,815 (One Crore Twenty Five Lakh Sixty Two Thousand Eight Hundred Fifteen) equity shares having face value of INR 10/- each issued at INR 39.80/- on preferential basis as per SEBI (ICDR) Regulations, 2009 as amended from time to time to lender on Conversion of Loan to the following allottee as follows:

S.No.	Name of Allottee	No. of Shares	Amount in INR
1.	Standard Chartered Bank	1,25,62,815	50,00,00,037/-

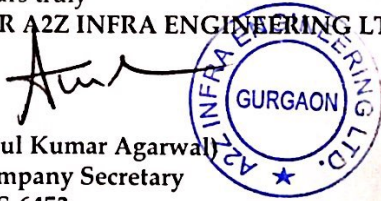
Further Consequent to the said allotment, the paid up capital of the Company shall be INR 176,11,98,580/- divided into 17,61,19,858 equity shares of face value of INR 10/- each. The said outcome has been uploaded on the website of Stock Exchange and on the website of the Company at www.a2zgroup.co.in.

You are requested to take the above information on record.

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

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