



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

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.”

2. CONVERSION OF DEBT INTO EQUITY SHARES OF THE COMPANY:-

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

“**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 ₹ 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.”

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“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.”

**By Order of the Board
For A2Z Infra Engineering Ltd.**

(Atul K. Agarwal)

Vice President & Company Secretary

FCS-6453

**Place: Gurgaon
Dated: 21.09.2017**

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special resolutions is appended herein below:
2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other

items of special business, seek the approval of the shareholders to certain resolution(s) through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.

3. The notice is being sent to all the Shareholders, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on November 10, 2017 (Friday).
4. The Company has appointed Mr. Deepak Gupta, (C.P. No. 4629), Partner D.R. Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope is attached to this Notice. The self-addressed envelope bears the address at which duly completed Postal Ballot Form is to be sent.
6. The scrutinizer will submit his report after completion of the scrutiny and the result of the Postal Ballot will be announced at the Registered Office of the Company on or before **Tuesday, December 19, 2017 on or before 5.00 p.m.** The results of the Postal Ballot will be displayed at the Registered Office of the company and shall also be posted on the websites of the Company - www.a2zgroup.co.in and NSDL, besides communicating to the stock exchanges on which the shares of the Company are listed.
7. 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 provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the option of e-voting facility as an alternate to all the shareholders of the Company. E-voting is optional for shareholders. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download Postal Ballot Form from <http://www.evoting.nsdl.com> or <http://www.a2zgroup.co.in> or seek duplicate Postal Ballot Form from the Company, fill in the details and send the same to the Scrutinizer.
8. The Notice of Postal Ballot is also placed on the website of the Company <http://www.a2zgroup.co.in>.

The instructions for Shareholders for e-voting are as under:

- a) **In case of Shareholders' receiving e-mail from NSDL:**
 - i. For Members whose email address have been registered: open the attached PDF file “A2ZINFRA – e-voting.pdf” giving your “User ID” and “Password for e-voting”. For Members who have not registered their email ids: please refer to the user id and password printed on the postal ballot form.
 - ii. Please note that the password is an initial password.
 - iii. Open internet browser by typing the URL: <http://www.evoting.nsdl.com>.
 - iv. Click on “Shareholders Login”.
 - v. Put User Id and password as initial password noted in step (i) above and Login.
 - vi. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.

- vii. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
- viii. Home page of “e-voting” opens. Click on “e-voting – Active Voting Cycles”.
- ix. Select “EVEN” of A2Z INFRA ENGINEERING LTD.
- x. Now you are ready for “e-voting” as “Cast Vote” page opens. Voting period commences on and from **November 18, 2017 at 9.00 a.m.** and ends on **December 17, 2017 at 5.00 p.m.**
- xi. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Upon confirmation, the message, “Vote cast successfully” will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through email on deepak@drassociates.org with a copy marked to evoting@nsdl.co.in.
- xiii. In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
- xiv. In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading postal ballot form from the link URL: <http://www.evoting.nsdl.com> or www.a2zgroup.co.in or by obtaining duplicate form from the Company’s Registrar and Share Transfer Agents, Alankit Assignments Limited, 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi -110 055.
- xv. Members who have not registered their e-mail address so far are requested to register their e-mail ID’s, so that they can receive any communication from the Company electronically.

b) In case of Shareholders’ receiving postal ballot form by Post:

- i. Initial password is provided as below / at the bottom of the postal ballot form.

EVEN (e-Voting Event Number)	USER ID	PASSWORD/ PIN

- ii. Please follow all the steps Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholder and e-Voting User Manual for Shareholders available at the “Downloads” section of www.evoting.nsdl.com.
- d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
- 9. As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic

means. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form.

- 10. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
- 11. Shareholders desiring to exercise vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form, signed and enclosed in the self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
- 12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. November 10, 2017.
- 13. The voting period commences on **November 18, 2017 at 9.00 a.m.** and ends on **December 17, 2017 at 5.00 p.m.** The e-voting module shall also be disabled by NSDL for e-voting thereafter.
- 14. As required by Rule 22(3) of Companies (Management and Administration) Rules, 2014, details of dispatch of notice and Postal Ballot paper to the shareholders will be published in at least one (1) English newspaper having nationwide circulation and one (1) vernacular language newspaper circulating in Haryana. The result of the Postal Ballot will also be displayed on the websites of the Company – www.a2zgroup.co.in and NSDL. For any grievances connected with the voting by Postal Ballot including voting by electronic means, shareholders may address their queries at evoting@nsdl.co.in or call NSDL on 1800-222-990 or send requests to the Company’s email id: investor.relations@a2zemail.com or may contact the Compliance Officer of the Company at +91-124-4517600.
- 15. All documents proposed for approval, if any, in the above notice and documents specifically stated to be open for inspection in the explanatory statement are open for inspection at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on all working days (except Saturdays, Sundays and Holidays) up to the date of completion of the Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The present Authorised Share Capital of the Company is ` 160,00,00,000/- (Rupees One Hundred Sixty Crores only) divided into 16,00,00,000 (Sixteen Crores) equity shares of ` 10/- each (Rupees Ten Only). The present Paid-up Share Capital of the Company is ` 145,07,44,740 (Rupees One Hundred Forty Five Crore Seven Lakh Forty Four Thousand Seven Hundred Forty Only) comprising 14,50,74,474 (Fourteen Crore Fifty Lakh Seventy Four Thousand Four Hundred Seventy Four Only) Equity Shares of ` 10/- each (Rupees Ten Only).

Company is planning to issue of equity shares in lieu of conversion of facilities/loans (including interest) to the lenders on such terms and conditions and at such time as mentioned in the resolution at Item No. 2 of this Notice.

Accordingly, the Authorised Share Capital of the Company shall stand increased from the present Authorised Share Capital of ₹ 160,00,00,000/- (Rupees One Hundred Sixty Crores Only) divided into 16,00,00,000 (Sixteen Crores) equity shares of ₹ 10 each (Rupees Ten Only) 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 Crores) 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.

As a consequence of the above, it is necessary to alter the Capital Clause of the Memorandum of Association of the Company. As per the provisions of Section 61 of the Companies Act, 2013, the increase in the Authorised Share Capital and alteration of the Memorandum of Association of the Company require the consent of the shareholders by way of an Ordinary Resolution. The Board has at its meeting duly held on September 21, 2017 has approved, subject to the approval of the shareholders, the above proposal for increase of the Authorised Share Capital and the Alteration in the Capital Clause of the Memorandum of Association of the Company.

The draft of the Memorandum of Association of the Company, after incorporating the proposed changes is available for inspection by the Members at the Registered Office of the Company from 10.00 a.m. to 12.00 noon on any working day up to the date of completion of the Postal Ballot.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or their relatives, Key Managerial Personnel or their relatives are in any way concerned or interested, financial or otherwise, in the proposed Resolution.

Item No. 2

1. The Company has availed financial assistance from various banks/ financial institutions (the "Lenders") for the purposes set forth in the respective financing documents entered into between the Company and the Lenders.

The Company is finding it difficult to service the debt in the present situation due to delayed realization of past receivables from Government Agencies/ PSUs resulting in mismatch of the cash flows of the Company. Overall situation of the market and fall in revenue has caused severe liquidity crunch and as a result, there has been delay at times in debt servicing to Lending Institutions.

Hence, with a view to reduce the interest burden on the Company and to service the debt, it is necessary to keep the debt of the Company at optimum level, so that the Company is able to service its debt in a stable manner, the Board of Directors has approved, subject to the approval of the shareholders, the issue of equity shares in lieu of conversion of facilities/loans (including interest) on such terms and conditions and at such time as mentioned in the resolution at Item No. 2 of this Notice.

Accordingly, the Company and the Lenders have discussed for conversion of facilities/loans (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 as mentioned in the resolution at Item No. 2 of this Notice. 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 up to 8,00,00,000 (Eight Crore) equity shares of the Company of face value of ₹ 10/- (Rupee Ten

only) each. The said shares shall be allotted to the Lenders under Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder. The said allotment is subject to receipt of approval, if applicable from any statutory/regulatory authorities under relevant applicable laws.

The price for the allotment of the equity shares to the Lenders, upon the conversion of the said facilities/loans into equity shares, shall be determined on the basis of Relevant Date (i.e. November 17, 2017 being the date 30 days prior to the date of completion of this Postal Ballot), in accordance with SEBI ICDR Regulations. Upon allotment of Equity Shares by the Company to the Lenders, the said facilities/loans from each Lender to the Company shall stand reduced to the extent of the conversion thereof into Equity Shares of the Company.

In the Opinion of the Board, this step will prove beneficial to the company in the long run and the company shall be able to restructure its debt and also improve its financial position.

2. In terms of Section 62 of the Companies Act, 2013 read with the SEBI ICDR Regulations, the Preferential Issue requires approval of the Company's members by way of a special resolution. The Board, therefore seeks approval of the members as set out in the notice, by way of a special resolution.
3. The Preferential Issue of the Equity Shares will be governed by the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI ICDR Regulations and other applicable laws.
4. The recognized stock exchange referred to above means, either of the BSE Limited (the "BSE") or the National Stock Exchange of India Limited (the "NSE") on which the Equity Shares of the Company are listed.
5. It may be noted that as per Section 62 of the Companies Act, 2013 read with rules thereunder and Chapter VII of ICDR Regulations, it is necessary to disclose the details of the Lenders and certain other matters to the shareholders of the Company, while seeking their approval for issuing the Equity Shares on preferential basis. Hence, the relevant disclosures/details are given below:

5.1 Objects of the Issue:

The Board proposes to issue shares to the Lenders upon conversion of facilities/loans (including interest) availed by the Company from the Lenders, into Equity Shares, to reduce the debt of the Company. The Board is of the view that to keep the debt of the Company at optimum level, it is necessary to reduce the overall debt of the Company so that the Company is able to run its operations viably.

Hence, the Board recommends the Preferential Issue of the Equity Shares to the Lenders.

5.2 Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:

None of the Promoters, directors or key managerial personnel is proposing to subscribe to any Equity Shares under this Preferential Issue of Equity Shares.

5.3 Shareholding pattern of the Company, before and after the Preferential issue:

The pre-allotment (as on September 15, 2017) and post-issue shareholding pattern of the Company, is as under:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' Shareholding:				
1	Indian:				
(a)	Individuals	2,98,53,485	20.58	2,98,53,485	13.26
(b)	Bodies Corporate	2,22,00,000	15.30	2,22,00,000	9.87
	Sub Total(1)	5,20,53,485	35.88	5,20,53,485	23.13
2	Foreign Promoters				
(a)	Individuals	0	0	0	0
(b)	Bodies Corporate	0	0	0	0
	Sub Total(2)	0	0	0	0
	Total Shareholding of Promoter & Promoter Group (A)	5,20,53,485	35.88	5,20,53,485	23.13
B	Non-Promoters' Shareholding:				
1	Institutional Investors				
(a)	Foreign Portfolio Investors	31,28,439	2.16	31,28,439	1.39
(b)	Financial Institutional Investors/ Banks	34,88,483	2.40	5,33,38,483	23.70
(c)	Foreign Institutional Investors	31,83,157	2.19	31,83,157	1.41
	Sub Total B(1)	98,00,079	6.76	5,96,50,079	26.50
2	Central Government/ State Government(s)/ President of India	0	0	0	0
	Sub Total B(2)	0	0	0	0
3	Non-Institutional Investors:				
(a)	i. Individual holding nominal share capital up to ` 2 Lakh	2,15,00,827	14.82	2,15,00,827	9.55
	ii. Individual holding nominal share capital in excess of ` 2 Lakh	2,16,44,751	14.92	2,16,44,751	9.62
(b)	NBFCs registered with RBI	56,028	0.04	63,56,028	2.82
(c)	Any other:				
	Bodies Corporate	2,95,62,217	20.38	5,34,12,217	23.73
	Non Resident Indians	1,04,46,837	7.20	1,04,46,837	4.64
	Trusts	10,250	0.01	10,250	0.00
	Clearing Member	0	0	0	0
	HUF	0	0	0	0
	Sub-Total B(3)	8,32,20,910	57.36	11,33,70,910	50.37
	Sub-Total (B)	9,30,20,989	64.12	17,30,20,989	76.87
	Grand Total	14,50,74,474	100.00	22,50,74,474	100.00

This table shows the expected shareholding pattern of the Company upon consummation of the preferential allotment and assuming that holdings of all other shareholders (other than Non-Promoter Shareholding of the FI's/Banks/Body Corporate), shall remain the same post-Issue, as they were on the date on which the pre-issue shareholding pattern was prepared.

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

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	IBDI Bank Limited	Nil	Nil	Upto 44,00,000	1.95

5.4 Proposed time within which the Preferential Allotment shall be completed:

Under Regulation 74(1) of the SEBI ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities [subject to all the necessary approvals being in place]. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

5.5 The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Equity Shares aggregating up to 8,00,00,000 (Eight Crore) equity shares of the Company of face value of ₹ 10/- (Rupees Ten Only) each at the price to be calculated as per SEBI (ICDR) Regulations, 2009 on the basis of the Relevant Date (which is the date that is 30 (thirty) days prior to the date of completion of this Postal Ballot) are proposed to be allotted to the following lenders of the Company viz., Standard Chartered Bank, State Bank of India, SICOM Limited, DBS Bank Limited, IDBI Bank Limited, Allahabad bank, and Edelweiss Asset Reconstruction Company Limited ("Lender(s)") and each such Lender shall be allotted such number of shares as may be decided by the Board of Directors of the Company, upon conversion of their facilities/loans (including interest) availed by the Company from the respective 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.

Since the Preferential Issue of Equity Shares is to the Banks except SICOM Limited and Edelweiss Asset reconstruction Company Limited, the requirement of mentioning identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees is not applicable pursuant to Regulation 73 of the SEBI ICDR Regulations.

The beneficial owner in case of SICOM Limited is Governor of Maharashtra being the single largest Shareholder holding 48.96 % of total paid up Equity share capital of SICOM Limited.

The Beneficial Owner in case of Edelweiss Asset Reconstruction Company Limited is Edelweiss Financial Services Limited, a listed Company hence no further disclosure is required.

Change in control: As a result of the proposed preferential issue of Equity Shares upon conversion of said facilities/loans into Equity Shares, there will be no change in the control of the Company.

5.6 The number of persons to whom allotment on preferential basis have already been made during the year in terms of number of securities as well as price:

During the year, the Company has not made any allotment on preferential basis to any person.

5.7 Requirements as to re-computation of price:

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under Regulation 73(1) (f) and (g) of the ICDR Regulations.

5.8 Relevant Date and Issue Price:

In terms of Chapter VII of SEBI ICDR Regulations, since the Equity Shares of the Company have been listed on the recognised stock exchanges for a period of more than twenty six weeks as on the Relevant Date, the Equity Shares proposed to be issued to the Lenders will be issued and allotted at a price not less than the higher of the following in terms of Regulation 76 of the SEBI ICDR Regulations:

- i. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date (as defined below); or
- ii. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date (as defined below).

The "Relevant Date" for the preferential issue, as per the ICDR Regulations, for the determination of applicable price for the Issue of the Equity Shares for the proposed Preferential Issue shall be November 17, 2017 which is the date 30 (thirty) days prior to the date of completion of this Postal Ballot .

5.9 Lock-In Period:

The Equity Shares issued pursuant to this Preferential Allotment to the Lenders shall be locked-in as per the applicable provisions of the SEBI ICDR Regulations, as amended from time to time. Further, pursuant to Regulation 78(6) of SEBI ICDR Regulations, since there is no pre-preferential shareholding of the Lender(s) in the Company, hence there is no requirement of lock-in on pre-preferential allotment.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer – Not Applicable

The class or classes of persons to whom the allotment is proposed to be made – Non Promoter and Non Promoter Group.

5.10 Undertakings

- a. An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so – As the equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than six (6) months, **the same is not applicable to the Company.**
- b. An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees – As the equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than six (6) months, **the same is not applicable to the Company.**

5.11 Auditor's Certificate:

The Statutory Auditors of the Company, Walker Chandok & Co. LLP, Chartered Accountants shall issue a certificate on or before the relevant date confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations.

A copy of the certificate will also be open for inspection at the Registered Office of the Company from 10.00 a.m. to 12.00 noon on any working day up to the date of completion of this Postal Ballot.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI Listing Regulations.

The Board of Directors recommends passing of the Special Resolution at Item No. 2 of the Notice. None of the Directors and Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested in the said Resolution, except and to the extent of their shareholding in the Company.

Item No. 3

The Securities Exchange Board of India (SEBI) on January 4, 2017 amended Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). As per the amended regulations, no employee including Key Managerial Personnel or Director or Promoter of a listed entity shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an Ordinary Resolution.

Pre-emptive Options Agreement(s) shall be entered into by Company, Mestric Consultants Private Limited, ("MCPL") a promoter group company or any other nominee/assignee of MCPL with the lending institutions i.e. SICOM Limited, Standard Chartered Bank, State Bank of India, DBS Bank Limited, Edelweiss ARC Limited, IDBI Bank Limited, and Allahabad Bank to purchase aggregating up to 4,00,00,000 (Four Crore) equity shares of Company from the issued shares at the issued price from the respective lenders or to provide the shortfall, if any, to the respective lenders for realization of amount equivalent to facilities/loans (including interest) amount converted into equity shares 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. The details of the proposed transaction(s) and related draft agreement(s) were placed before the Board and recorded. Further, the details of the said transaction were also intimated to National

Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) as per the SEBI Listing Regulations.

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.

The Promoter Entity may at its option exercise the Call Option as provided in the said Agreement by issuing a written notice to respective lender (such notice being the "Call Option Notice") specifying therein: (i) the date on which such sale and purchase of the Call Option Shares shall occur (the "Call Option Exercise Date"), which day shall be no later than the Call Option Exercise Period; and (ii) the identity of the nominee of the Promoter, if applicable. The issuance of the Call Option Notice shall constitute a binding obligation on Lender(s) to sell and transfer the allotted Shares or any part thereof to the Promoter Entity (and/or its nominee) on the Call Option Exercise Date at the Call Transfer Price, either on the floor of the relevant stock exchange, through a block deal trade or any other relevant mechanism or through an off market transaction, as determined by the Promoter Entity. Furthermore, in the event the Promoter Entity fails to issue the Call Option Notice within the Call Option Exercise Period, Lender(s) shall have the right to sell the issued Shares to one or more third parties.

Copies of the Draft Agreement(s) are available for inspection by the members at the registered office of the Company on all working days (except Saturday and Sunday) during business hours till the date of completion of this Postal Ballot.

Mr. Amit Mittal, being Promoter of Company is deemed to be concerned or interested in the said resolution of this notice. Ms. Dipali Mittal, being Spouse of Mr. Amit Mittal, is also deemed to be interested in the said Resolution. None of the Directors or their relatives, Key Managerial Personnel or their relatives except Mr Amit Mittal or Ms. Dipali Mittal is in any way concerned or interested, financial or otherwise, in the proposed Resolution. The Board of Directors recommends passing the above resolution as an Ordinary Resolution.

**By Order of the Board
For A2Z Infra Engineering Ltd.**

(Atul K. Agarwal)

**Vice President & Company Secretary
FCS-6453**

**Place: Gurgaon
Dated: 21.09.2017**