

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



REF. No. : - A2ZINFRA/SE/2015-16/123

BY E-FILING/ FAX/COURIER

9th October, 2015

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: Postal Ballot Notice pursuant to section 110 of the Company Act, 2013.

Dear Sir

Pursuant to provision of the Listing Agreement, please find enclosed herewith certified copy of Postal Ballot Notice dated 17th September, 2015 which has been dispatched to the shareholders of the Company in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014 to seek consent of the members for the resolution as mention in the aforesaid notice.

You are requested to please take information in your records.

Thanking you,

Yours Truly

For A2Z INFRA ENGINEERING LTD.
(Formerly known as A2Z Maintenance & Engineering Services Ltd.)


Atul Kumar Agarwal
Company Secretary
FCS-6453



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



A2Z INFRA ENGINEERING LTD.

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)
(CIN-L74999HR2002PLC034805)

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

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

Tel.: 0124-4517600 Fax: 0124-4380014

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

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

To,

The Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other rules as may be applicable for seeking the approval of the members for the proposal contained in the draft resolution appended below by way of postal ballot. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolution is annexed hereto along with a postal ballot form for your consideration.

The Board of Directors has appointed Mr. Deepak Gupta (C.P. No. 4629), a Practicing Company Secretary, (a partner of DR Associates, Company Secretaries, New Delhi) as the Scrutinizer for Conducting the postal ballot and e-voting 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 resolution 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. 5:00 p.m., on **Sunday, November 8, 2015**. Please note that any postal ballot forms(s) received after November 8, 2015, 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 over leaf 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, Company Secretary or any other Authorised Officer. The result of the postal ballot/ e-voting will be declared by the Chairman or any other director duly authorized by the Board on or before 1500 hours on **November 10, 2015** 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).

1. RATIFICATION OF RELEVANT DATE FOR ISSUE OF EQUITY WARRANTS ON PREFERENTIAL BASIS TO PERSONS OTHER THAN THE PROMOTERS AND PROMOTER GROUP AS PER SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME (the "SEBI ICDR Regulations")

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution with or without modification as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in partial modification to the resolution of the shareholders passed at the extra ordinary general meeting duly held on August 17, 2015 for issue of upto 2,75,25,000 (Two Crores Seventy Five Lacs Twenty Five Thousand Only) warrants on a preferential basis to the persons other than the promoters and promoter group, entitling the holder of each warrant, from time to time to apply for and obtain allotment of one equity share of face value of Rs. 10/- each fully paid up against such Warrant (hereinafter referred to as "Warrants" or "Equity Warrants") in one or more tranches through a private placement offer letter and/or memorandum and/or such other documents or writings in such a manner at such price and, on such other terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable provisions of the law as may be prevailing at the time; the relevant date be and is hereby ratified as under."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- In accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the **"Relevant Date"** for the purpose of calculating the price for the issue of Equity Shares pursuant to the exercise of the Warrants is **July 17, 2015**, i.e. 30 days prior to the date of the extra-ordinary general meeting i.e. August 17, 2015 (since July 18, 2015 fell on a weekend i.e. a Saturday);

"RESOLVED FURTHER THAT as a consequence of the aforesaid change in Relevant Date in partial modification to Item No. 2 of the earlier notice dated July 16, 2015 (the **"EGM Notice"**) for convening the extra-ordinary general meeting dated August 17, 2015, be and is hereby ratified and is deemed to have been so ratified and all the other terms of the said EGM Notice shall remain unchanged."



"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolution to any Director(s) or to any Committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated herein above, be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board
For A2Z INFRA ENGINEERING LTD.
(Formerly known as A2Z Maintenance
& Engineering Services Limited)**

**Sd/-
(Atul Kumar Agarwal)
Vice President &
Company Secretary**

**Dated : September 17, 2015
Place : Gurgaon**

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed resolution is annexed hereto.
2. 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 September 30, 2015.
3. The Company has appointed Mr. Deepak Gupta, Partner of DR Associates, Company Secretaries, as a Scrutinizer for conducting the postal ballot process in a fair and transparent manner. 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 1500 hours on November 10, 2015. The results of the postal ballot will be displayed at the Registered Office, Corporate Office of the company and shall also be posted on the Company's website www.a2zgroup.co.in besides communicating to the stock exchanges on which the shares of the Company are listed.
4. In compliance with the clause 35B of the Listing Agreement, provision of section 110 and section 108 of the Act, read with Rule 18 & 22 of the Companies (Management and Administration) Rules 2014 the company is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable shareholders to cast their votes electronically instead of physical mode. E-voting is optional for shareholders. 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.

www.a2zgroup.co.in or seek duplicate postal ballot form from the Company, fill in the details and send the same to the scrutinizer.

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. (Formerly known as A2Z Maintenance & Engineering Services Limited).
- x. Now you are ready for "e-voting" as "Cast Vote" page opens. Voting period commences on and from October 10, 2015 at 9.00 a.m. and ends on November 8, 2015 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 Height, Jhandewalan Extension, New Delhi-110055.

- xv. The date of declaration of results of the postal ballot, i.e. November 10, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority
- xvi. Members who have not registered their e-mail address so far are requested to register their email 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.
- a) Once the e-voting period has ended the facility will be blocked and no voting will be allowed beyond the said date and time.
- b) 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.
- c) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- d) 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).

5. 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.
6. 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 also 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.
7. 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.
8. 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. September 30, 2015.

9. The voting period ends on **November 8, 2015 at 5.00 p.m.** The e-voting module shall also be disabled by NSDL for voting there after.

10. The scrutinizer will submit his report to the Chairman of the Company or to any other Director, Company Secretary or any other Authorized Officer after completion of the scrutiny and the result of the postal ballot will be announced at the registered office of the Company situated at O-116, First Floor, DLF Shopping Mall, Arjun Marg, DLF Phase-I, Gurgaon-122002, Haryana on or before 1500 hours on **November 10, 2015**. The result of the postal ballot will be displayed at the Registered Office, Corporate Office of the company and shall also be posted on the Company's website www.a2zgroupp.co.in and communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of postal ballot, the date of declaration of postal ballot result shall be deemed to be the date of passing of the said resolution.

11. 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 publish in at least one (1) English and one (1) vernacular language newspaper circulating in Haryana. The result of the postal ballot will also be displayed at website of the Company – www.a2zgroupp.co.in. 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 and also send requests to the Company's investor email id: investor.relations@a2zemail.com.

12. 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 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the postal ballot.

ANNEXURE TO THE NOTICE

Statement to be annexed to notice pursuant to Sections 102 & 110 of the Companies Act, 2013, to the extent applicable is as under:

Item 1

The Board of Directors of the Company at its meeting held on July 16, 2015 had recommended and sought the approval of the shareholders for the issue of upto 2,75,25,000 (Two Crores Seventy Five Lacs Twenty Five Thousand only) warrants (the "Warrants") to the persons other than the promoters and promoter group under Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and Section 42, Section 62 and other applicable provisions of the Companies Act, 2013, each as amended, entitling the holder of each Warrant, from time to time to apply for and obtain allotment of one equity share of face value of Rs. 10/- each fully paid up against each of such Warrant, in accordance with the SEBI ICDR Regulations. Further, the shareholders of the Company had approved the said issue of Warrants vide Special Resolution passed in the extra ordinary general meeting duly held on August 17, 2015.



The relevant date for determination of price for issue of equity shares arising upon exercise of option(s) by the Warrant holder as mentioned in the notice dated July 16, 2015, was July 18, 2015, being the date 30 days prior to the date of the extra ordinary general meeting(EGM) duly held on August 17, 2015.

The Company had submitted an application for obtaining in-principle approval for the said issue of Warrants to the National Stock Exchange of India Limited (NSE) and BSE Limited, and as suggested by the stock exchanges, the Company is required to disclose the relevant date as July 17, 2015 (since July 18, 2015 fell on a weekend i.e. a Saturday) and get it ratified from the shareholders of the Company prior to the listing of the said securities.

Therefore, in partial modification to the notice dated July 16, 2015 (the "EGM Notice"), the members are hereby informed that there was an inadvertent error in the EGM Notice with respect to the relevant date, and the members are requested to take note of the relevant date as July 17, 2015 instead of July 18, 2015 (since July 18, 2015 fell on a weekend i.e. a Saturday) and ratify it.

Further, due to change in the relevant date to July 17, 2015, there is a revision of the offer price to Rs. 21.66/- per Warrant (the "issue price") including a premium of Rs. 11.66/- per share calculated in accordance with Chapter VII of the SEBI ICDR Regulations.

According to the terms of the approval under clause 24(a) of the Listing Agreement from the Stock Exchange(s), the Board in its meeting duly held on September 17, 2015 has allotted 2,46,95,780 (Two Crore Forty Six Lacs Ninety Five Thousand Seven Hundred Eighty) at a price of Rs. 21.66 per Warrant to persons other than the promoters and promoter group.

The resolution as set forth in this notice is accordingly proposed for consideration of the members.

Directors, Key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company accordingly Mr. Amit Mittal, Ms. Dipali Mittal, Mr. Rajesh Jain and Dr. Ashok Kumar Saini, Directors, and Mr. Gaurav Jain, CFO and Mr. Atul Kumar Agarwal, Company Secretary, Key managerial personnel of the Company are deemed to be concerned or interested, financially or otherwise in the above resolution to the extent of their shareholding in the Company, except that none of the Directors/ Key managerial personnel or any of their relatives are, in any way, concerned or interested, financially or otherwise in passing of the said resolution.

In order to comply with the requirements of the Companies Act, 2013, SEBI ICDR Regulations, and the Listing Agreement, each as amended, the Board of Directors of the Company proposes the aforesaid resolution for the approval of members of the Company, by way of a postal ballot.

**By Order of the Board
For A2Z INFRA ENGINEERING LTD.
(Formerly known as A2Z Maintenance
& Engineering Services Limited)**

**Sd/-
(Atul Kumar Agarwal)
Vice President &
Company Secretary**

**Dated : September 17, 2015
Place : Gurgaon**





A2Z INFRA ENGINEERING LTD.

(FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)

(CIN-L74999HR2002PLC034805)

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

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

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

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

POSTAL BALLOT FORM

S. No.	Particulars	Details
1.	Name(s) of Shareholder(s) (including Joint-holders, if any)	
2.	Registered address of the Sole/ First named Shareholders/ Beneficial Owner	
3.	DPID No. / Client ID No. (*) / Registered Folio No.	
4.	Number of Shares held	

* (Applicable to investors holding shares in dematerialized form)

5. I/We hereby exercise my/our vote in respect of the following special resolution to be passed through postal ballot for the business stated in the notice dated September 17, 2015 of the Company by sending my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

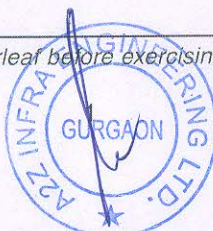
Sl. No.	Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Ratification of Relevant Date for issue of equity warrants on preferential basis to persons other than the Promoters and Promoter Group as per Securities and Exchange board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI ICDR Regulations")			

Place:
Date:

.....
(Signature of the Shareholder)

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

Note: Please read carefully the instructions printed overleaf before exercising the vote.



NOTES/INSTRUCTIONS:

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Special Resolution contained in the Postal Ballot Notice dated September 17, 2015 is being sought through postal ballot process.
2. Members desiring to cast their vote by Postal Ballot should complete and sign this postal ballot form and send it to the Scrutinizer at A2Z INFRA ENGINEERING LTD. (Formerly known as A2Z Maintenance & Engineering Services Limited) in the attached business reply envelope to this notice. Duly completed Postal Ballot form must be returned in the self-addressed business reply envelope, so as to reach the Scrutinizer on or before Sunday, November 08, 2015.
3. The votes should be cast *either* in favour or against the resolution(s) by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing [✓] in both the column will render the form invalid.
4. The notice of Postal Ballot is being dispatched to the members whose names appear on the register of members as on September 30, 2015 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the same date.
5. The Scrutinizer will submit his report to the Chairman or to any other Director, Company Secretary or any other Authorised Officer of the Company after completion of the scrutiny of votes cast through Postal Ballot Forms and e-Voting and the result of the Postal Ballot will be announced at the Registered Office of the Company situated at O-116, 1st Floor, DLF Shopping Mall, Arjun Marg, DLF Phase I, Gurgaon-122002 (Haryana) on or before 1500 hours on November 10, 2015 and shall also be displayed on the corporate office of the Company and the website of the Company, i.e. www.a2zgroup.co.in and communicated to the stock exchanges where the Company's shares are listed.

The date of declaration of the results of postal ballot result will be taken to be the date of passing of the resolution.

6. The result of the Postal Ballot will also be published in the newspapers within 48 hours of the declaration of the results and will be placed at the web-site of the Company at www.a2zgroup.co.in. Shareholders desiring to exercise voting right by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Postage will be borne and paid by the Company.

However, envelope containing Postal Ballot Forms, if sent by courier or by registered post or by speed post at the expense of shareholder will also be accepted.

7. The Postal Ballot Form should be completed and signed by the sole/first named Shareholder. In the absence of the first named shareholder, in case of joint holding, the Form may be completed and signed by the next named shareholder. *(However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).*
8. In case of shares held by Companies, Trusts, Societies, institutional shareholders etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signature/s of Authorized Signatory(ies), duly attested.
9. Incomplete, unsigned or incorrectly filled or bearing more than one [✓] Postal Ballot forms will subject to rejection by the Scrutinizer.
10. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the Scrutinizer will destroy the same.
11. ***The Company is pleased to offer e-Voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The detail procedure is enumerated in the Notes to the Postal Ballot Notice.***

Kindly note that members can opt for only one mode of voting i.e. either by Ballot Paper or through e-voting. If members are opting for e-voting, then they should not vote by Ballot paper or vice versa. However, in case Members cast their vote both by Ballot Paper and e-voting, then voting done through e-voting shall prevail and voting done by Ballot paper will be treated as invalid.

