A2Z INFRA ENGINEERING LTD.

(Previously Known as A2Z Maintenance & Engineering Services Limited)

CIN NO. L74999HR2002PLC034805

....em POWERing the nation™

REF. No. : - A2ZINFRA/SE/2016-17/037

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)

A2Z INFRA ENGINEERING LTD. GURGAON

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

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.

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10. To carry on business of buyers, sellers, wholesalers, traders, importers, exporters, improvers, indenters, stockists, distributors, contractors, agents, licensors, franchisers, dealers, maintainers, exchangers, assemblers, and jobbers in all kind of telecommunication equipment's, connections, accessories, spare parts, mobile and landline sets and connections of different sizes and specifications, all kind of software including Networking software, voice solutions, EPABX, Telecom software, computer telephony solutions, fax solutions, TTS (text to speech) solutions, telephone switches, mobile phone, electronic devices, computerized magnetic tapes, discs, cards call processing and data processing software, voice recognition products, IT related software and hardware and other related items in India and abroad.

"RESOLVED FURTHER THAT pursuant to Section 13 read with Section 4 and all other applicable provisions, if any, of the Companies Act, 2013, the following Sub-Clause 35 be inserted after Sub-Clause 34 under Part B of the Objects Clause of the Memorandum of Association of the Company."

Sub-Clause 35 :- *To undertake Corporate Social Responsibility ("CSR") activities in terms of the provisions of the Companies Act, 2013 and Rules made there under or in such other manner as the Company deems fit."*

"RESOLVED FURTHER THAT, wherever required, the reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013, in Part B of the Objects Clause of the Memorandum of Association of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, the other objects clause in the Memorandum of Association of the Company be altered by completely deleting all the existing clauses III(C) 1 to III(C) 53."

"RESOLVED FURTHER THAT any Director of the Company and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clauses of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority."

ITEM NO. II :-

Amendment of the Liability 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 provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (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 IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV. "The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

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 : 28th May, 2016
Place : Gurgaon

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special resolutionsis appended herein below.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013, 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 10th June, 2016 (Friday).
4. The Company has appointed Mr. Nitin Goyal (C.P. No. 11599), Practicing Company Secretary, as a 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 are attached to this Notice. The self-addressed envelope bears the address to 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 July 19, 2016 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 Company's website **www.a2zgroup.co.in** 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 provision of the listing regulations 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

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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 and the amended Memorandum of Association of the Company 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 "A2Z INFRA – 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 June 18, 2016 **at 9.00** a.m. and ends on July 17, 2016 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 **ngoyalcs@yahoo.com** 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 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.

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).

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

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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. 10th June, 2016.

13. The voting period commences on **June 18, 2016** at **9.00 a.m.** and ends on **July 17, 2016** at **5.00 p.m.** The e-voting module shall also be disabled by NSDL for 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 the Gurgaon district. The result of the postal ballot will also be displayed at website of the Company – **www.a2zgroup.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.**

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 announcement of the result of the postal ballot.

STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

ITEM 1

The Company is an Engineering, Procurement and Construction (EPC) Company and is primarily engaged in the business of EPC works related to design, developing, erection and commissioning of the LV/HV/EHV Electrical Lines including procurement, supply, Trenching, Laying, Installation, Testing and Maintenance of Optical Fibre Cable, Sub Station, Transformer, Under Cabling, Automation, System Integration, Installation of Energy Meters etc. as Turnkey Contractors and carrying on the business of power generation by renewable energy sources of fuels like biomass, refused derived fuel, rice husk etc.

The Company proposes to undertake the manufacture or production, and otherwise dealing in all kinds of telecom equipment's for all type of wireline and wireless networks etc. Hence, the new clauses are proposed as sub clause 9 & 10 under part A of Clause III of Memorandum of Association of Company.

The proposed business activities can be conveniently and advantageously combined with the existing business of the Company, upon its undertaking.

In order to enable the company to do so, it is required to alter the Object clause of the Memorandum of Association of the Company by inserting sub-clauses 9 & 10 under Part- A of Clause III as stated in the Resolution so as to include the said business in terms of Section 13 of the Companies Act, 2013.

The existing Part B of the Objects Clause of MOA has been retained except that the reference to various sections of the Companies Act, 1956 are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013. In addition a new Clause 35 is to be inserted under Part– B of Clause III in the Memrandum of Association of the Company to enable it to spend money on Corporate Social Responsibility (CSR) activities as required under the Companies Act, 2013.

Further in order to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013.

Approval of the members by way of Special Resolution through Postal Ballot is sought for alteration of Object Clause of Memorandum of Association of the Company. The above amendment would be subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, New Delhi and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office between 10.00 a.m. and 12.00 noon on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the postal ballot.

None of the Directors, Key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the above resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the passing of the Resolution as a Special Resolution of the accompanying notice for the approval of members.

ITEM 2

In order to comply with the provisions of Section 4(1)(d) (i), Section 13 and other applicable provisions if any, of the Companies Act 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provision of the Companies Act, 2013, Consent of Shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the above resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the passing of the Resolution as a Special Resolution of the accompanying notice for the approval of members.

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 : 28th May, 2016
Place : Gurgaon

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