

A2Z INFRA ENGINEERING LTD.

CIN NO. L74999HR2002PLC034805



BY E-FILING

REF. No.:- A2ZINFRA/SE/2017-18/072

September 21, 2017

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

Subject: Outcome of the Board Meeting duly held on Thursday, September 21, 2017

Dear Sir,

The decisions and outcome of the Meeting of the Board of Directors of the A2Z Infra Engineering Ltd. duly held on Thursday, September 21, 2017 are as follows:-

1. A2Z's Board approves issuance of upto 8.0 Cr equity shares of Company towards One Time Settlement (OTS) of the Company's debt with its lending banks

We, A2Z Infra Engineering Ltd. hereby inform your good self and all stakeholders of the Company, that Board of Directors of Company has approved issuance of up to 8.0 Cr equity shares to its Lenders as part of One-time settlement scheme(s), envisaged to be entered into between the Company and its lending banks. The issue price of such shares shall be as per SEBI (ICDR) Regulations, governing such issue of shares on preferential basis, and shall be completed after obtaining all relevant shareholders and other approvals.

The said issuance of shares to banks shall address approx. INR 850.0 Cr. of the Company's debt which represents 74.0 % of the Company's total debt.

The Company has proposed to pass the following resolutions via Postal Ballot Notice dated 21st September, 2017.

- To pass as an Ordinary Resolution, to increase in Authorised Share Capital of the Company, to Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crore only) divided into 24,00,00,000 (Twenty Four Crore) equity shares of 10/- (Rupees Ten) each by creation of 8,00,00,000 (Eight Crore) additional equity shares of 10/- (Rupees Ten) each ranking pari-passu with the existing equity shares of the Company.
- To pass as a Special Resolution, issuance of upto 8,00,00,000 (Eight Crore) Equity Shares having face value of Rs.10/- (Rupee Ten) each at a price to be calculated as per SEBI (ICDR) Regulations, 2009 on the basis of the Relevant Date, to the Lenders in lieu of conversion of a part of their loans 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, subject to the approval of Shareholders of the Company, the details of which are annexed as Annexure-A attached herewith.
- To pass as an Ordinary Resolution, the approval of Pre-emptive Options Agreement(s) providing guarantee to the Lender(s) by Promoter Group Company.



Regd Office : 0-116, First Floor, Shopping Mall, Arjun Marg, DLF City, Phase - 1, Gurugram-122002, Haryana (INDIA)

Corporate Office : Plot No. B-38, Sector 32, Institutional Area, Gurugram - 122001, Haryana (INDIA), Tel : 0124-4517600, Fax: 0124-4380014

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

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2. A2Z's Board approves One Time Settlement (OTS) with SICOM Ltd. a Lender of the Company POWER ing the nation™

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

1. Facts

The Company had availed financial assistance of INR 50.0 Cr as term loan from SICOM Limited (the "Lender"). Company was finding it difficult to service the interest payments due to mismatch in the cash flows of the Company. As per books and accounts of SICOM Ltd., present outstanding is INR 114.28 Cr.

Company was in discussion with SICOM Limited for One Time Settlement (OTS) and sent its proposal to SICOM Ltd. SICOM Ltd. has accepted the Company's proposal vide its acceptance letter dated 15th September, 2017.

2. Reason for Opting for OTS

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.

Furthermore as per the proposed terms of the said OTS with SICOM Limited there would be cash out flow only of INR 17.5 Cr only and balance amount of INR 25.0 Cr shall be payable by conversion of their term loan into fully paid up equity shares of the Company at the price determined under ICDR Regulations. This step will prove very beneficial for the Company by vastly improving the company's balance sheet and solvency.

3. Summary Details of the OTS

Total SICOM debt outstanding: INR 114.28 Cr.

One Time Settlement scheme:

A. Cash Payment- INR 17.50 Cr.

1. INR 2.0 Cr. paid before signing of agreement-Already paid as EMD.
2. INR 8.0 Cr to be paid along with signing of agreement.
3. INR 7.50 Cr to be paid within 60 (sixty) days from the date of Signing of the Settlement Agreement as follows:
 - i. INR 5.0 Cr. Shall be payable within 30 (thirty) days from the date of signing of Settlement Agreement.
 - ii. INR 2.5 Cr shall be payable within 60 (sixty) days from the date of signing of Settlement Agreement.

B. Issuance of Shares- INR 25.0 Cr.

Issuance of shares for INR 25 Cr. in terms of Chapter VII of SEBI ICDR Regulations.

The said outcome has been uploaded on the website of Stock Exchanges and on the website of the Company at www.a2zgroup.co.in.

You are requested to take the above information on record.

Thanking you,

Yours truly

FOR A2Z INFRA ENGINEERING LTD.

(Atul Kumar Agarwal)

Company Secretary

FCS-6453

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



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Annexure-A

S. No.	Particulars	Details
1.	Type of Securities proposed to be issued	Equity Shares
2.	Type of Issuance	Preferential Allotment
3.	Total Number of Securities proposed to be issued or the total amount for which the Securities will be issued	8,00,00,000 (Eight Crore) Equity Shares
4.	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):	-
a.	Names of the Investors	1. SICOM Limited 2. Standard Chartered Bank 3. State Bank of India 4. DBS Bank Limited 5. Edelweiss ARC Limited 6. Yes Bank Limited 7. Allahabad Bank
b.	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles)	Under the above allotment Lenders will hold 8,00,00,000 (Eight Crore) Equity Shares in the Company. Issue price to be calculated as per SEBI (ICDR) Regulations, 2009 on the basis of the Relevant Date
c.	number of investors	7(Seven)
d.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	NA

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(Atul Kumar Agarwal)
Company Secretary
FCS-6453

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