

AZZ INFRA ENGINEERING LTD.

(Previously Known as AZZ Maintenance & Engineering Services Limited)
CIN NO. L74999HR2002PLC834805



REF. No. AZZINFRA/2015-16/144

10th November, 2015

To,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Rotunda Building,
Dalal Street,
Mumbai-400 001

To,
National Stock Exchange of India Ltd.,
Listing Department
Exchange Plaza, 5th Floor,
Plot No. C/1 G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai-400051

FAX: 022- 22722039

FAX: 022-26598237/38

Sub: Result of the Voting Results of Postal Ballot

Ref:- Scrip ID: A2ZMES, Scrip Code: - 533292, ISIN: - INE619I01012

As per the provisions of the Companies Act, 2013 and clause 35B of the Listing Agreement, the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Postal Ballot. The e-voting commenced from 9.00 a.m. on 10th October, 2015 to 5:00 p.m. on 8th November, 2015.

The Board of Directors had appointed Mr. Deepak Gupta, Partner of DR Associates, Practicing Company Secretaries (CP. No. 4629) as Scrutinizer for conducting e-voting and voting through ballot in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the votes casted in electronic form and through ballot and received up to 8th November, 2015.

In terms of Clause 35A of the Listing Agreement, the consolidated voting results of the Postal Ballot Notice dated 17th September, 2015 in the prescribed format is as under:-

1.	Date of the AGM-Postal Ballot	Postal Ballot Notice dated 17 th September, 2015
2.	Total number of shareholders on record date	25,632

3. No. of Shareholders present in the meeting either in person or through proxy:-

Shareholders	Present in person	Present through Proxy	Total
Promoters and Promoter Group	NOT APPLICABLE		
Public			
Total			

4. No. of Shareholders attended the meeting through Video Conferencing: -No video conferencing facility was made available

Promoters & Promoter Group	N.A.
Public	N.A.



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

Corporate Office : Plot No. B-38, Sector 32, Institutional Area, Gurgaon - 122001, Haryana (INDIA), Tel : 0124-4517600, Fax: 0124-4517601/4
Website: www.a2zgroup.co.in, E-mail : info@a2zemail.com

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5. In case of Poll/Postal ballot/E-voting:-

Details of the Agenda:

Item No. 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 (CDR REGULATIONS)")

Resolution Required : Special Resolution
Mode of Voting : E-voting & Physical Ballot (Postal Ballot)
Result : Passed

Category	No. of Shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	67,514,640	67,514,640	100.000%	67,514,640	0	100.000%	0
Public-Institutional holders	6,776,986	0	0	0	0	0	0
Public- Others	3,44,26,068	3,11,720	0.905 %	3,06,118	5,602	98.203%	1.797%
Total	1,08,717,694	67,826,360	62.388%	67,820,758	5,602	99.992%	0.008%

* The numbers of votes polled do not include the invalid votes and votes not polled.

You are requested to take the above information on record.

Thanking you,
Yours Truly

For A2Z Infra Engineering Ltd.
(Formerly known as A2Z Maintenance & Engineering Services Limited)

(Atul Kumar Agarwal)
Company Secretary cum Compliance Officer
FCS-6453



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

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SCRUTINIZER REPORT

The Chairman,
AZZ INFRA ENGINEERING LIMITED
O-116, 1st Floor, DLF Shopping Mall, Arjun Marg,
DLF Phase-I, Gurgaon-122002, Haryana

Dear Sirs,

In terms of the provisions of section 110 of the Companies Act, 2013 (hereinafter mentioned as Act), read with the Rule 22 of Companies (Management & Administration) Rules, 2014 and all other applicable provision of the Act and rules and regulations made there-under, we have been appointed as scrutinizer by the Company in terms of the resolution passed in the meeting of Board of Directors dated 17th September, 2015 to conduct the postal ballot process in respect of passing resolution as per the following details:

Resolution No.	Type of Resolution	Description
1.	Special Resolution	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)

On the basis of the information and explanation provided by the management and the relevant records examined by us, Our Report is as under:

1. All the postal Ballot forms including e-votes, received up to the 05.00 PM on Sunday, 08th Day of November, 2015, being the last day and time fixed by the Company for the receipt of the postal ballot forms, were scrutinized by us with respect to their validity and have been recorded.
2. The electronic ballots were maintained by National Securities Depository Limited (NSDL) in electronic registry. We have also downloaded e-voting report from the NSDL website for the Members who have voted through e-voting.
3. The particulars of all postal forms received from the Members and electronic ballot report generated from National Securities Depository Limited (NSDL) (the Authorized agency for e-voting) have been entered in a separate electronic Register maintained for the purpose.
4. To our information, 191 Postal Ballot/ Notice sent by post were returned undelivered.
5. To our information, 3 mails sent electronically were bounced, and subsequently, the Company has sent the physical copy of notice and Postal ballot form by post to the shareholders.





6. The Votes were unblocked on November 9, 2015 in the presence of Two Witnesses, Mr. Rajesh Lakhanpal and Mr. Suchitta Koley, having their official address at 3/31, First Floor, West Patel Nagar, New Delhi - 110 008 who were not in the employment of the Company. They have signed below in the Confirmation of the votes being unblocked.



Suchitta Koley



Rajesh Lakhanpal

7. None of the envelopes containing postal ballot forms and e-votes received after the business hours as aforesaid were considered.
8. We have not found any defaced or mutilated ballot paper.
9. 8 Postal ballot forms were received and 107 shareholders cast the votes on e-voting platform. We have not found any case that the shareholders have voted both through e-voting and postal ballot.
10. With the support of M/s Alankit Assignments Limited, Registrar and Transfer Agent (RTA) of the Company, the Postal ballot forms were scrutinized and signatures of members who had cast their votes were verified with specimen signatures registered with RTA as provided by depositories.
11. A summary of the postal ballot forms received are given as per Annexure A.
12. We have, on reckoning the voting rights of the shareholders on the basis of the paid-up value of the shares registered in their names as on September 30, 2015 (date fixed by the Company for the purpose of dispatch of the Notice), found that total percentage of assent in respect of the resolution proposed in the notice are as per the details mentioned in Annexure A.
- Accordingly, the resolution mentioned in Annexure A may be deemed to have been passed by requisite majority.
13. We have handed over the postal ballot forms and other related papers/registers and records to the Company for the safe custody.

For DR Associates
Company Secretaries



Deepak Gupta
Partner
CP No. 4629



Date: November 10, 2015



Annexure-A

Details of Postal Ballot Including e-Voting-

Resolution No.-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)

Particulars	No. of Postal Ballot Forms/e-votes	No. of Shares	% of Total Net Valid Votes (in %)	% of Total Paid-up Equity Shares **
(a) Total Postal Ballot Forms/e-votes Received*	115	67827891	N.A.	62.389
(b) Less: Invalid Postal Ballot Forms/e-votes received	2	1531	N.A.	0.001%
(c) Net Valid Postal Ballot Forms/e-votes received	113	67826360	N.A.	62.388%
(d) Postal Ballot Forms & E-votes with assent	103	67820758	99.992%	62.383%
(e) Postal ballot Forms& E-votes with dissent	10	5602	0.008%	0.005%

* Includes 107 members having 64642338 shares who voted through e-voting facility of NSDL.

** Total no. of Shares was 118465694 as on 30th September, 2015 however for calculation of voting results, we have taken 108717694 Equity shares because 81,00,000 Equity shares were allotted to ICICI Bank as per SEBI ICDR Regulations pursuant to approved CDR Package AND 16,48,000 allotted to the eligible employees who have exercised their right pursuant to A2Z Employee Stock option Plan, 2013 however the Credit of allotted shares are still pending.

Accordingly, the votes casted **FOR** the resolution are 99.992% of the Total valid votes cast and the votes casted **AGAINST** the resolution are 0.008%.



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ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT

Postal Ballot Notice dated 17th September, 2015 was issued to shareholders pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, to take their approval by way of Postal Ballot for passing of the following resolutions:-

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")

The last date for casting of vote through e-Voting and receipt of duly completed postal ballot forms from the shareholders was Sunday, 8th November, 2015. Mr. Deepak Gupta, Partner of DR Associates, Practicing Company Secretaries who was appointed as scrutinizer, has submitted his report on Postal Ballot and result of the Postal Ballot are as follows:-

Resolution No.-1: Special Resolution for 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")

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(e) Postal ballot Forms & E-votes with dissent	10	5602	0.008%	0.005%
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* Includes 107 members having 64642338 shares who voted through e-voting facility of NSDL.

** Total no. of Shares was 118465694 as on 30th September, 2015 however for calculation of voting results we have taken 108717694 Equity shares because 81,00,000 Equity shares were allotted to ICICI Bank as per SEBI ICDR Regulation pursuant to approved CDR Package and 16,48,000 allotted to the eligible employees who have exercised their right pursuant to A2Z Employee Stock option Plan however the Credit of allotted shares are still pending.

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



Rajesh Jain
Whole Time Director cum chief executive officer
DIN:- 07015127

Date:-10th November, 2015
Place:- Gurgaon

Add:- Plot No. B-38, Institutional Area
Sector-32, Gurgaon-122002

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