

A2Z INFRA ENGINEERING LTD.

(Previously Known as A2Z Maintenance & Engineering Services Limited)

CIN NO. L74999HR2002PLC034805



REF. No. : - A2ZINFRA/SE/2016-17/066

BY E-FILING

16th August, 2016

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

Dear Sir,

Subject- Copy of the Minutes of the Postal Ballot

Dear Concern,

We, M/s. A2Z INFRA ENGINEERING LTD. (Formerly Known as A2Z Maintenance & Engineering Services Limited) enclosed herewith Copy of the signed minutes of the Postal Ballot Notice dated 28th May, 2016 and result of which has been declared on 19th July, 2016.

This is for your information & records please.

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

Enclose: - Copy of the Minutes

A2ZINFRA/POSTAL BALLOT /2016-17/002

MINUTES OF THE ANNOUNCEMENT OF RESULT OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT / E-VOTING BY A2Z INFRA ENGINEERING LIMITED (FORMERLY KNOWN AS A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED) ON TUESDAY, JULY 19, 2016 AT 5:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT O-116, FIRST FLOOR, DLF SHOPPING MALL, ARJUN MARG, DLF PHASE-I, GURGAON-122002, HARYANA

Background:

Pursuant to the provisions of section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules"), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") & Secretarial Standard -II on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), Company had issued a Postal Ballot Notice dated May 28, 2016, to obtain approval from shareholders through postal ballot/ e-voting on the following special resolutions:

1. Alteration in the Object clause of the Memorandum of Association of the Company
2. Amendment of the Liability clause of the Memorandum of Association of the Company

The Board of Directors in their meeting duly held on May 28, 2016, had approved following appointments:-

- ♦ Mr. Nitin Goyal, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.
- ♦ Any Director and Company Secretary of the Company as the persons responsible for the entire postal ballot process (including E-voting).

The Notice of the Postal Ballot containing Special resolutions along with explanatory statement, postal ballot forms, e-voting user IDs and passwords and a self-addressed pre-paid business reply envelopes were sent to the Members and other concerned including statutory auditors, directors, stock exchanges etc. through registered post/email. The notice of Postal Ballot was also placed on the website of the Company.

The intimation about completion of dispatch of the Postal Ballot notice/e-voting along with the other related documents and the last date for receipt of reply from shareholders / completion of E-voting was intimated to the members by way of publication of advertisement in Business Standard English newspaper having nationwide circulation and one (1) vernacular language newspaper circulating in the Gurgaon district on June 18, 2016.

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 had offer the option of e-voting facility as an alternate to all the shareholders of the Company for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. The e-voting period commenced on June 18, 2016 and ended on July 17, 2016 (5.00 p.m.).

The members were advised to carefully read the instructions before casting their votes and were also advised to complete the e-voting & return the duly completed forms

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along with the assent (for) or dissent (against) in the attached self-addressed envelope, so as to reach the scrutinizer on or before the 5:00P.M. on July 17, 2016.

After due scrutiny of all the postal ballot forms received and the votes casted through e-Voting received up to the close of working hours of July 17, 2016 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members including e-voting), Mr. Nitin Goyal, Scrutinizer submitted his report on Tuesday, July 19, 2016.

On the basis of the report of the Scrutinizer, Ms. Dipali Mittal, Whole Time Director of the Company, has declared the postal ballot results as under:

Sr. No.	Particulars	Resolution No. 1	Resolution No. 2
1.	Total No. of Shares covered under Postal Ballot including e-voting	65,964,253	65,965,178
2.	Less: Invalid shares Covered under Postal Ballot including e-voting	3,150	3,150
3.	Net valid shares covered Postal Ballot including e-votes received [(3)=(1)-(2)]	65,961,103	65,962,028
4.	Postal Ballot form/e-votes with assent	65,948,335	65,944,695
5.	Postal Ballot form/e-votes with dissent	12,768	17,333
6.	Votes in favor as percentage of total votes polled	99.98%	99.97%
7.	Votes in favor as percentage of total share capital	51.98%	51.98%

Accordingly, the aforesaid resolutions stand approved by the shareholders with requisite majority. The date of declaration of the results of postal ballot / e-Voting has been taken as the date of passing of the Resolutions.

The result of postal ballot/ e-Voting was also published in Business Standard English newspaper having nationwide circulation and one (1) in vernacular language newspaper circulating in the Gurgaon district on Wednesday, July 20, 2016 (i.e. within 48 hours of the declaration of the results) and along with the scrutinizer's report, was also placed at the website of the Company at www.a2zgroup.com and on the website of the Agency at <http://www.evoting.nsdl.com> as well as communicated to the Stock Exchanges, where the securities of the Company are listed.

On the basis of report of the scrutinizer, all the resolutions of postal ballot notice dated 28th May, 2016 have been passed as Special Resolutions. The resolutions duly approved by the Members are as under:

Item No.1

As a Special Resolution

Alteration in the Object clause of the Memorandum of Association of the Company

"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

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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, 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.
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 thereunder 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."


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"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. 2

As a Special Resolution

Amendment of the Liability clause of the Memorandum of Association of the Company

"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."*

Place: Gurgaon

Date of Entry: - 8th August, 2016

Date of Signing of Minutes: - 16th August, 2016

Amit Mittal
Managing Director

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