

NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013)

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ERA INFRA ENGINEERING LIMITED will be held at Executive Club, 439, Village Shahoorpur P.O. Fatehpur Beri, New Delhi-110074, on Monday, 26th Day of September, 2016 at 3:30 p.m. to transact the following business:

ORDINARY BUSINESS:-

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2016.
2. To appoint a director in place of Mr. Hem Singh Bharana (DIN 00007018), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of M/s. S S Kothari Mehta & Co., Chartered Accountants (FRN 000756N), as statutory auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:-

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** for Regularisation of Additional Director, Mr. Rattan Lal:-

“RESOLVED THAT Mr. Rattan Lal (DIN 03255815), who was appointed as an Additional Director with effect from 19th February, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such actions as may be considered necessary to give effect to the aforesaid resolution.”
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of Mr. Rattan Lal as an Independent Director:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange(s), Mr. Rattan Lal (DIN 03255815), whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 years from the date of appointment i.e. 19th February, 2016 to up to 18th February, 2021” of the Company and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such actions as may be considered necessary to give effect to the aforesaid resolution.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of M/s. M.S. & Co., Cost Accountants as Cost Auditor for the financial year 2016-17.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, M/s. M.S. & Co., Cost Accountants (Firm Registration No. 102592), be appointed as Cost Auditors of the Company to audit the cost records of the Company for the financial year 2016-17, at such remuneration as may be recommended by the Board of Directors and the Audit Committee of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such actions as may be considered necessary to give effect to the aforesaid resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for ratification of appointment of M/s. M.S. & Co., Cost Accountants as Cost Auditor for the financial year 2015-16.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, Appointment of M/s. M.S. & Co., Cost Accountants (Firm Registration No. 102592), be ratified as Cost Auditors of the Company to audit the cost records of the Company for the financial year 2015-16, at such remuneration as may be recommended by the Board of Directors and the Audit Committee of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such actions as may be considered necessary to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For Era Infra Engineering Limited**

**Date: 30th August, 2016
Place: Noida**

**(Gaurav Rajoriya)
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney, authorising their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to intimate their queries, if any, relating to the accounts at least seven days in advance of the Meeting so that the information can be made readily available and furnished at the meeting.
4. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out all material facts in respect of special businesses in item nos. 4,5,6& 7 of the Notice is attached.
5. **The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September, 2016 to 26th September, 2016 (both days inclusive).**
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting at the AGM Venue, a ROUTE MAP for easy location of the AGM Venue is given on back of the Attendance Slip attached to this Notice.
7. The Members are requested to notify any change of address to (i) The depository participant in respect of their Demat account and (ii) The Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 in respect of their physical shares. Members are also requested to quote ledger folio no. or DP ID & Client ID in their correspondences.
8. PURSUANT TO THE PROVISIONS OF ERSTWHILE SECTION 205A (5) OF THE COMPANIES ACT, 1956, DIVIDEND FOR THE FINANCIAL YEAR ENDED 31-03-2010 AND THEREAFTER WHICH REMAIN UNCLAIMED FOR A PERIOD OF 7 YEARS WILL BE TRANSFERRED BY THE COMPANY TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF) ESTABLISHED BY THE CENTRAL GOVERNMENT. MEMBERS WHO HAVE NOT SO FAR ENCASHED THEIR DIVIDEND WARRANTS FOR THE FINANCIAL YEAR ENDED 31-03-2010 OR ANY SUBSEQUENT FINANCIAL YEARS ARE REQUESTED TO APPROACH THE COMPANY FOR OBTAINING FRESH INSTRUMENT(S) IN LIEU OF EXPIRED DIVIDEND WARRANT(S). IT MAY ALSO BE NOTED THAT ONCE THE

UNCLAIMED DIVIDEND IS TRANSFERRED TO THE SAID FUND, AS ABOVE, NO CLAIM SHALL LIE AGAINST THE COMPANY OR THE FUND IN RESPECT THEREOF. MEMBERS WHO HAVE NOT YET ENCASHED THEIR DIVIDEND WARRANT(S) FOR THE FINANCIAL YEAR 2009-10 ARE REQUESTED TO MAKE THEIR CLAIMS WITHOUT ANY FURTHER DELAY TO THE COMPANY'S REGISTRAR AND TRANSFER AGENT, M/S BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED.

MEMBERS MAY PLEASE NOTE THAT NO CLAIM WILL LIE AGAINST IEPF OR THE COMPANY WITH RESPECT TO DIVIDEND DECLARED FOR THE FINANCIAL YEAR 2009-10, ON OR AFTER 12TH SEPTEMBER, 2017.

9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
10. All documents as are mentioned either in Notice containing draft resolution or in explanatory statement attached to the Notice are open for inspection at the Registered Office during the business hours on all working days up to the date of this Annual General Meeting.

11. Instructions for e-voting:

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Sequence number, if applicable is printed below Attendance Slip attached to the Notice.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members

holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for ERA INFRA ENGINEERING LIMITED on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 23rd September, 2016 from 9:00 a.m. and ends on Sunday, 25th September, 2016 till 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xix) Ms. Pooja Anand, Practicing Company Secretary (FCS No. 7032 CP No. 5450), on behalf of M/s Pooja Anand & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xx) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, and forwarded the same forthwith to the Chairman of the Company.
- (xxi) At the Annual General Meeting, members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the meeting.
- (xxii) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 26thAGM scheduled to be held on Monday, 26th day of September, 2016. The results of voting on the resolutions set out in the Notice shall be declared on or after the meeting. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.eragroup.co.in and on the website of CDSL, within two days of passing of the resolutions at the 26th AGM and the results shall also be communicated to the Stock Exchanges.

12. Details of Directors as required under [Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard 2] are given as under:

Name of Directors	Hem Singh Bharana	Rattan Lal
Date of Birth	20.09.1959	06.10.1977
Date of Appointment	03.09.1990	19.02.2016
Expertise in Specific Areas	Mr. Bharana has more than two decades of experience in the field of Infrastructure and real estate.	
Qualifications	Civil Engineer	FCS, Masters in Economics
Directorship in other Companies as on 30.08.2016	Ark Transmission & Distribution Limited Era Khandwa Power Limited Era Energy Limited Haridwar Highways Project Limited Dehradun Highways Project Limited West Haryana Highways Projects Private Limited Bareilly Highways Project Limited Hi-Point Investment and Finance Private limited Ark Vidhyut Urja Limited	Apex Buildsys Limited
* Other Committee Membership/ Chairmanship	Audit Committee of Haridwar Highways Project Limited: Member Audit Committee of Dehradun Highways Project Limited: Member Audit Committee of West Haryana Highways Projects Private Limited: Member Audit Committee of Bareilly Highways Project Limited: Member	Stakeholder Relationship Committee of Apex Buildsys Limited: Chairman Audit Committee of Apex Buildsys Limited: Member
Shareholding in the Company as at 31.03.2016	60,75,534	Nil

*Only two committees namely, Audit Committee and Shareholder Relationship Committee have been considered.

Important Communication to Members

The new Companies Act, 2013 ('the Act') effective from 01st April, 2014 permits the Company to send Notice/Annual Reports through electronic mode to all those shareholders whose email addresses are registered with the Company or their respective Depository Participants. Members who intend to receive notice/documents including Annual Reports through email are requested to register/update their email addresses for receiving electronic communications. The company shall use the e-mail address of the members obtained from Depositories/ Depository Participants, available with the company, to send all future members communications.

**By Order of the Board of Directors
For Era Infra Engineering Limited**

**(Gaurav Rajoriya)
Company Secretary**

**Date: 30th August, 2016
Place: Noida**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**Item No. 4 & 5:**

As per the provisions of Section 149 (4) of the Companies Act, 2013 (the Act) which has come into force with effect from 01st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149 (13) read with Section 152 of the Act.

The Company had, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and pursuant to Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointed Mr. Rattan Lal as an Additional Director in category Independent Director on 19.02.2016 to hold office up to the date of the ensuing Annual General Meeting.

Above Director has given his consent for his appointment and declaration to the Board that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The above Director is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Notice under Section 160 of the Companies Act, 2013 has been received from member proposing candidature of above Director along with requisite deposit.

In the opinion of your Board, the aforesaid Director fulfills the conditions specified in the Act and the Rules thereunder for his appointment as Independent Director and that he is independent of the management of the Company.

Brief profile of the Independent Director to be appointed has already been specified in the note no. 12 of the notice.

The Board recommends the passing of the Resolutions set forth in item Nos. 4 & 5 of the accompanying Notice as Ordinary Resolutions.

None of the Directors (except one being appointed), Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in these resolutions.

Item No. 6 & 7:

The Board has approved at their Meeting held on 30th August, 2016 the appointment of M/s. M.S. & Co., Cost Accountants, New Delhi (Registration No. 102592) as Cost Auditors to conduct the audit of the cost records of the Company pertaining to construction services which are in operation by the Company for the financial year 2016-17.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as may be recommended by the Board of Directors and the Audit Committee of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item Nos. 6 & 7 of the Notice.

Further the ratification of the appointment of the Cost Auditors of the Company for the financial year 2015-16 is based on the approval of the shareholders of the Company and at such remuneration as may be recommended by the Board of Directors and the Audit Committee of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out under item Nos. 6 & 7 as an ordinary resolution.

**By Order of the Board of Directors
For Era Infra Engineering Limited**

**(Gaurav Rajoriya)
Company Secretary**

**Date: 30th August, 2016
Place: Noida**

FORM- MGT-11
26TH ANNUAL GENERAL MEETING



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ERA INFRA ENGINEERING LIMITED

Regd. Office: 1107, Indraprakash Building, 21, Barakhamba Road, New Delhi-110001
Ph: +91 120 4145000, Fax: +91 1204145030, Website: www.eragroup.co.in, email: eiel@eragroup.in
CIN: L74899DL1990PLC041350

Name of the Member(s) : E-mail ID :
Registered address : Folio No./DP ID/Client Id :

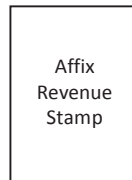
I/We, being the member (s) of.....shares of above named company, hereby appoint:

1. Name : E-mail Id :
Address : Signature : or failing him
2. Name : E-mail Id :
Address : Signature : or failing him
3. Name : E-mail Id :
Address : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual general meeting of the company, to be held on Monday, the 26th day of September, 2016 at 3:30 p.m. at Executive Club, 439, Village Shahoorpur P.O. FatehpurBeri, New Delhi-110074 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.		Optional**	
		For	Against
Ordinary Business			
1.	(a) the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016.		
2.	To appoint a director in place of Mr. H.S. Bharana, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To Ratify the appointment of the Statutory Auditor of the Company and fix their remuneration.		
Special Business			
4.	Regularisation of Mr. Rattan Lal as Director of the Company		
5.	Appointment of Mr. Rattan Lal as an Independent Director of the Company		
6.	To appoint Cost Auditor of the Company and fix their remuneration		
7.	To Ratify the appointment of Cost Auditor of the Company and fix their remuneration		

Signed this.....day of.....2016



.....
Signature of Shareholder (s)

.....
Signature of Proxy holder (s)

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



Believe in difference

ERA INFRA ENGINEERING LIMITED

Regd. Office: 1107, Indraprakash Building, 21, Barakhamba Road, New Delhi-110001

Phone: +91 120 4145000; Fax: +91 1204145030

Website: www.eragroup.co.in; email: eiel@eragroup.in

CIN: L74899DL1990PLC041350

ATTENDANCE SLIP

26TH ANNUAL GENERAL MEETING

Full Name of the Shareholder :

Address of the Shareholder :

Folio No./DP ID Client Id :

No. of Shares held :

I, hereby record my presence at the 26th Annual General Meeting of the Company held at Executive Club, 439, Village Shahoopur P.O. FatehpurBeri, New Delhi-110074 on Monday, the 26th day of September, 2016 at 3:30 p.m.

* Full Name of Member/ Proxy (in block letters) :

*(To be filled in if the Proxy attends instead of the Member)

Signature of Member/Proxy Attending :

NOTE: Attendance Slip to be handed over at the entrance of the AGM venue.

ELECTRONIC VOTING PARTICULARS

26TH Annual General Meeting

Date: 26th September, 2016

EVSN (E-Voting Sequence Number)	USER ID	Sequence No.
160901016		

NOTE:

Please read the instructions printed under note no. 11 to the Notice of the 26th Annual General Meeting. The E-voting will commence on Friday, 23rd September, 2016 from 9:00 a.m. and ends on Sunday, 25th September, 2016 till 5:00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.

Route Map

ROUTE MAP FROM QUTAB MINAR TO E CLUB

