

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

NOTICE OF ANNUAL GENERAL MEETING (Pursuant to Section 101 of the Companies Act, 2013)

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ERA INFRA ENGINEERING LIMITED WILL BE HELD ON SATURDAY, THE 27TH DAY OF SEPTEMBER, 2014 AT 3:30 P.M. AT EXECUTIVE CLUB, 439, VILLAGE SHAHOORPUR P.O. FATEHPUR BERI, NEW DELHI-110074, 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 March 31, 2014, 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, 2014.
2. To appoint a director in place of Mr. H.S. Bharana (DIN 00007018), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** M/s. G.C. Sharda & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 24th Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company, subject to ratification by shareholders at each annual general meeting to be held hereafter, at remuneration to be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:-

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**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 Clause 49 of the Listing Agreement with Stock Exchange(s), Mr. Anil Kumar Mehta (DIN 00007057), who was liable to retire by rotation pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from 27th September, 2014 upto 31st March, 2019 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.”
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**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 Clause 49 of the Listing Agreement with Stock Exchange(s), Mr. Shiv Dayal Kapoor (DIN 00043634), who was liable to retire by rotation pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from 27th September, 2014 upto 31st March, 2019 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**:
“**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 Clause 49 of the Listing Agreement with Stock Exchange(s), Mr. Arvind Pande (DIN 00007067), who was liable to retire by rotation pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from 27th September, 2014 upto 31st March, 2019 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.”
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**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 Clause 49 of the Listing Agreement with Stock Exchange(s), Mr. Surya Datta Sharma (DIN 00007098), who was liable to retire by rotation pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from 27th September, 2014 upto 31st March, 2019 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.”
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to Section 4, Section 14 and other relevant provisions of the Companies Act, 2013, the existing Articles of Association of the Company (“Articles”) be altered by substitution of following Article 92A as follows:

92A. An individual may be appointed or reappointed to, or hold, the position of Chairperson or Co-Chairperson of the Company and also its Managing Director or Chief Executive Officer (as the case may be) at the same time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such acts, deeds and things as may be incidental or ancillary to give effect to the aforesaid resolution.”

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to Sections 198, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of Articles of Association of the Company, and subject to the approval of the Central Government, the approval of the Company be and is hereby accorded for ratifying and approving the remuneration paid to Mr. H.S. Bharana (DIN 00007018), Chairman & Managing Director, during the period from 1st April 2013 to 27th August, 2014, as recommended by the ‘Nomination and Remuneration Committee’ of not exceeding ₹ 18,00,000 per month (including salary & other perquisite).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such acts, deeds and things as may be incidental or ancillary to give effect to the aforesaid resolution.”

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** subject to the approval of Central Government in this regard and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment & remuneration of Mr. H.S. Bharana (DIN 00007018) as a Chairman & Managing Director of the Company, for a tenure of three years effective from August 28, 2014, on a remuneration, i.e. salary & other perquisites together of not exceeding ₹ 18,00,000 per month.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such acts, deeds and things as may be incidental or ancillary to give effect to the aforesaid resolution.”

11. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to Sections 198, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of Articles of Association of the Company, and subject to the approval of the Central Government, the approval of the Company be and is hereby accorded for ratifying and approving the remuneration paid to Mr. Tulsi Dass Arora (DIN 03024241), Whole Time Director, during the period from 1st April 2013 to 13th August, 2014, as recommended by the ‘Nomination and Remuneration Committee’ of not exceeding ₹ 10,00,000 per month (including salary & other perquisite).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such acts, deeds and things as may be incidental or ancillary to give effect to the aforesaid resolution.”

12. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** subject to the approval of Central Government in this regard and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment & remuneration of Mr. Tulsi Dass Arora (DIN 03024241) as a Whole Time Director of the Company, for a tenure of three years effective from August 14, 2014, on a remuneration, i.e. salary & other perquisites together of not exceeding ₹ 10,00,000 per month.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such acts, deeds and things as may be incidental or ancillary to give effect to the aforesaid resolution.”

13. 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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Meeting of its Board and Its Powers) Rules, 2014 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the company or its subsidiary or associate Company or any other transaction of whatever nature with related parties with effect from 01st April, 2014 upto the maximum per annum amounts as appended below:

(₹ In Cr.)

Maximum Value of Contract/Transaction (Per Annum) W.E.F. 01 st April, 2014					
Related Parties	Transaction defined u/s 188(1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods or materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; appointment of any agent for purchase or sale of goods, materials, services or property	Related party's appointment to any office or place of profit in the company, its subsidiary company or associate company
(1) Associate Companies					
Era Buildsys Limited	90	—	—	150	—
Gwalior Bypass Project Limited	—	—	—	40	—
Hyderabad Ring Road Project Private Limited	—	—	—	90	—
West Haryana Highways Project Private Limited	—	—	—	80	—

Maximum Value of Contract/Transaction (Per Annum) W.E.F. 01 st April, 2014					
Related Parties	Transaction defined u/s 188(1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods or materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; appointment of any agent for purchase or sale of goods, materials, services or property	Related party's appointment to any office or place of profit in the company, its subsidiary company or associate company
(2) Subsidiaries/Step Subsidiaries					
Era T&D Limited	10	—	—	2	—
ARK VidhyutUrja Limited	4	—	—	3	—
ARK Transmission & Distribution Limited	—	—	—	—	—
Dehradun Highways Project Limited	—	—	—	250	—
Haridwar Highways Project Limited	—	—	—	150	—
Bareilly Highways Project Limited	—	—	—	350	—

RESOLVED FURTHER THAT all acts done in the past by the Board of Directors and Management of the Company, if any, in this regard be and are hereby confirmed and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

By the Order of the Board
For Era Infra Engineering Limited

Kapil Kumar
Company Secretary

Noida, August 14, 2014

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 from item no. 4 to 13 of the Notice is attached.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September, 2014 to 27th September, 2014 (both days inclusive).
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
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 31-03-2007 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 31-03-2007 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 2006-07 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 2006-07, ON OR AFTER 04TH NOVEMBER, 2014.

11. 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.
12. 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.
13. 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:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "ERA INFRA ENGINEERING LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for ERA INFRA ENGINEERING LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
 - 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.

In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (xviii) The voting period begins on Monday, 22nd September, 2014 from 9:30 a.m. and ends on Tuesday, 23rd September, 2014 till 5:30 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 15th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) 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.
- (xx) Ms. Pooja Anand, Practicing Company Secretary (FCS No. 7032 CP No. 5450) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) 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.
- (xxii) 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.
- (xxiii) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 24th AGM scheduled to be held on Saturday, 27th September, 2014. 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 24th AGM and the results shall also be communicated to the Stock Exchanges.

14. Details of Directors as required under clause-49 of the Listing Agreement are given as under:

Name of Directors	H.S. Bharana (DIN 00007018)	T.D. Arora (DIN 03024241)	Anil Kumar Mehta (DIN 00007057)	S.D. Sharma (DIN 00007098)	S.D. Kapoor (DIN 00043634)	Arvind Pande (DIN 00007067)
Date of Birth	20.09.1959	03.08.1967	18.12.1949	08.07.1939	01.08.1946	07.09.1942
Date of Appointment	03.09.1990	14.08.2012	20.08.1994	28.05.2005	01.12.2007	19.03.2005
Expertise in Specific Areas	Mr. H S Bharana has more than two decades of experience in the field of infrastructure industry	Mr. Tuls Dass Arora is vastly experienced in the field of Engineering & Construction Industry. In his two decades of Association with the Company, he has been instrumental in planning schedule for implementation of various projects and ensuring effective execution of the same	Mr. A K Mehta is having 44 years of experience in management & Administration. He has rich experience in handling administrative, financial and other related matters of various companies and has a good command over these functions.	Mr. S.D. Sharma, OSD/ Member Engineering Railway Board has 44 years of experience in executing Railway Projects in India & Abroad involving Construction of New Lines, Gauge Constructions, Yard Remodeling, Bridges, Multistorey Building. He held Senior Positions in Northern Railway, PSUs and Railway Board (Ministry of Railways).	Mr. S. D. Kapoor is having more than 30 years of experience in various fields. He also served as a Chairman of MMTC Ltd and Neelachal Ispat Nigam Limited.	Mr. Arvind Pande is having 40 years of experience in management and administration. He has rich experience in handling administrative, financial and other related matters.
Qualifications	Civil Engineer	M.Tech & MBA	Pre Engineering	B. Tech in Civil Engineering. Masters in Structural Engineering. Fellow member of the Institution of Engineers and Institution of Permanent Way Engineers (India) and is Fellow member of Arbitration Council of India.	MBA from University of Leeds, UK and B.Sc in (Met. Engineering).	B.Sc, B.A. (Hons), M.A. (Eco) from Cambridge University, UK
Directorship in other Companies as on 31.03.2014	- Era Buildsys Limited - Victor Buildwel Private Limited - Era T & D Limited - ARK Vidhyut Urja Limited - ARK Transmission & Distribution Limited - Era Energy Limited - Era Khandwa Power Limited - M/s. Era & Partners Co.	- Rampur Highways Project Limited	- ZS Exports (India) Limited	- Surya Dutta Nirmal Engineering Private Limited - Era Buildsys Limited	- Era Buildsys Limited - IIDC Limited - VISA Resources India Limited - Visa Steel Limited - Hindustan Door-Oliver Limited - Visa Bao Limited - Visa Suncoke Limited	- Sandhar Technologies Limited - Bengal Aerotropolis Projects Limited - Essar Steel India Limited

*Other Committee Membership/ Chairmanship as on 31.03.2014	AUDIT COMMITTEE: Era T&D Limited	Nil	Nil	Audit Committee: Chairman 1. Era Buildsys Limited SHAREHOLDER'S/ INVESTOR GRIEVANCE COMMITTEE Chairman 1. Era Buildsys Limited	AUDIT COMMITTEE: Chairman 1. Hindustan Dorr-Oliver Limited 2. Visa Steel Limited 3. Visa Resources India Limited Member 1. Era Buildsys Limited 2. IL&FS Infrastructure Development Corporation Ltd. SHAREHOLDER'S/ INVESTOR GRIEVANCE COMMITTEE Member 1. Era Buildsys Limited 2. Visa Steel Limited	AUDIT COMMITTEE: Chairman 1. Sandhar Technologies Limited 2. Essar Steel India Limited
Shareholding in the Company as at 31.03.2014	82,12,500	10,000	Nil	Nil	Nil	Nil

*Only two committees namely, Audit Committee and Shareholders/ Investor Grievance Committee have been considered.

15. The Statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 and Statement pursuant to Section II, Part II of the Schedule V of the Companies Act, 2014 with reference to the Resolutions at Item Nos. 9,10,11&12 to be read along with their explanatory statements pursuant to Section 102 of the Companies Act, 2013 set out elsewhere in the notice.

I GENERAL INFORMATION:

1) Nature of Industry:					
Era Infra Engineering Limited is a widely held public limited company engaged in execution of large construction contracts involving construction of highways, airports, power plants, industrial projects etc. The business of the Company includes contracts, energy and equipment hiring and management. The Company is also taking big infrastructure projects on BOT basis.					
2) Date of Commencement of Commercial production	The Company had Started its business in 1990				
3) In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable				
4) Financial Performance: (Amt. in Rs. Crores)					
Particulars	2013-2014	2012-2013			
Net Sales	2669.54	4673.05			
Profit before Depreciation Interest & Tax	321.04	921.20			
Profit (Loss)After Tax(Before Extra-Ordinary Items)	(236.85)	191.82			
EPS (in ₹) (Before Extra-Ordinary Items)	(13.03)	10.55			
Amount of dividenddeclared	Nil	Nil			
Rate of dividend Declared (in %)	N.A.	N.A.			
5) Export Performance & Net Foreign Exchange Collaborations	: N.A.				
6) Foreign investments or Collaborations, if any:					
The details of the direct overseas subsidiaries of the Company as on March 31, 2013 & March 31, 2014 are as under:					
S. No.	Name of the Entity	Description of Investment	No. of Shares/Securities & Shareholding %	Amount (in ₹ Lakhs)	
				31.03.2013	31.03.2014
1.	Era & Partners Co LLC., Oman	Ordinary Shares	150,000 (partly paid up shares) of One Omani Rial each (60.00%)	47.49	110.67
2.	Golden Annum Holdings Limited	Ordinary Shares	3,000 Shares of 100 AED (100.00%)	4.99	4.99
II (A) INFORMATION ABOUT THE APPOINTEE(S):					
1)	Background Details: Mr. H.S. Bharana: Mr. H. S. Bharana is a Civil Engineer by profession. He has about 31 years of experience in the field of construction and administration. He started his career as a Civil Engineer in Willard India Limited in 1981. In 1982, he joined Ahuja Kashyap Private Limited as a Senior Civil Engineer. In 1985, he formed a proprietary firm in the field of civil constructions, which he closed in 1986 and became a partner in Era Engineers (India), a partnership firm engaged in civil construction business. In 1990, he promoted Era Constructions (India) Limited, and currently heads the Company in the capacity of the Chairman & Managing Director. Mr. Tulsi Dass Arora: Mr. Tulsi Dass Arora is vastly experienced in the field of Engineering & Construction Industry. In his two decades of Association with the Company, he has been instrumental in planning schedule for implementation of various projects and ensuring effective execution of the same.				

2)	Past Remuneration: Mr. H.S. Bharana: As a Chairman & Managing Director, Mr. Bharana received remuneration as approved by the members at the 21st Annual General Meeting held on September 19, 2011. His remuneration during the financial year ended March 31, 2014 which comprised of salary, perquisites and contribution to provident funds amounting to Rs. 216.00 lakhs. Mr. Tulsi Dass Arora: Mr. Arora received a total remuneration of Rs. 97.95 lakhs during the financial year ended March 31, 2014 which comprised of salary, perquisites and others funds.
3)	Recognition/Awards: Mr. H.S. Bharana : N.A. Mr. Tulsi Dass Arora: N.A.
4)	Job profile and his suitability: Mr. H.S. Bharana: As a Spearhead of Company, he is having a pivotal role in all the functional areas of the Company be it Technical, Non-Technical, Financial-Budgetary, Operational etc., He is the key person in strategic decision making on critical issues in the business and management of the Company. It has been his sincere efforts and over two decades of association with the Company that the Company has achieved new heights and attain the Brand Image among other players in the Industry. Mr. Tulsi Dass Arora: In his capacity as Whole Time Director, he plans the implementation schedule of various projects of the Company and also ensures mobilisation of resources. He is responsible for project execution for the Company.
5)	Remuneration Proposed: Mr. H.S. Bharana: Keeping in view the current financial crunch, it is proposed that the existing levels of Remuneration i.e. not exceeding ₹ 18,00,000.00/- per month shall be maintained. Mr. Tulsi Dass Arora: Keeping in view the current financial crunch, it is proposed that the existing levels of Remuneration i.e. not exceeding ₹ 10,00,000.00/- per month shall be maintained.
6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and Person. The remunerations proposed to be paid respectively, to Mr. H.S. Bharana& Mr. Tulsi Dass Aroraare in line with remuneration of Managing Director & CEOs, Whole Time Directors of other companies, keeping in view their job profile, the size of operations and complexity of business of the Company.
7)	Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. H.S. Bharana: Mr. Bharana is not related to any other Director or Managerial Personnel of the Company. He is the promoter of the company and is heading the Company as Chairman & Managing Director, apart from receiving managerial remuneration & his entitlements as dividends (whenever declared) he does not have any pecuniary relationship with the Company or its managerial personnel. Mr. Tulsi Dass Arora: Mr. Tulsi Dass Arora is occupying the position of a Whole Time Director in the Company based on his professional qualifications, technical expertise and qualitative aptitudes. He does not have any pecuniary relationship directly or indirectly with the Company or its managerial personnel
III. OTHER INFORMATION	
(1)	Reasons of loss or inadequate profits: The Company principally being an EPC Player was directly impacted due to stress in the construction and infrastructure sector. Few of the Company's Road projects also got impacted considerably on account of delay in availability & environmental clearance which resulted in heavy cost escalation. The Company is facing severe pressure on its operational cash flow and liquidity attributable to several external factors such as: (a) Slowdown in Infrastructure sector (b) Considerable blockage of funds in Working Capital (c) Higher cost of borrowings etc.
(2)	Steps taken or proposed to be taken: Apart from continuous discussions with various clients/statutory bodies, local authorities for speedy clearances/approvals, settlement of claims etc., the Company had taken/being taking the following steps to improve its cash flow positions: (a) The Company has been working towards various resources available to meet cash flow shortfall in regular operations. (b) Company has also reduced its personnel and administrative requirements to optimize the available resources. The company has optimized the head count and is further looking at other cost cutting methods to reduce the administrative costs. (c) The Company is improving on technology and design to bring down operational cost/overheads. (d) Recovery of outstanding claims/arbitration money, part of which will be required to be utilized for meeting working capital and remobilizing expenses.
(3)	Expected Increase In Productivity And Profits In Measurable Terms In addition to steps proposed to be taken for improvement as detailed hereinabove, the Company has also made a reference to Corporate Debt Restructuring Cell (CDR Cell) to restructure its Debts. The CDR package has been approved by CDR-EG and has been communicated to company vide Letter of Approval (LOA) dated 29 th March, 2014, subsequently the company has executed Master Restructuring Agreement (MRA) on the same date. It is expected that above restructuring should reduce the financial strains of company as follows: <ul style="list-style-type: none"> • changing yet-to-be serviced parts of interests to term loans • re-phasing recovery programs • reducing margins • reassessing credit facilities such as working capital • procuring extra money for repaying loans
IV DISCLOSURES	
Remuneration Package of the managerial person:	For Mr. H.S. Bharana Remuneration including Basic Salary ,Perquisites & Contribution to PF & Other funds not exceeding ₹ 18,00,000.00/- per month. For Mr. T.D. Arora Remuneration including Basic Salary, Perquisites & Contribution to PF & Other funds not exceeding ₹ 10,00,000.00/- per month.
Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the Annual Report	The requisite details of remuneration etc. of Directors has been included in the Corporate Governance Report, forming part of the Annual Report of the Company for the Financial Year 2013-14.

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

(Kapil Kumar)
Company Secretary

Noida, August 14, 2013

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 4 to 7:

The Company had, pursuant to Clause 49 of Listing Agreement entered with the Stock Exchanges, appointed Mr. Anil Kumar Mehta, Mr. Shiv Dayal Kapoor, Mr. Arvind Pande and Mr. Surya Datta Sharma as Independent Directors at different dates, liable to retire by rotation, in compliance with the requirements of the said clause.

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.

Each of the above Directors have given their consents for their appointments and declarations to the Board that they meet the criteria of independence as prescribed both under Section 149 (6) of the Act and Clause 49 of the Listing Agreement with Stock Exchanges. None of the above Directors are disqualified from being appointed as a Director in terms of Section 164 of the Act.

Notice under Section 160 of the Companies Act, 2013 have been received from members proposing candidatures of each of the above Directors along with requisite deposits.

In the opinion of your Board, the aforesaid Directors fulfill the conditions specified in the Act and the Rules thereunder for their appointment as Independent Directors and that they are independent of the management of the Company.

Brief profile of the Independent Directors to be appointed have already been specified in the note no. 14 of the notice.

The Board recommends the passing of the Resolutions set forth at item No (s). 4 to 7 of the accompanying Notice as Ordinary Resolution.

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

Item No. 8

As per the provisions of Section 203 of the Companies Act, 2013, an individual is not permitted to be appointed or re-appointed as the Chairperson of the Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time, unless the Articles of Association of the Company provide otherwise.

Currently, Mr. H. S. Bharana is the Chairman and Managing Director of the Company. He has been associated with the Company for almost three decades. He has contributed immensely to the stellar growth of the Company in all these years. His vision and leadership is considered crucial for growth of the Company.

Accordingly, it is proposed to alter the existing Articles of Association of the Company in a manner so as to enable Mr. H.S. Bharana to continue to hold his position as Chairman and Managing Director of the Company.

Further, the existing Article 92A of the Articles of Association read as Mr. H.S. Bharana will be permanent director and chairman of the company.

Presently, the Company is having four independent directors, who shall be non-rotational directors. The Company is required to have minimum two directors who are rotational to comply with the provision of Section 152 of the Companies Act, 2013.

Hence, it is proposed to substitute the existing Article 92A of the Articles of Association of the Company with new Article 92A as follows:

92A. An individual may be appointed or reappointed to, or hold, the position of Chairperson or Co-Chairperson of the Company and also its Managing Director or Chief Executive Officer (as the case may be) at the same time."

The Board recommends the passing of the Resolutions set forth at item No.8 of the accompanying Notice as Special Resolution.

None of the Directors (except Mr. H.S. Bharana), Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 9&10:

Mr. H.S. Bharana was appointed as the Managing Director of the Company for a term of 5 years w.e.f. 28th August, 2009 till 27th August, 2014 at the 19th Annual General Meeting of the Company held on 08th August, 2009 at a monthly remuneration of ₹ 15,00,000.00/- per month. Further at the 21st Annual General Meeting of the Company held 19th September, 2011 his remuneration was increased to ₹ 18,00,000/- per month w.e.f. 01st October, 2011.

Mr. H.S. Bharana has been the pillar of the Company since its inception; He has contributed immensely towards the growth and development of the Company. As a Spearhead of Company, he is having a pivotal role in all the functional areas of the Company be it Technical, Non-Technical, Financial-Budgetary, Operational etc., He is the key person in strategic decision making on critical issues in the business and management of the Company. It has been his sincere efforts and over two decades of association with the Company that the Company has achieved new heights and attain the Brand Image among other players in the Industry. The

remuneration of Mr. Bharana is in line with remuneration of Managing Director & CEOs of other companies, keeping in view his job profile, the size of operations and complexity of business of the Company

The Infrastructure development in India has been going through a very difficult phase over the last three years. The Company is also facing liquidity crises during the financial year 2013-14.

Keeping in view the current financial crunch, the Board of Directors of the company at their meeting held on 14th February, 2014 has, subject to the approval of Shareholders and Central Government, proposed that the existing levels of Remuneration i.e. not exceeding ₹ 18,00,000.00/- per month shall be maintained. Accordingly an application has been made to Central Government for waiver of remuneration paid to Mr. H.S. Bharana during the Financial Year 2013-14. The same is under consideration of Central Government, after the approval of the same, an application shall be made to Central Government for approval of waiver of excess remuneration paid to Mr. H.S. Bharana w.e.f. 01st April, 2014 till the remaining period of his tenure i.e. 27th August, 2014.

Further, the term of office of Mr. H.S. Bharana, as the Managing Director of the Company, is expiring on 27th August, 2014; the Board of Directors at their meeting held on 14th August, 2014 (after considering the recommendations of Nomination & Remuneration Committee Meeting held on 14th August, 2014) has appointed Mr. H.S. Bharana as the Managing Director of the Company for a term of 3 years w.e.f. 28th August, 2014 at a monthly remuneration not exceeding ₹ 18,00,000/- . The appointment of Mr. Bharana is subject to the approval of Shareholders at the ensuing Annual General Meeting and Central Government.

The Statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 and Statement pursuant to Section II, Part II of the Schedule V of the Companies Act, 2014 with reference to the Resolutions at Item Nos. 9 & 10 are set out at note no. 15 of the Notice.

The resolution along with the disclosures/ explanations as set out in the notice may be treated as a written memorandum setting out the terms of appointment of Mr. H.S. Bharana under Section 190 of the Act.

The Board recommends the passing of the Resolutions set forth at item No (s). 9 to 10 of the accompanying Notice as Special Resolution(s).

None of the Directors (except Mr. H.S. Bharana), Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in these resolutions.

Item No. 11 &12:

Mr. Tulsi Dass Arora was appointed as the Whole Time Director of the Company for a term of 2 years w.e.f. 14th August, 2012 till 13th August, 2014 at a monthly remuneration of not exceeding ₹ 10,00,000.00/- per month. Further his appointment was confirmed at the 22nd Annual General Meeting of the Company held on 29th September, 2012.

Mr. Tulsi Dass Arora, is M.Tech and MBA. He has around 26 years of experience in the construction field. In his capacity as Whole Time Director, he plans the implementation schedule of various projects of the Company and also ensures mobilisation of resources. He is responsible for project execution for the Company.

The Infrastructure development in India has been going through a very difficult phase over the last three years. The Company is also facing liquidity crises during the financial year 2013-14.

Keeping in view the current financial crunch, the Board of Directors of the company at their meeting held on 14th February, 2014 has, subject to the approval of Shareholders, proposed that the existing levels of Remuneration i.e. not exceeding ₹ 10,00,000.00/- per month shall be maintained. As the Company has incurred losses during the year ended 31st March, 2014, the payment of remuneration to Mr. Tulsi Dass Arora is subject to the approval of the Shareholders by way of special resolution.

In, view of the MCA Circular No. 46/2011 dated July 14, 2011 read with MCA clarification dated August 16, 2012, no approval of the Central Government is required for payment of the above remuneration to Mr. Tulsi Dass Arora, in respect of remuneration paid to him during 2013-14, since the following conditions specified under the said circular are duly complied with:

1. Mr. Arora is not having any direct or indirect interest in the capital of the Company or its holding company or through any other statutory structures at any time during last two years before or on the date of appointment; and
2. Mr. Arora is having requisite qualification with expert and specialised knowledge in the field of his profession.

However in respect of remuneration being paid to Mr. T.D. Arora since April 1, 2014 till the remaining period of his tenure shall be governed by the provisions of Companies Act, 2013. The application to Central Government shall be made after obtaining the ratification of shareholders by way of their special resolution as set forth at Item No. 11 of the accompanying notice.

Further, the term of office of Mr. Tulsi Dass Arora, as the Whole Time Director of the Company, has expired on 13th August, 2014; the Board of Directors at their meeting held on 14th August, 2014 (after considering the recommendations of Nomination & Remuneration Committee Meeting held on 14th August, 2014) has appointed Mr. Tulsi Dass Arora, as the Whole Time Director of the Company for a term of 3 years w.e.f. 14th August, 2014 at a monthly remuneration not exceeding ₹ 10,00,000/- . The appointment of Mr. Arora is subject to the approval of Shareholders at the ensuing Annual General Meeting.

The Statement as required under Section II, Part II of the Schedule XIII of the Companies Act, 1956 and Statement pursuant to Section II, Part II of the Schedule V of the Companies Act, 2014 with reference to the Resolutions at Item Nos. 11 & 12 are set out at note no. 15 of the Notice.

The resolution along with the disclosures/ explanations as set out in the notice may be treated as a written memorandum setting out the terms of appointment of Mr. Tulsi Dass Arora under Section 190 of the Act.

The Board recommends the passing of the Resolutions set forth at item No (s). 11 to 12 of the accompanying Notice as Special Resolutions.

None of the Directors (except Mr. Tulsi Dass Arora), Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in these resolutions.

Item No. 13.

The provisions of Section 188(1) of the Companies Act, 2013 states that the following Related Part Transactions requires a Company to obtain prior approval of the Board of Directors and in case of Listed Companies, the prior approval of shareholders by way of a Special Resolution.

- (a) Sale, purchase or supply of any goods or materials;
- (b) Selling or otherwise disposing of or buying, property of any kind;
- (c) Leasing of property of any kind;
- (d) Availing or rendering of any services;
- (e) Appointment of any agent for purchase or sale of goods, materials, services or property;

- (f) Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) Underwriting the subscription of any securities or derivatives thereof of the company.

Further, third proviso to section 188(1) provides that nothing shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on arm's length basis.

However, as per amended clause 49 of listing agreement (effective from 01st October, 2014), prior approval of shareholders is required for certain material relation party transactions exceeding certain limits as set out in said clause - 49 of listing agreement, irrespective of pricing of such transactions.

The provisions of section 188(3) also provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In light of provisions of the Act, the Board of Directors of your Company has approved the proposed transactions along with annual limits that your company may enter into with its Related Parties (as defined under Section 2(76) of the Companies Act, 2013) for the financial year 2014-15 and beyond.

All prescribed disclosures as required to be given under the provisions of the Act and the Companies (Meeting of Board and its Powers) Rules, 2014 are given in the table appended to the resolution set forth at item no.13 above for kind perusal of the members.

- (a) Name of the related party and nature of relationship: Described in the table appended to the resolution.
- (b) Name of Director or KMP who is related: Mr. H.S. Bharana, may be treated as related for transactions with associates/subsidiary companies.
- (c) Nature, material terms, monetary value and particulars of contract & arrangements: Contracts are generally in the forms of work orders/EPC contracts, comprising of work awarded by clients (NHAI, PSUs, Private parties etc.) to the subsidiaries & associate companies as described in table appended to the resolution. The company executes these EPC contracts/work orders, as EPC contractor/sub-contractor, on behalf of subsidiaries & associates companies, the model terms & conditions of contract awarded by the clients are adopted while negotiating the terms of EPC contract/work order. Further, the company also give sub-contracts to its subsidiaries/associate companies in the form of work orders of the model terms & conditions as per the contracts amended by the client to the company.
- (d) Any other information relevant or important for the Board to take a decision on the proposed transaction: Nil

Members are hereby informed that pursuant to the second proviso of section 188(1) of the Companies Act, 2013, no member of the Company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

Except Mr. H.S. Bharana, None of the Directors and Key Managerial Personnels of the Company and their relatives is concerned or interested in the Resolution.

Your Directors recommend the passing of the above resolution as Special Resolution.

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

(Kapil Kumar)
Company Secretary

Noida, August 14, 2013

FORM- MGT-11
24TH 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 24th Annual general meeting of the company, to be held on Saturday, the 27th day of September, 2014 at 3:30 p.m. at Executive Club, 439, Village Shahoorpur P.O. Fatehpur Beri, 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, 2014, 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, 2014.		
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 Appoint Auditors of the Company		
Special Business			
4.	Appointment of Mr. Anil Kumar Mehta as an Independent Director of the Company		
5.	Appointment of Mr. Shiv Dayal Kapoor as an Independent Director of the Company		
6.	Appointment of Mr. Arvind Pande as an Independent Director of the Company		
7.	Appointment of Mr. Surya Datta Sharma as an Independent Director of the Company		
8.	To alter the Articles of Association of the Company by substitution of Article No. 92A		
9.	To ratify and approve the payment of excess remuneration to Mr. H.S. Bharana		
10.	To appoint Mr. H.S. Bharana as Chairman & Managing Director of the Company for a period of 3 years w.e.f 28 th August, 2014.		
11.	To ratify and approve the payment of excess remuneration to Mr. Tulsi Dass Arora		
12.	To appoint Mr. Tulsi Dass Arora as Whole Time Director of the Company for a period of 3 years w.e.f 14 th August, 2014.		
13.	To approve Related Party Transactions		

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

ATTENDANCE SLIP - 24TH ANNUAL GENERAL MEETING

(To be handed over at the entrance of the AGM venue)

I, hereby record my presence at the 24th Annual General Meeting of the Company held at Executive Club, 439, Village Shahoorpur P.O. Fatehpur Beri, New Delhi-110074 on Saturday, September 27, 2014 at 3:30 p.m.

Folio No./DP ID Client Id. :

Full Name of the Member (in block letter) :

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

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

Signed this.....day of.....2014

.....
 Signature of Shareholder (s)

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

(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.

Signed this.....day of.....2014



.....
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.