

ERA INFRA ENGINEERING LIMITED

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CIN: L74899DL1990PLC041350

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given to the members, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, to seek their approval for the proposals contained in the draft resolutions appended below by way of Postal Ballot. The Statement, pursuant to section- 102 of the Act detailing all material facts for the proposals is also appended hereto for your consideration. Accordingly, the draft of the Special Resolutions along with the explanatory statement is being sent to you with the Postal Ballot Form and self-addressed business reply/pre-paid envelope for your consideration and doing the needful.

The Board of Directors vide their resolution passed on 14th August, 2014 has appointed Ms. Pooja Anand, a Company Secretary in Whole Time Practice as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal Ballot Form (annexed hereto) and return the form duly completed in the attached self-addressed Business Reply/pre-paid envelope, so as to reach the Scrutinizer before the closing of working hours (5:30 p.m.) on 27th September, 2014. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

On completion of scrutiny, the Scrutinizer will submit report to Mr. H. S. Bharana, Chairman and Managing Director of the Company and in his absence to Mr. Tulsi Dass Arora, Whole Time Director of the Company, who shall thereafter, announce the result of voting by Postal Ballot at the Registered Office of the Company on Monday, the 29th day of September, 2014 at 5:30 P.M.

E-Voting Option: In compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014. The Company is pleased to provide an option to the members holding shares in demat form and in physical form, to vote on the postal ballot by way of electronic voting/e-voting to enable the members to cast their votes electronically. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase member's participation in the decision making process. E-voting is optional. The Company has availed the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot or by way of e-voting.

In case you desire to exercise your vote by using e-voting facility you are required to carefully follow the instructions as given for e-voting printed on postal ballot form.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:

1. To approve, ratify and confirm the corporate debt restructuring scheme in relation to the Company's Debts:-

"RESOLVED THAT subject to all applicable provisions of the Companies Act, 2013, as amended from time to time, read with applicable rules made thereunder, and/or then existing applicable provisions of Companies Act, 1956, and all other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the approval of, if applicable, the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and/or all other authorities, institutions or bodies, within or outside India, and subject to such conditions as may be prescribed by any of them while granting such approval, and agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), the members of the Company, do hereby approve, ratify and confirm, by way of a special resolution by postal ballot pursuant to Section 110 of the Companies Act read with the Companies (Management and Administration) Rules, 2014, the corporate debt restructuring package by and between the Company and the lenders of the company whose loans are being restructured (the "CDR Lenders") under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR EG and communicated to the Company by the Corporate Debt Restructuring Cell (the "CDR Cell") vide its letter of approval dated March 29, 2014 (the "CDR LOA") and set forth under the master restructuring agreement dated March 29, 2014 and amended master restructuring agreement dated May 19, 2014 between the Company and the CDR Lenders (the "MRA") and the Board and/or any person authorized by the Board in respect thereof from time to time, be and is hereby authorized on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the manner as may be approved by and between the Company and the CDR Lenders, amend or make changes to the MRA and enter into other documents in pursuance of the CDR LOA and the MRA, implement the CDR LOA and the MRA, on the basis of the terms set out in the CDR LOA and the MRA as may be agreed between the respective parties, and execute the necessary documents for the same including, inter alia issuance of equity shares, if required, to CDR lenders or the promoters of the Company in terms of the CDR LOA and MRA."

2. To Issue of Equity Shares on Preferential Basis on Conversion of whole or part of the Restructured Facilities:-

“RESOLVED THAT in accordance with the provisions of Section 62 and other applicable provisions, if any, of the Companies Act 2013 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of Chapter VII – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as “ICDR Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), the consent of the Company be and is hereby accorded to the Board of Directors of the Company on the terms and conditions contained in the Restructuring Documents, such terms and conditions provide/ to provide, inter alia, for an option to the Lenders to convert the whole or part of the Restructured Facilities of the Company (whether then due or payable or not), into equity shares of the Company and in the manner specified in a notice in writing to be given by the Lenders or the Monitoring Institution to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

- (i) The conversion right reserved as aforesaid may be exercised by the Lenders as specified under the Restructuring Documents on one or more occasions during the currency of the Restructuring Documents;
- (ii) The price of the shares, would be determined in accordance with “ICDR Regulations”;
- (iii) On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of equity shares to the Lenders or such other Persons identified by the Lenders as from the date of conversion of the part of the Restructured Facilities so converted;
- (iv) The part of the Restructured Facilities so converted shall cease to carry interest as from the date of conversion and the restructured facilities shall stand correspondingly reduced. Upon such conversion, the Repayment Installments payable after the date of conversion as per the Restructuring Documents shall stand reduced proportionately by the amounts of the Restructured Facilities so converted. The equity shares so allotted and issued to the Lenders or such other Person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said equity shares shall rank pari passu with the existing equity shares of the Company in all respects. The Company shall increase its authorised share capital from time to time as may be required by the Lenders/ Monitoring Institution in this respect; and
- (v) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other Person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other Person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other Person identified by the Lenders, to ensure that the shares are listed as required by the Lenders or such other Person identified by the Lenders.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to issue and allot to the Lenders the number of equity shares for conversion of the said portion of the Restructured Facilities as set out in the Restructuring Documents or for such lesser amount as may be desired by the Lenders.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.”

“RESOLVED FURTHER THAT all capitalized terms not defined herein shall have the meaning given to them in the Restructuring Documents”.

3. Authorising the Board of Directors of the Company to Borrow in terms of the provisions of Companies Act, 2013:-

“RESOLVED THAT in supersession of the resolution passed in terms of Section 293(1) (d) of the Companies Act, 1956, through postal ballot, the result of which was declared on 06th April, 2010, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to Section 180(1) (c) and other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, for borrowing from time to time, any sum or sums of money which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), shall not exceed in the aggregate at any one time ₹ 12,000.00 Crores (Rupees Twelve Thousand Crores Only) irrespective of the fact that such aggregate of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, desirable or expedient in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any committee of Directors or Managing Director or any other officer of the Company “.

4. Authorising the Board of Directors of the Company to sale/lease/creation of mortgage, charge etc. under Section 180 (1)(a) of the Companies Act, 2013:-

“RESOLVED THAT in supersession of the resolution passed in terms of Section 293(1) (a) of the Companies Act, 1956, through postal ballot, the result of which was declared on 06th April, 2010, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, including any statutory modification(s) or amendment(s) thereto for the time being in force, to sale, lease, mortgage, charge or otherwise dispose

off, in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the whole or substantially the whole of the undertaking of the Company, all the movable and immovable properties of the Company, present and future wherever situated in favour of Financial/Investment Institution(s)/ Bank(s)/ Trustees to secure the debentures/ bonds issued or proposed to be issued, loan and/or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company as per the terms and conditions of the issue of bonds/debentures issued/ proposed to be issued or the loan agreement entered into or proposed to be entered into by the Company, up to the maximum limit of Rs. 12,000 crores (Rupees Twelve Thousand Crores only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, including but not limited to finalize the documents and deeds, as may be applicable, for creating the appropriate mortgages and /or charges on such of the immovable and/or movable properties of the Company as may be necessary, desirable or expedient in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any committee of Directors or Managing Director or any other officer of the Company".

5. Authorising the Board of Directors of the Company to make/give/provide investments/loans/guarantees/security to subsidiary(ies)/ joint venture(s)/associate company(ies)/body corporate(s):-

"RESOLVED THAT subject to Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, any amendments/enactments /re-enactments thereof as are applicable, and in addition to the amounts already invested/loans made or guarantees/security provided by the Company, consent be and is hereby accorded for the Company to do the following transactions:

- i. to acquire by way of subscription, purchase or otherwise in the securities of any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s), and/or
- ii. to give loans to any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s), and/or
- iii. to give guarantees or provide security in connection with loan(s) given by any other person to any of its subsidiary(ies)/joint venture(s)/ associate company(ies)/body corporate(s);

upto a limit of ₹ 1500.00 crores for such investments/loans/guarantees, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and securities so far provided and to be provided, exceeds the limits/will exceed the limits laid down by the Act read with the Rules thereunder."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 372 A of the Companies Act, 1956, Section 110 of the Companies Act 2013 and other applicable provisions, if any, the Corporate Guarantee issued by the Board of Directors of the Company, on behalf of the below mentioned Companies, be and is hereby confirmed and ratified.

Sr. No.	Name of Bank/FI	Name of Company	Amount of Corporate Guarantee provided (Rs. In Crores)
1.	Punjab National Bank	Hyderabad Ring Road Project Private Limited	299.00
2.	ICICI Bank Limited	Hyderabad Ring Road Project Private Limited	206.00
3.	Punjab National Bank, India Infrastructure Finance Company Ltd., Central Bank of India, State Bank of Patiala and Dena Bank	West Haryana Highways Project Private Limited	473.82

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

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

6. Issue of Equity Shares on Preferential Basis to Promoters & Associates:-

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and any other rules/ regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India (the "RBI"), the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, (including but not limited to

SEBI, the Corporate Debt Restructuring Empowered Group (the "CDR EG"), the RBI, Government of India etc.) and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance to, the scheme of corporate debt restructuring (the "CDR Package") by and between the Company and the rupee lenders of the Company whose loans are being restructured (the "CDR Lenders") pursuant to the CDR Package under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the Corporate Debt Restructuring Empowered Group ("CDR EG") and communicated to the Company by the Corporate Debt Restructuring Cell ("CDR Cell") vide its letter of approval dated March 29, 2014 and any modifications to the terms thereof, as approved by the CDR Lenders and the Company and as per Master Restructuring Agreement ("MRA") entered between the Company and CDR Lenders on March 29, 2014 and amended on May 19, 2014, the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot 114,136,221 (Eleven Crore Fourty One Lac Thirty Six Thousand Two Hundred Twenty One) Equity Shares of ₹ 2/- each from time to time in one or more tranches, Equity Shares to be subscribed by the Promoters/ Promoter Group, whether or not such Promoter/Promoters Group are Members of the Company, under a preferential issue through an offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that the price of the Equity Shares so issued shall not be less than Rs.30.00/- per Equity Share of ₹ 2/- each being not less than the price as calculated with respect to the Relevant Date i.e. March 24, 2014 in accordance with the Regulations contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 including any Statutory modification or re-enactment thereof for the time being in force."

"RESOLVED FURTHER THAT the price of the Equity Shares shall be calculated in accordance with provisions of Chapter VII of the ICDR Regulations, and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is March 24, 2014, i.e., date of the approval of Corporate Debt Restructuring Scheme".

"RESOLVED FURTHER THAT Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects".

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), to settle all queries or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the Equity Shares arising there from, including utilization of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals (including but not limited to SEBI, CDR EG, RBI, Stock Exchanges Government of India, etc.,) liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company".

By the Order of the Board
For Era Infra Engineering Limited

Place : Noida
Date : 14/08/2014

Kapil Kumar
Company Secretary

NOTES:

1. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 1100 Hrs. to 1600 Hrs. up to the date of declaration of the result of Postal Ballot.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the members in respect of the special resolutions as set out in the accompanying notice dated August 14, 2014 shall be determined by Postal Ballot. Ms. Pooja Anand, a Company Secretary in Practice, has been appointed as Scrutinizer by the Company, for conducting the Postal Ballot Process.
3. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholder(s) as on August 15, 2014.

STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013.

Item No. 1

Due to the market imbalances and global economic slowdown in the past, the Company has been facing liquidity constraints, and has been working on various alternatives to align its debt obligations with the cash flows of the Company. The Company had applied to the Corporate Debt Restructuring ("CDR") cell during 2013 for debt restructuring through CDR mechanism envisaged under the guidelines issued by the

Reserve Bank of India (the "RBI"). The CDR Cell approved the debt restructuring of the Company vide letter dated March 29, 2014 (the "LOA"). The Company has also executed a Master Restructuring Agreement ("MRA") dated March 29, 2014 which was subsequently amended on May 19, 2014 with the CDR Lenders in furtherance to the CDR package of the Company, besides various other related documents as envisaged under the MRA. The broad terms of the Company's CDR scheme includes inter alia:

- a. Restructuring the existing debt facilities including term loans, non-convertible debentures (NCDs), External commercial borrowings (ECBs), term loans from Non-CDR lenders, working capital term loan, funded interest term loan and Fund Based & Non-Fund Based Working Capital Limits in all aggregating to ₹ 8754.75 Crores (Approximately) availed by the Company, including revision of the interest rates, principal payment schedule and grant of priority (fresh) term loan of ₹ 120.05 crores;
- b. Creation of additional security for the facilities covered under the MRA, personal guarantee of Shri H.S. Bharana, Chairman & Managing Director and Pledge of entire promoter shareholding in favour of CDR Lenders within the permissible time frame.
- c. The promoters are also required to contribute/ infuse funds into the Company to the extent of 25% of the sacrifice being made by the Lenders (amounting to ₹ 223.31 crore) of which ₹ 178.65 crore is required to be brought within 120 days of implementation of the restructuring scheme and the balance ₹ 44.66 crore to be brought in within 1 year of approval of CDR Package. The Promoters are also required to bring in their contribution towards priority loan amounting to ₹ 40.02 Crores and additional promoter contributions to be made in financial year 2016-17, 2017-18 & 2018-2019 for ₹ 200.00 Cr., ₹ 150.00 Cr. & ₹ 150.00 Cr., respectively.

The special resolution as provided in item no. 1, proposed to be passed by the members of Era Infra Engineering Limited (the "Company") by way of a special resolution by postal ballot, shall be deemed to be an authorization, confirmation and ratification by the members of the Company, in terms of Regulation 10 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the scheme of corporate debt restructuring set out in letter of approval dated March 29, 2014 (the "CDR LOA"), issued by the Corporate Debt Restructuring Cell and the master restructuring agreement dated March 29, 2014 and amended master restructuring agreement dated May 19, 2014 between the Company and the CDR Lenders (the "MRA").

All the Directors and Key Managerial Personnel, may be deemed to be interested to the extent of shares which may be allotted to the Directors or their relatives and associate persons/body corporates.

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

Item No. 2

As per the Letter of Approval dated March 29, 2014 bearing reference no. BY CDR (PMJ) No. 1206/2013-14 ("CDR LOA") and the Master Restructuring Agreement March 29, 2014, subsequently amended on May 19, 2014 ("MRA") executed by the Company with the CDR Lenders, the CDR Lenders have an option for converting the restructured facilities into equity shares of the Company in the event of the following:

- (a) For Term Debt from CDR Lenders aggregating to Rs. 1787.98 Crores: An option to convert 20.00% (Twenty per cent) of the term debt outstanding (as on the date of conversion) beyond seven years (if the restructured facilities remains outstanding beyond 7 (seven) years from the date of the CDR LOA).
- (b) For Working Capital Term Loan (WCTL) of Rs. 1519.41 Crores & Funded Interest Term Loan (FITL) of Rs. 975.24 Crores:
An option to convert outstanding Working Capital Term Loan (WCTL), Funded Interest Term Loan (FITL) (as on date of conversion) at any time during the restructuring period.
- (c) An option to convert entire/part of principal amount into equity as per the SEBI pricing formula in the event of default.

The Board of Directors, at its meeting held on August 14, 2014 subject to the approval of the shareholders, approved the conversion of the restructured facilities into equity shares, as aforementioned, upon the CDR Lenders exercising their option to convert the same.

Pursuant to the provisions of Section 62(3) of the Companies Act, 2013 and read with the Companies (Share Capital and Debentures) Rules, 2014, shareholders' approval is required for conversion of the loans, as mentioned in the above resolution, into equity shares of the Company.

Your Directors commend passing of the Special Resolution at Item No. 2 of the Notice.

None of the Directors or Key Managerial Personnel of the Company are interested or concerned in the passing of the above resolution.

Item No. 3 & 4

The Shareholders of the Company had, vide postal ballot, the result of which was declared on 06th April, 2010, authorised the Board by way of Special Resolutions under the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, the following:

- (i) for borrowing from time to time, any sum or sums of money which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), not exceeding in the aggregate at any one time ₹ 10,000.00 Crores (Rupees Ten Thousand Crores Only);
- (ii) to sale/ lease/ mortgaging and/or charging in such form and manner as the Board of Directors may deem fit, the whole or substantially the whole of the undertaking of the Company, all the movable and immovable properties of the Company, in favour of Financial/Investment Institution(s)/ Bank(s)/ Trustees to secure the debentures/ bonds issued or proposed to be issued, loan and/or other credit facilities availed or proposed to be availed together with interest, cost etc, up to the maximum limit of ₹ 10,000 crores.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Companies Act, 2013 until September 11, 2014.

The approval of the Members for the said borrowings and creation of mortgage or charge for the said borrowing is therefore now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act, up to the maximum limits of Rs. 12,000 crores, respectively.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 3 & 4.

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

Item No. 5

According to the provisions of Section 186 of the Companies Act, 2013, prior approval of the Company by way of a Special Resolution is required, if the Company proposes to make investment, loans, guarantees exceeding 60% of paid up share capital and free reserves or 100% of free reserves whichever is higher.

The management of the Company feels that providing for such loans, guarantee or making investments is a common corporate practice to support the functioning and working of the Subsidiaries/ Associate Companies. Also in order to execute the projects in hand, these Companies have obtained and further are expecting more financial facilities from Bank/ Financial Institution in future. Therefore your Company has/would require giving guarantees and/or providing securities to the companies as mentioned in the resolution to support its working.

In the present instance, the bond is more severe as your company is the promoter/ major shareholders in these companies. Besides, these companies are source of business of your company.

In various instances the Company has been approached by its Subsidiaries/ Associate Companies as mentioned in the resolution making loans, giving guarantee or providing security and to acquire by way of subscription, purchase or otherwise the securities.

As providing of the above mentioned Guarantees attract the provisions of Section 186, hence the approval of the shareholders is required for the same and therefore the requirement of passing the above resolution as a Special resolution is necessary. Also specified in the resolution are the details of loans and investments made/proposed to be made.

Your approval is sought by postal ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014.

As on date, the Company has not defaulted in repayment of loan installment and/or payment of interest thereon as per terms and conditions of such loans.

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

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

Item No. 6

In terms of the Letter of Approval ("CDR LOA") dated March 29, 2014 issued by Corporate Debt Restructuring Cell to the CDR Lenders, the promoters are required to contribute ₹ 223.31 Crores, being 25.00% of lenders sacrifice out of which 20.00%, being ₹ 178.65 Crores was required to be infused upfront and balance shall be infused within a period of one year from the date of approval i.e. 24th March, 2014. Further the promoters were also required to bring in their contribution towards priority loan amounting to ₹ 40.02 Crores and additional promoter contributions to be made in financial year 2016-17, 2017-18 & 2018-2019 for ₹ 200.00 Cr., ₹ 150.00 Cr. & ₹ 150.00 Cr., respectively.

The Promoters & Associates have already contributed ₹ 258.41 crores as their contribution towards lender's sacrifice and priority loans.

The Board of Directors, at their meeting held on August 14, 2014, subject to the approval of members, approved the proposal to issue the Equity Shares to Promoter's & Associates in consideration of promoter contribution, as per CDR package; also for any other amount as may be brought in or procured by the promoters, in accordance with their obligations under the CDR package.

Other terms relating to issue of Equity Shares:

1. The Equity Shares shall rank pari passu with the then existing Equity Shares of the Company.
2. The aggregate consideration for subscriptions to the Equity Shares shall be paid by the proposed allottee on or before the respective dates of allotment of the Equity Shares. In terms of the CDR Package, unsecured loans given by the proposed allottees to the Company shall be adjusted against the share application money for the aforesaid allotment.
3. The disclosures required pursuant to Regulation 73 of the ICDR Regulations & Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

(a) Objects of the Preferential Issue:

The object of the preferential issue is to allot Equity Shares of the Company to the Promoters as envisaged in the CDR LOA and the MRA. A total number of 114,136,221 equity shares are being offered under the proposed resolution.

(b) Proposal of the Promoters, Directors or key management personnel of the Company to subscribe to the offer:

Adel Landmarks Limited and Desert Moon Realtors Private Limited, Hi-Point Investment & Finance Private Limited and Era Housing & Developers (India) Limited the associated concerns and any other person as may be permitted under CDR LOA, MRA will subscribe to the proposed preferential offer. Except the above, none of the Directors or key management persons intend to subscribe to the proposed preferential offer.

(c) Shareholding Pattern before and after the preferential issue:

The shareholding pattern of the Company before and after the preferential issue is provided below:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
A.	Promoters' holding				
1.	Indian:				
	Individual	12,998,710	7.14	12,998,710	4.39
	Bodies Corporate	93,178,935	51.25	207,315,156	70.05
2.	Foreign Promoter				
	Sub Total (A)	106,177,645	58.39	220,313,866	74.44
B.	Non-Promoters' holding:				
1.	Institutional Investors	5,471,092	3.01	5,471,092	1.85
2.	Non-Institution:				
	Private Corporate Bodies	47,920,198	26.36	47,920,198	16.19
	Foreign Holdings (Corporates, FIIs)	9,917,745	5.45	9,917,745	3.35
	Indian Public	11,320,949	6.23	11,320,949	3.83
	Others(Including NRIs)	1,020,011	0.56	1,020,011	0.34
	Sub Total (B)	75,649,995	41.61	75,649,995	25.56
	GRAND TOTAL	181,827,640	100.00	295,963,861	100.00

The pre-allotment shareholding has been given on the basis of data available as on June 30, 2014. Further, the aforesaid post-allotment shareholding details have been provided without considering conversion of Restructured Facilities as such conversion shall be dependent on the extent of conversion rights exercised by each CDR Lender.

(d) Time within which the preferential issue shall be completed:

The Equity Shares shall be allotted to the Promoters in accordance with and within the time limit specified under the ICDR Regulations and the Companies (Share Capital and Debentures) Rules, 2014.

(e) Identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company, consequent to the preferential issue:

Sr. No.	Name of proposed Allottees	Pre-allotment		Post-allotment *	
		No. of Equity Shares	% to Paid-up Capital	No. of equity Shares	% to Paid-up Capital
1.	Adel Landmarks Limited	Nil	N.A.	40,785,389	13.78
2.	Desert Moon Realtors Pvt. Ltd.	Nil	N.A.	19,123,333	6.46
3.	Era Housing & Developers (I) Limited	41,043,772	22.57	70,704,605	23.89
4.	Hi-Point Investment & Finance Private Limited	32,082,958	17.64	56,649,624	19.14

* The aforesaid details have been provided assuming all allotments proposed under this Postal Ballot Notice. Further allotments to be made to CDR lenders upon the exercise of conversion option or on occurrence of event of default, cannot be determined as on date.

There will not be any change in the management or control of the Company on account of the proposed preferential allotment, except for change in shareholding pattern and voting rights.

(f) Undertakings by the Company:

The Company undertakes that it shall re-compute the price of the Equity Shares in terms of the provision of the SEBI Regulations where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price as aforesaid is not paid within the time stipulated in the SEBI Regulations, the Equity shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

(g) Certificate from Statutory Auditors:

The Certificate issued by M/s. G.C. Sharda & Co., Statutory Auditors have certified that the issue of securities is being made in accordance with the ICDR Regulations. A copy of the said certificate will be made available for inspection at the Registered Office of the Company during working hours between 10.00 a.m. to 12.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Postal Ballot.

(h) Relevant Date:

The 'relevant date' for any allotments of Equity Shares contemplated under Item No. 6, pursuant to the CDR Package will be March 24, 2014.

The issue price of ₹ 30.00 per equity share at which the Equity Shares are proposed to be issued to the Promoter and Promoter Group has been determined in accordance with Chapter VII of the ICDR Regulations, based on the higher of: (a) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the twenty six weeks preceding the relevant date or (b) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date. The minimum issue price on relevant date i.e. ₹ 29.97, calculated in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, is less than the proposed allotment price, i.e. ₹ 30.00.

(i) Lock-in Period:

The securities allotted to the Promoters shall be locked in as per the provisions of ICDR Regulations.

(j) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil.

The Board recommends the resolution at Item No. 6 for the approval of the members by way of Special Resolution, pursuant to Section 62 and other applicable provisions of the Companies Act, 2013, ICDR Regulations and other regulatory approvals.

The Directors, key managerial personnel and their relatives are deemed to be concerned or interested in the above resolution to the extent of their shareholding in the Company.

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

Place : Noida
Date : 14/08/2014

Kapil Kumar
Company Secretary

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: cs.mca@eragroup.in

CIN: L74899DL1990PLC041350

POSTAL BALLOT FORM

Sl. No

1. Registered Folio No./DP ID No./Client id No.*
(* Applicable for Members holding shares in Dematerialized form)
2. Name(s) of member(s) and Registered address of the Sole/First named Member
(including Joint holders, if any)
3. No. of Shares held
4. I/We hereby exercise my/our vote in respect of the following resolutions to be passed through postal ballot for the businesses stated in the notice 14/08/2014 of the Company by sending my/our assent or dissent to the said special resolutions by placing the tick (") mark at the appropriate boxes below:

Item No.	Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	To approve, ratify and confirm the corporate debt restructuring scheme in relation to the Company's Debts			
2.	To Issue of Equity Shares on Preferential Basis on Conversion of whole or part of the Restructured Facilities			
3.	Authorising the Board of Directors of the Company to Borrow in terms of the provisions of Companies Act, 2013			
4.	Authorising the Board of Directors of the Company to sale/ lease/creation of mortgage, charge etc. under Section 180 (1)(a) of the Companies Act, 2013.			
5.	Authorising the Board of Directors of the Company to make/ give/provide investments/loans/ guarantees/security to subsidiary(ies)/joint venture(s) / associate company(ies)/body corporate(s).			
6.	Issue of Equity Shares on Preferential Basis to Promoters & Associates			

Place :

Date :

[Signature of shareholder(s)]

ELECTRONIC VOTING PARTICULARS

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)	USER ID	SEQUENCE NO.

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS FOR VOTING:

Members can opt for only one mode of voting i.e. either by way of physical ballot or through e-voting. In case you opt to vote by physical ballot form, then please do not cast your vote by e-voting and vice-versa. In case member(s) cast their vote using physical ballot form and also votes electronically, then vote(s) cast electronically will be treated as valid vote(s) and the vote(s) cast physically will be treated as invalid.

Process and manner for Members opting for Physical Ballot:

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot form and send it to the scrutinizer in the attached self-addressed business reply/pre-paid envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot, if sent by courier at the expense of the registered shareholder will also be accepted.
2. The period of voting begins from 29th August, 2014 and will remain open till working hours of the business on 27th September, 2014. The self-addressed business reply/pre-paid envelope should be forwarded to the scrutinizer appointed by the Company at the Registered Office of the Company, not later than the close of working hours on 27th September, 2014 (Before 5:30 p.m.). Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder(s) has not been received.
3. This form should be completed and signed by the shareholder(s). In case of joint holdings, this form should be completed and signed (as per specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. In case of the Corporate Shareholder, this form should be signed by an authorized signatory, whose signature is already registered with the company. Unsigned Postal Ballot Form(s) will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on Postal Ballot should accompany the Postal Ballot Form. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot form.
5. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time as specified in point no. 2 above.
6. Shareholders are requested not to send any other paper along with the Postal Ballot Form in enclosed self-addressed business reply/pre-paid envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

The instructions for members for voting electronically are as under:-

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 LTD" 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 & 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) • 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 BankDetails#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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 the relevant 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:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 29th August, 2014 (9:30 a.m.) and ends on 27th September, 2014 (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 15th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.