ERA INFRA
Believe in difference

Date: 06th October, 2016

BSE Limited
I[st] Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai-400001

National Stock Exchange India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai-400051

Dear Sir,

Sub: **Copy of Annual Report for the Financial Year 2015-2016**

Pursuant to the provision of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith 26th Annual Report of the company for Financial Year 2015-2016.

Kindly take the above information on record.

Thanking You,

For **Era Infra Engineering Limited**

Gaurav Rajoriya
Company Secretary

Encl: a/a

ERA INFRA

Believe in difference

Building Landmarks

26th Annual Report 2015-16

Content

01 Corporate Information

03 Notice

11 Directors' Report & Annexures

38 Corporate Governance Report

55 Management Discussion and Analysis

61 Independent Auditors' Report

68 Financials

98 Consolidated Auditors' Report

104 Consolidated Financials

Corporate Information

H. S. Bharana
Chairman & Managing Director

Mast Ram
Non-Executive & Independent Director

Rattan Lal
Non-Executive & Independent Director

Dilip Kumar Sinha
Chief Financial Officer

Gaurav Rajoriya
Company Secretary

Registered Office:
1107, Indraprakash Building,
21, Barakhamba Road,
New Delhi – 110 001

Head Office:
C-56/41, Sector 62,
Noida – 201 303 (U.P.)

Auditors:
S S Kothari Mehta & Co.
Chartered Accountants
FRN: 000756N

Bankers & Financial Institutions:
Union Bank of India
Bank of India
IDBI Bank Limited
Karnataka Bank Limited
Allahabad Bank
General Insurance Corporation of India
State Bank of India
Punjab National Bank
Bank of Maharashtra
Punjab & Sind Bank
Bank of Baroda
Life Insurance Corporation of India
Oriental Bank of
Corporation Bank
United Bank of India
State Bank of Hyderabad
Central Bank of India
NPC Trustee A/c LIC Pension Fund Scheme –I
Indian Overseas Bank
Canara Bank
Vijaya Bank
Syndicate Bank
UCO Bank

Registrar & Share Transfer Agent:
Beetal Financial & Computer Services Private Ltd.,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi 110062

Investors Help:
e-mail: investorinfra@eragroup.in

NOTICE OF ANNUAL GENERAL MEETING

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

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

ORDINARY BUSINESS:-

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

SPECIAL BUSINESS:-

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

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

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

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

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

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

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** forappointment of M/s. M.S. & Co., Cost Accountants as Cost Auditor for the financial year 2016-17.

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

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

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

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

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

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

Date: 30th August, 2016
Place: Noida

(Gaurav Rajoriya)
Company Secretary

NOTES:

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

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

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

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

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

9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.

10. All documents as are mentioned either in Notice containing draft resolution or in explanatory statement attached to the Notice are open for inspection at the Registered Office during the business hours on all working days up to the date of this Annual General Meeting.

11. Instructions for e-voting:

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

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN*	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.Sequence number, if applicable is printed below Attendance Slip attached to the Notice.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members

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

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for ERA INFRA ENGINEERING LIMITED on which you choose to vote.

(xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non–Individual Shareholders and Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Friday, 23rd September, 2016 from 9:00 a.m. and ends on Sunday, 25th September, 2016 till 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(xix) Ms. Pooja Anand, Practicing Company Secretary (FCS No. 7032 CP No. 5450), on behalf of M/s Pooja Anand & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xx) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forwarded the same forthwith to the Chairman of the Company.

(xxi) At the Annual General Meeting, members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the meeting.

(xxii) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 26thAGM scheduled to be held on Monday, 26th day of September, 2016. The results of voting on the resolutions set out in the Notice shall be declared on or after the meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.eragroup.co.in and on the website of CDSL, within two days of passing of the resolutions at the 26th AGM and the results shall also be communicated to the Stock Exchanges.

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

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

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

Important Communication to Members

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

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

Date: 30th August, 2016
Place: Noida

(Gaurav Rajoriya)
Company Secretary

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

Item No. 4 & 5:

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

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

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

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

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

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

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

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

Item No. 6 & 7:

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

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

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

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

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

Date: 30th August, 2016
Place: Noida

(Gaurav Rajoriya)
Company Secretary

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 26th Annual Report together with Audited Statements of Accounts of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS:

The Summarized financial results of the Company for the year under review are as below:

(` in Lacs)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Total Income	1,21,996.95	1,73,950.57
Profit (Loss) before depreciation & tax	(1,11,543.56)	(44,255.45)
Depreciation	19,620.83	19,793.72
Profit (Loss) before tax & Extra Ordinary Items	(1,31,164.39)	(64,049.17)
Exceptional Items	-	1,560.77
Profit(Loss) before tax Provision for tax	(1,31,164.39)	(65,609.94)
- Current Tax	-	-
- Deferred Tax	-	-
- MAT Credit/Fringe Benefit Tax	-	-
- Tax adjustment for earlier years	-	79.45
Profit (Loss)after tax	(1,31,164.39)	(65,689.39)
Proposed Dividend together with Tax thereon	-	-
Transfer to General Reserve	-	-
Transfer to Debenture Redemption Reserve	-	-
Surplus (Deficit) carried to Balance Sheet	**(154,849.63)**	**(23,685.24)**

FINANCIAL PERFORMANCE

The turnover of the Company for the year ended 31st March, 2016, was ` 1,21,996.95 lacs as compared to ` 1, 73,950.57 lacs in the previous year.

Loss before depreciation and taxation was ` 1,11,543.56 lacs and after providing ` 19,620.83 lacs towards depreciation, the net loss amounts to ` 1,31,164.39 lacs.

BUSINESS PERFORMANCE

Era Infra Engineering Limited (EIEL), being a major EPC player got directly and indirectly impacted due to the stress in the construction and infrastructure sector starting from Financial Year 2011-12 onwards. The company strongly faced the stress in the initial years wherein several key and most of small players shut down their operations. However company started facing crises due to continued slump in the construction and infrastructure sector, severely effecting the operations of the company, compounded with few of EIEL road projects getting considerably affected on account of delay in availability of land and environmental clearance which resulted in significant cost escalation thereby putting additional pressure on the financials of EIEL.

Besides, company faced severe pressure on its operational cash flow and liquidity attributable to several external factors such as Slowdown in Infrastructure Sector, Decline in turnover and operating margins, Cash flow mismatch due to elongated Working Capital Cycle, Lack of adequate Working Capital – shortfall arising out of undisbursed/untied WC facilities.

We are working towards revival of the Company. Projects already awarded are generally progressing slowly due to various continuing problems on ground, which remain unresolved over a period of time leading to cost escalations which remain unpaid. All these factors combined, have led to a vicious cycle culminating in a pile up of debt and high consequential costs. Further During the year Company lose some projects due to non avaibality of banking facilities.

Your management has been striving hard and taking all efforts in ensuring repayment of interest due to lenders. During the period under review the Company focused on realizing long pending receivables, arbitration awards, and retention moneys. Further also the Company will have to continue focusing as before on sharply optimizing costs, improving productivity and systematically monetizing its non-key assets for overcoming the liquidity crisis. Our key priority is to deliver projects held up due to working capital shortage and sites that need to be expeditiously concluded. The Company is now concentrating on bidding projects relating to its core competency as also projects with high yielding margins.

With the Government's helping hand and positive attitude we look forward to a phased economic revival and boosting of business confidence due to hard policy decisions. We are hoping the government will come up with a clear cut road-map for implementing the policies. The upturn in sentiment means roads, ports and power projects will get on-stream. In addition to this, there will also be expediting of stalled infrastructure projects, revival of investment climate and sorting of infrastructure clearances. The government is expected to provide an environment conducive for growth investments, with major reforms in infrastructure sector, enabling all-round growth.

Despite of the above said constrains, the Company has robust order book as at 31.03.2016. All ongoing projects are monitored on a regular basis by the senior management. The company has aggressively invested in an in-house ERP system, which encompasses different areas of efficient construction management with greater efficiency, accuracy and predictability.

The Company is professionally managed with well-qualified and experienced personnel in all areas including engineering, finance and administration combined with a full-fledged Enterprise Resource Planning (ERP) and MIS system. As on 31st March, 2016, the Company has on its roll approximately One Thousand Two Hundred employees.

All ongoing projects are monitored on a regular basis by the senior management. The Company is professionally managed with well-qualified and experienced personnel in all areas including engineering, finance and administration combined with a full-fledged Enterprise Resource Planning (ERP) and MIS system.

Presently the company operates through two strategic divisions:

A) EPC Division (National & International):

This division has bagged orders from prestigious clients like NHAI, NTPC, Airport Authority of India, Delhi Metro Rail Corporation Limited, Naya Raipur Development Authority etc. The division's business extends across major sectors of infrastructural growth and it broadly encompasses Roads/ Highways, Power, T&D, Metro, Aviation, Social Infra, Industrial Refinery.

B) Equipment Management Division:

This Division was set up to cater to the growing in-house and external demand for a wide range of construction machinery and to make revenue by using the equipment's in most efficient manner and further to provide the strength to internal execution. The division's large Equipment Bank spans machinery for diverse uses and includes Cranes/ Material Handling Equipment, Pilling Equipment, Aerial Platform & Boom Lifts, Motor Graders etc.

DIVIDEND

In view of the losses, your Directors do not recommend any dividend for the year ended March 31st, 2016.

MATERIAL CHANGES

There are no material changes and commitments, affecting the financial position of the company between the end of financial year of your company and the date of this Report.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public or its employees during the year under review.

DIRECTORS

Since date of last report, Mr. Rattan Lal was appointed as Independent Director on 19.02.2016. Further, Mr. Tulsi Dass Arora has resigned from the post of Directorship of the Company w.e.f. 02nd May, 2016.

During the year under review, Mr. Arvind Pande, Mr. Kuldeep Kumar Khanna, Mr. S.D. Sharma, directors has resigned from the directorship of the Company w.e.f. 30th May, 2015, 08th August, 2015 and 11th September, 2015 respectively. Ms. Chetna Kumar and Ms. Vandana Kaushik, women director has resigned from the directorship of the Company w.e.f. 10th September, 2015 and 03rd December, 2015 respectively.

As per the provisions of the Companies Act, 2013, Independent Director are eligible to hold office for a term upto five consecutive years and are eligible for re-appointment for the second term on passing special resolution by the Company. The Company has received from the Independent Director consent for their appointment and declaration confirming that they meet the criteria of independence as envisaged under the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Notices under Section 160 of the Companies Act, 2013 have been received from members proposing their candidature along with requisite deposits. Accordingly, in terms of Section 149(10) read with Schedule IV of the Companies Act, 2013, the Board recommends the appointment of the Mr. Rattan Lal as Independent Director from 19th February, 2016 till 18th February, 2021 and shall not be liable to retire by rotation during his tenure. In accordance with the provisions of the Companies Act, 2013, Mr. H S Bharana retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

At present Mr. Hem Singh Bharana, Mr. Mast Ram and Mr. Rattan Lal are the directors of the Company.

Brief resumes of these directors proposed to be appointed/ re-appointed and other relevant information have been furnished in the Notice convening the Annual General Meeting. Appropriate resolutions for their appointment / re-appointment are being placed for approval of the members at the Annual General Meeting.

AUDITORS & AUDIT REPORT:

STATUTORY AUDITORS

In terms of the provisions of the Companies Act, 2013, M/s. S S Kothari Mehta & Co., Chartered Accountants who were appointed as Statutory Auditors of the Company in a casual vacancy w.e.f. 02.12.2015 in place of M/S. G C Sharda& Co. to hold the office till the conclusion of the 25th General Meeting of the Company and their appointment was made for a term of five years in the 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, which is subject to ratification by shareholders at each Annual General Meeting.

Pursuant to recommendation by the audit committee of the Company, the Board has recommended the ratification of their appointment as statutory auditors of the Company from the ensuing annual general meeting of the Company till 27th annual general meeting of the Company. The Company has obtained necessary certificate under section 141 of the Companies Act, 2013 from the auditor conveying their eligibility for the above appointment. The Audit Committee and the Board reviewed their eligibility criteria, as laid down under section 141 of the Companies Act, 2013 and recommended their appointment as auditors for the above said period.

Company's explanation regarding adverse remark or qualification in the Auditors' Report is as follows:

	QUALIFICATION/EMPHASIS/COMMENT	BOARD OF DIRECTORS COMMENTS
1.	*The financial statements are prepared by the Company on the going concern basis as fully elaborated in note no 36 of the financial statements and Based on the Standard of Auditing (SA) 570, 'Going Concern' issued by the Institute of Chartered Accountants read with section 143 of the Companies Act, 2016 the going concern of Company is impacted in view of certain major indicators mentioned therein and listed here – in below from serial no. 2 onwards; our qualified opinion is also based the Auditor's Report on the audited annual financial statements for the year ended 31st March 2015 by the preceding statutory auditors of the Company, Messrs. G.C. Sharda& Co., Chartered Accountants, ICAI Registration No. FRN 500041N;*	The management is in the process to obtain new contracts, claims/ dues by arbitration and other measures to revive the financial position/ improvement in the profitability, and in view of this the going concern has not impacted.
2.	*As per note no 36 to the financial statements regarding the Company has been incurring losses over past several quarters/years including in the current quarter due to which the entire net worth of the Company has eroded. The accumulated losses of ` 154849.63 lakh are more than the entire net-worth as on 31.03.2016;*	The management is in the process to obtain new contracts, claims/ dues by arbitration and other measures to revive the financial position/ improvement in the profitability, and in view of this the going concern has not impacted.

3.	*As per note no 23 (A) (a) to the financial statements regarding the Company is contesting material litigations against it including winding up petitions and matters under section 138 of the Negotiable Instruments Act, 1881 as amended thereto.*	The management is trying to minimize the litigations by way of settling the liabilities of the complainants.
4.	*As per note no 33 (a) to the financial statements regarding out of the total trade receivables of ` 3,45069.37 Lakh as on 31.03.2016 ` 143145.61 Lakh are outstanding from the period prior to 01.04.2014;*	The management is analyzing/ reconciling the outstanding debtors and take appropriate measures to recover by way of arbitration/legal proceeding.
a.	*These are slow moving as partly received or non-moving as no movement due to delay in obtaining confirmation and subsequent reconciliation. In some cases invoices raised by the Company are yet to be recognised by these customers which includes joint ventures, associates and other related parties;*	The management is in the process of discussions/ reconciliation with suppliers/ contractors to comply with the supply of material and execute the work at site to settle the advances.
b.	*The management is of the opinion that as the Company has:* *(i) filed arbitration in some cases, &* *(ii) undertaken confirmation and reconciliation process along-with of its dues/claims in other than arbitration cases* *(iii) been continuously updating the documentation, it is not appropriate to make any provision at this point of time which may dilute the recovery of these receivables. Provisions in the books of accounts will be made at the time of finalization of matters;*	Self-explanatory
5.	*As per note no 33(b) to the financial statements regarding 0ut of the total 'Other short term loans & advances' of ` 1,18646.84 Lakh (excluding claims for invocation of Bank Guarantee) as on 31.03.2016 more than ` 89525.37 Lakh are outstanding from the period prior to 01.04.2014. In the absence of any updated document regarding the terms & conditions and written confirmation, it cannot be ascertained whether the amounts will be recovered or goods & services will be received in future Management is of the view that ongoing confirmation and reconciliation process shall make provisions only on completion of process including as provided under the applicable laws;*	Self-explanatory
6.	*As per note no 37 to the financial statements regarding a claim of ` 17555.20 Lakh pertains to invocation of Performance Bank Guarantee by the bank due to noncompliance of terms & conditions of the contract. The management has initiated the legal process for recovery of the amount encashed against above guarantee and retention of the project;*	Self-explanatory
7.	*As per note no 33(c) to the financial statements regarding a sum of ` 17033.35Lakh under Capital advances is outstanding since long. The management has initiated the process of recovery of the amount of loans & advances or receipt of goods & services there – against;*	Self-explanatory
8.	*As per note no 43 to the financial statements regarding development of program for physical verification of work -in progress, of ` 67052.45 Lakh recognised in books. It intends to complete the physical verification during the year ending 31.3.2016. On completion of physical verification & post reconciliation with the records, discrepancies will be written off. For raw material & other inventory management has completed the physical verification, is under process of reconciling the difference and discrepancies will be written off on completion of such reconciliation*	The management is considering devising a programme for verification of Work in Progress.

9.	*As per note no 42 to the financial statements regarding the Company has made investments in securities, non – current & current, of / through its subsidiaries, associates, Joint ventures & group companies. In case of two associates Gwalior bypass projects limited & Hyderabad Ring Road projects Pvt Limited, considering the accumulated losses in these and in others, the management is of view since these investee entities business is toll / annuity based which has a long gestation period, & also arbitration claims will be filed, the impairment, if any, is considered to be temporary in nature.*	Diminution has not been considered for all road projects (BOT/Annuity) in subsidiaries' and associates are in progress and long term in nature.
10.	*As per note no 38 to the financial statements regarding delay in deductions & deposit of statutory tax based on liabilities recognised in books, including VAT, service - tax, excise & customs duty, income tax, royalty, labourcess, entry tax, provident fund etc. & other similar dues, returns and forms. Provisions of interest on delay of these have not been recognised& exact quantum is not determinable.*	Previously, due to financial constraints and mismatch of cash inflow, there has been a delay in depositing the statutory dues. Now the Company is trying complying to its obligations within the prescribed period.
11.	*As per note no 40 (b), 9 to the financial statements regarding the Corporate Debt Restructuring (CDR) proceedings in Joint Lender Meetings (JLM) regarding continuation of CDR scheme could not be crystallized in the absence of required quorum based on available minutes of meeting of JLM held on 05/02/2016. Inadequate security cover, prior approval of CDR EG before sale of assets etc., and other non-compliances of CDR terms & conditions still continues as already reported in earlier periods/ year;*	The Company is in process of complying with the norms.
12.	*As per note no 40 to the financial statements regarding the loans provided by lenders under consortium have been classified as Non-Performing Assets (NPA) by 17 Lenders out of 22 Banks as on date and majority of the accounts have been classified as NPA as on date.*	Due to slow down in infrastructure Sector Company was unable to meet its interest obligations and lender dues. The Company has also gone into CDR for revival of its financial position.
13	*The Company is in the process of complying with the relevant provisions of the Companies Act 2013 & the SEBI Act, 1992, as amended, which were earlier non- complied, more particularly with respect to, quorums, meetings of Board of Directors, various committees, submission & publication of quarterly results, filing of various forms & declarations, compliance with listing regulations etc.;*	Self-explanatory
14.	*Compliance & records relating to the related parties are being updated. Forms MGT-10 & MGT - 14 relating to change in major shareholding of promoters & approval of Board of Directors for issue of debentures are still pending. The appointment of woman director & common director to material subsidiaries, is under progress;*	The Company is in process of filling Form MGT-14 and appointing Woman Director & Common Director to material subsidiaries.
15.	*As per note no 39 to the financial statements regarding the stock exchanges have levied a penalty of ` 33.22 lakh for non-publishing & filing of results of quarter ended 30th June & 30th September-2015 on time. Management expects it to be waived off;*	The Company is in process of sorting out this issue.
16.	*The observations on report of Companies Auditor's Report Order(CARO),2016 , are as ;*	
a.	*The undisputed amount of statutory dues including Provident fund, ESI, VAT, WCT, TDS, Service tax etc. more than six month old as on 31.03.2016 are ` 3746.82 lakh.*	The company is in process of depositing unpaid statutory dues

b.	*The managerial remuneration in case of respected Chairman & Managing Director (CMD) is excess as per the approval of central government. As per management there is some typographic error in the approval letter, for which clarification has been sought & expects to be corrected soon.*	self-explanatory
17.	*As per note no note no 25 of the Financial Statements regarding change in Accounting Policy 'The Company was hitherto recognizing materials & other resources supplied by the customers as, both, its cost of construction & revenue from operations. This accounting policy has been discontinued during the year from first quarter for improvement in presentation based on correct appreciation of facts. The Company is now of the opinion that these material were received by the entity as an agent rather than as a principal. This change in accounting policy has no impact on the profit of the Company though both the cost of construction & revenue from operations will be lower by a similar amount.*	self-explanatory
18.	*As per note no 7 of the Financial Statements regarding non ascertainment of interest and dues to Micro Small and Medium Enterprises under MSMED act, 2006.*	The Company is in the process of identifying the MSME suppliers and has sent written representations to its suppliers to confirm whether or not they are registered under the MSME Act, 2006 still company awaiting reply from them.

SECRETARIAL AUDITOR

As per provisions of Section 204 of the Act, the Board of Directors of the company appointed M/s. SKP & Co., Practicing Company Secretaries (C.P. No.: 6575), as Secretarial Auditors for the purpose of auditing the Secretarial activities of the Company for the financial year 2015-16. The Secretarial audit report issued by the said auditors in form MR-3 has been annexed to this report as 'Annexure 6'.

On the observations made in the Secretarial Audit Report, the proper steps are being taken by the Management so as to comply with the provisions.

Point wise explanation by the Company on comments made by the secretarial auditor is as follows:

SECRETARIAL AUDITOR COMMENT	COMPANY EXPLANATION
The Board of Directors of the Company was constituted of only two Directors for a continuous period of thirty five days. Accordingly, the constitution of the statutory Committees of the Board have been intermittently defective due to defect in constitution of the Board and/or due to frequent changes in the constitution of the Board of Directors of the Company. Also, the Company has not filled up intermittent vacancy of woman Director as required by the provisions of Rule 3 of Companies (Appointment and Qualification of Directors) Rules 2014 read with Section 149 of the Companies Act 2013.	Due to resignation of two independent directors in the month of September, 2015, the company was having two directors in the board. As per provisions of the Companies Act the Company has to appoint directors in immediate next board meeting in case of non-constitution of the Board which was duly complied accordingly the company appointed the directors in the next immediate meeting held thereafter. Further the woman director has resigned in the month of December, 2015; in this regard your company is in process to appoint woman director.

The Company did not hold any Board Meeting in the second Quarter of the Financial Year under review. And one meeting of the Board was held with a gap of more than one hundred and twenty days from its previous meeting, against the provisions of Section 173 of the Companies Act 2013. Accordingly, appointment of Cost Auditor was made on December 02, 2015 after the expiry of statutory period of one hundred and eighty days from the commencement of the financial year 2015-16. One meeting of the Audit Committee was held with a gap of more than one hundred and twenty days from its previous meeting, against the provisions of Clause 49 of the erstwhile listing agreement and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	Due to lack of required directors the Board of Directors meetings couldn't be convened well in time, also the Audit Committee meeting too couldn't be convened well in time due of lack of required quorum accordingly the Audit Committee met only three times during the year. Your company has appointed the director for proper constitution of member of Audit Company in immediate next Board Meeting.
There have been considerable delays in complying with the erstwhile Clause 41 of the Listing Agreement entered into by the Company with Stock Exchange where the shares of the Company are listed. A Penalty of ` 33.22 Lakh has been imposed by the Stock Exchange for the said default.	Due to non-availability of requisite Director and thereafter inability of one director to take part in board meeting the quarterly financial results could not be submitted well in time which resulted in default of clause 41 of listing agreement. Now Company is in process of sorting out of the issue of penalty levied.

COST AUDITOR

As per the Cost Audit Orders, Cost Audit is applicable to the Construction business of the Company for the FY 2015-16.

In view of the same and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. MS & Co., Cost Accountants (FRN. 102592) have been appointed as Cost Auditors to conduct the audit of cost records of your company for the financial year 2015-16.

INTERNAL AUDITOR, INTERNAL AUDIT & CONTROLS

The Company has well equipped internal audit mechanism. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

WHISTLE BLOWER/VIGIL MECHANISM

As per the provisions of Companies Act, 2013, every Listed Company shall establish a vigil mechanism (similar to Whistle Blower mechanism as specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015). In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a vigil mechanism/ whistle blower policy for directors and employees to report genuine concerns has been established and approved by Board on 30th May, 2014. The Vigil Mechanism is available on the website of the Company at www.eragroup.co.in.

RISK MANAGEMENT POLICY

A statement indicating development and implementation of a risk management policy for the Company including identification there in of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company is stated in the Corporate Governance Report.

AUDIT COMMITTEE

The restructuring in the Directorship of the Company, necessitated restructuring in the Audit Committee. The committee as on date of this report consists of three members namely Mr. Mast Ram, Mr. Hem Singh Bharana and Mr. Rattan Lal out of which two are independent Directors. Mr. Mast Ram is the Chairman of Audit Committee. All members of the Audit Committee possess sufficient knowledge and experience in the field of Finance and Accounts. The Committee composition is in accordance with the provisions of Companies Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

STAKEHOLDER RELATIONSHIP COMMITTEE

The restructuring in the directorship of the company necessitated restructuring in this committee. The committee as on date of this report consists of three members.

i. Composition, Name of Members and Chairman:

S.No.	Name of the Committee Member	Designation
1.	Mr. Rattan Lal	Chairman
2.	Mr. HS Bharana	Member
3.	Mr. Mast Ram	Member

ii. Name and designation of Compliance Officer:

Mr. Gaurav Rajoriya, Company Secretary.

MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Five Board Meetings were held on 30th May, 2015, 15th October 2015, 02nd December, 2015, 19th February, 2016, 14th March, 2016 and Four Audit Committee Meetings were convened and held on 30th May, 2015, 02nd December, 2015, 19th February, 2016, 14th March, 2016. Further details of which are given in the Corporate Governance Report.

POLICY ON DIRECTORS' APPOINTMENT/REMUNERATION OF DIRECTORS/KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

The Nomination and Remuneration Committee constituted by the Company has formulated criteria for determining qualifications, positive attributes and independence of the Directors. The Committee has also recommended to the Board a Policy relating to remuneration ensuring:

(i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate key managerial personnel of the quality required to run the company successfully;

(ii) Relation of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) Remuneration to key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee ("NRC") has framed the Directors' Performance Evaluation Policy ('Policy') and based on the recommendation of the NRC. Accordingly, the evaluation of Board was carried out by each Director, of each committee by each of its member and of the individual Director by all other Directors on the Board excepting the concerned Director himself.

The Independent Directors of the Company positively reviewed the performance of non-independent directors and the Board as a whole; reviewed the performance of the Chairperson of the company, taking into account the views of the executive directors and non-executive directors; and assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

DECLARATION BY INDEPENDENT DIRECTOR(S)

The Independent Directors comply with the definition of Independent Director as given under Section 149(6) of the Companies Act, 2013. While appointing/ re-appointing any Independent Directors on the Board, the Committee considers the criteria as laid down in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors give a certificate confirming that they meet the"independence criteria" as mentioned in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of

Section 149 of the Companies Act, 2013 has been enclosed as Annexure 5.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

APPOINTMENT & REMUNERATION POLICY

The Board has, on the recommendation of the Nomination &Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Appointment & Remuneration Policy is stated in the Corporate Governance Report.

INFORMATION & STATEMENT OF PARTICULARS OF EMPLOYEES

The Information & Statement of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure 3.

EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in form MGT 9 as a part of this Annual Report as Annexure 1**.**

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

In accordance with Section 134(3) (g) of the Companies Act, 2013, the particulars of loans guarantees and investments under Section 186 of the Companies Act, 2013 are provided in notes to financial statements, read with respective heads to the Financial Statements which forms part of this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certainarm's length transactions under third proviso there to shall be disclosed in Form No. AOC-2 as Annexure 2**.**

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

There are no significant and material orders passed by the regulators or tribunals impacting the going concern status and Company's operations in future.

SEXUAL HARASSMENT AT WORK PLACE

In order to prevent sexual harassment of women at work place, company is fully determined and proper adjudication & Recourse mechanism is in place to avoid any sexual harassment at work place.

During the year Company has not received any complaint of harassment and no cases were filed pursuant to the Sexual Harassment of Women at work Place (Prevention, Prohibition and Redressal) Act, 2013, during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the provisions of Section 135 of the Act, the Company has reconstituted the CSR committee in the meeting held on 30th May, 2016 and has also adopted CSR Policy. The following are its present members:

Name of the Committee Member	Status	Designation
Mr. HS Bharana	Executive Director	Chairman
Mr. Rattan Lal	Independent Director	Member
Mr. Mast Ram	Independent Director	Member

However as the Company does not have average net profits for the three immediately preceding financial years, the Section 135(5) of the Act pertaining to spending of 2% of average net profits of the company for immediately preceding three financial years and disclosure required to be given under Section 135(5) of the Act and Rule 8 of Companies (Corporate Social Policy) Rules, 2014, are not applicable, to the Company, for the financial year 2015-16.

HUMAN RESOURCES

Your Company treatsits "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently under way. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Section 129 of the Companies Act 2013, Consolidated Financial Statements are attached and form part of the Annual Report and the same shall be laid before the ensuing AGM along with the Financial Statements of the Company.

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

As required under the first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, a separate statement containing the salient features of the financial statements of the subsidiaries, associates and joint venture companies in Form AOC-1 is annexed to the Financial Statements as Annexure – 4 and forms part of the Annual Report, which covers the performance and financial position of the subsidiaries, associates and joint venture companies.

The Company will make available the Annual Accounts of the subsidiary company and other related information upon request by any member of the Company or its subsidiary company. The Annual Accounts of the subsidiary company will also be kept open for inspection at the registered office of the Company and the subsidiary company during business hours.

LISTING

The Equity shares continue to be listed on the BSE Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE). Both these Stock Exchanges have nationwide terminals.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS

A Company holds fiduciary relationship with its stakeholders and community, here the Board of Directors of the Company act as trustee to all the stakeholders of the Company to enhance the stakeholder's value and protect their interest. Your Company is committed to benchmark itself with global standards in all areas including appropriate standards for Good Corporate Governance. Towards this end, an effective Corporate Governance System has been put in place in the Company which also ensures that the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are duly complied with. A report on Corporate Governance, and Management Discussion and Analysis, along with Certificate on its compliance as per regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from Ms. Pooja Anand, Company Secretary in Practice is enclosed with this Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO CONSERVATION OF ENERGY:

The core activity of the company is civil construction which is not an energy intensive activity, however all steps are taken to conserve energy at all levels of operations wherever possible. There are no particulars required to be disclosed as required under the new provisions of Companies Act, 2013 & rules made there under.

TECHNOLOGY ABSORPTION

During the year, there was no Technology Absorption, as your Company has not undertaken any research and development activity in any manufacturing activity nor any specific technology is obtained from any external sources which need to be absorbed or adapted. There are no particulars required to be disclosed as required under the new provisions of Companies Act, 2013 & rules made thereunder.

Innovation is a culture in the Company to achieve cost efficiency in the construction activity to be more and more competitive in the prevailing environment and the effect of the same cannot be quantified.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The foreign exchange earning/outgo during the year are as under: (` in Lacs)

Particulars	Current Year	Previous Year
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	29.81	62.09

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Act, the Board of Directors hereby state that:

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and otherirregularities;

d) The directors had prepared the annual accounts on a going concern basis; and

e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their appreciation towards bankers, clients and all the business associates for their continuous support to the Company and to the shareholders for the confidence reposed in the Company management. The directors also convey their appreciation to the employees at all levels for their enormous personal efforts as well as collective contribution.

For and on Behalf of the Board

Place:Noida
Date: 30th August, 2016

(H. S. Bharana)
Chairman & Managing Director

Annexure-1

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015
Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899DL1990PLC041350
2.	Registration Date	03/09/1990
3.	Name of the Company	ERA INFRA ENGINEERING LIMITED
4.	Category/Sub-category of the Company	Company Limited by Share/ Indian Non-Government Company
5.	Address of the Registered office & contact details	1107, Indraprakash Building, 21, Barakhamba Road, New Delhi- 110001
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Private Ltd. 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products/services
1	To carry on the business of builders, civil contractors, and sanitary engineers, architects, town planners and to submit tenders for the aforesaid business.
2	To layout, develop, construct, build, erect, demolish, re-erect, repair, remodel, execute or do any other work in connection with any industrial complex/parks, flyovers, ports, airports, highways, roads, railways, irrigation, dam, canals, Water treatment plant, river connectivity, power plants, tunnels, sub-ways, bridges, multiplex, shopping malls, housing complex,colonies,factory,workshop, building schemes, cost effective housing projects, water supply systems, sewerage systems, sanitary installations, parking lots, other infrastructure projects or any other structural, architectural and mechanical project of any kind in India and abroad whether as contractors, owners, on Build-Operate-Transfer (BOT) basis or on Build-own-Operate-Transfer (BOOT) basis or on Build-Own-Lease Transfer (BOLT) basis andfor such purpose to prepare estimates, designs, plans, specification or models thereof.
3	To do alone or in association with any other bodies corporate (whether or not Incorporated), firms, associations, authorities, bodies, trust agencies, societies or any other person or persons engaged in or in connection there with either directly or indirectly and whether wholly or in part, for the purpose of infrastructure development/facility/activity, which shall include work and/or facility and or providing all/any type of services in relation to and/or in connection with setting up, development, construction, operation, maintenance, modernization, expansion, and/or improvement of any infrastructure project or facility including roads, highways, railways, airways, waterways, ports, transport systems, parking lots, bridges, tunnels, sub-ways, flyovers, development of infrastructure for tele-communication and communication systems, generation, storage, distribution and transmission of power, irrigation systems, sewerage, water supply, sanitation, waste management systems, health, oil & gas(excluding exploration), food and agriculture infrastructure, architectural designing, structural designing, designing for pre-engineered building, setting up of Knowledge Process Outsourcing (KPO) centers for structural architectural and other designing and setting up of industrial and residential areas on any basis including Build-Operate-Transfer(BOT),Build-own-Operate-Transfer(BOOT),Build-Own-Lease-Transfer (BOLT) etc.
4	To act as manufacturer, trader, dealer, importer, exporter, buyer, seller of all any type/kind of material used in the construction/ infrastructure industry including setting up of ready mix plant in India or abroad.

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Construction(ContractRevenue)	45	82.24%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES–

S. No.	Name of the Company	CIN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1.	Era T & D Limited	U40102DL2007PLC166052	Subsidiary	100	2(87)(ii)
2.	Era Infrastructure (India) Limited	U45200DL2007PLC169191	Subsidiary	100	2(87)(ii)
3.	Dehradun Highways Project Limited	U45200DL2010PLC198635	Subsidiary	74	2(87)(ii)
4.	Haridwar Highways Project Limited	U45200DL2010PLC198587	Subsidiary	74	2(87)(ii)
5.	Bareilly Highways Project Limited	U45204DL2010PLC203042	Subsidiary	74	2(87)(ii)
6.	Bragi Developers Private Limited	U70101DL2010PTC208657	Subsidiary	100	2(87)(ii)
7.	Zedek Realtors Private Limited	U70200DL2010PTC208583	Subsidiary	100	2(87)(ii)
8.	Paulo Realtech Private Limited	U70100DL2010PTC205775	Subsidiary	100	2(87)(ii)
9.	Yarikh Realtors Private Limited	U70100DL2010PTC208581	Subsidiary	100	2(87)(ii)
10.	Era Khandwa Power Limited	U40100MP2011PLC025387	Subsidiary	100	2(87)(ii)
11.	Rampur Highways Project Limited	U45200DL2011PLC229411	Subsidiary	74	2(87)(ii)
12.	Golden Annum Holding Limited	N.A.	Subsidiary	100	2(87)(ii)
13.	Era and Partners LLC	N.A.	Subsidiary	60	2(87)(ii)
14.	ARK Transmission & Distribution Limited	U31403DL2008PLC178641	Subsidiary	77.50	2(87)(ii)
15.	ARK Vidhyut Urja Limited	U74900DL2008PLC178530	Subsidiary	77.77	2(87)(ii)
16.	Gwalior Bypass Project Limited	U70109DL2006PLC150027	Associate	19.89	2(6)
17.	Hyderabad Ring Road Projects Private Limited	U45400DL2007PTC165824	Associate	49.00	2(6)
18.	West Haryana Highways Projects Private Limited	U45203DL2007PTC167302	Associate	49.00	2(6)
19.	SPA Group Era India Algeria	N.A.	Associate	68.81	2(6)
20.	Era Energy Limited	U40104DL2009PLC193066	Associate	30.00	2(6)
21.	Era-Patel-Advance-Kiran Joint Venture	N.A.	JointVenture	35.18	2(6)
22.	Era-Patel-Advance Joint Venture	N.A.	JointVenture	44.00	2(6)
23.	Induni-Era Joint Venture	N.A.	JointVenture	49.00	2(6)
24.	KMB-Era Joint Venture (3 Projects, 1 Project)	N.A.	JointVenture	49.00, 20.00	2(6)
25.	Rani - Era Joint Venture	N.A.	JointVenture	40	2(6)
26.	Era Infra- Buildsys Joint Venture	N.A.	JointVenture	49.00	2(6)
27.	Era Infra Joint Venture	N.A.	JointVenture	50.00	2(6)
28.	Metrostroy Era Joint Venture	N.A.	JointVenture	45.00	2(6)
29.	Era Infra- ARK Vidyut Joint Venture	N.A.	JointVenture	50.00	2(6)
30.	Era Ranken Joint Venture	N.A.	JointVenture	60	2(6)
31.	Transglobal Era Joint Venture	N.A.	JointVenture	100	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A. Promoters								
(1) Indian								
a) Individual/ HUF	0	0	0	0	7555374	0	7555374	2.2785
b) Central Govt	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0
d) Bodies Corporate	63655759	149771800	213427559	64.36	212472559	0	212472559	64.075151
e) Banks / FI	0	0	0	0				

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
f) Any other	8628874	0	8628874	2.6	-	-	-	-
Total shareholding of Promoter (A)	72284633	149771800	222056433	66.96	220027933	0	220027933	66.353651
B. Public Shareholding								
1. Institutions	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0
b) Banks / FI	7018143	0	7018143	2.12	4070604		4070604	1.2276
c) Central Govt / State Govt(s)	0	0	0	0	27		27	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	4872962		4872962	1.4695
g) FIIs	4539972		4539972	1.37	117000		117000	0.0353
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0
i) Others- Foreign Financial Institution/Bank	0	0	0	0	4423350	0	4423350	1.3339
Sub-total (B)(1):-	11558115	0	11558115	3.49	13483943	0	13483943	4.0663
2. Non-Institutions								
a) Bodies Corp.	57411221	14000	57425221	17.32	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0
b) Individuals								
i) Individual shareholders holding nominal share capital upto ` 1 lakh	30267850	830996	31098846	9.38	42845211	826660	43671871	13.1701
ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh	6338415	0	6338415	1.91	16648145	0	16648145	5.0206
c) Others (specify)								
Non-Resident Indians	1684837	0	1684837	0.51	2642660	0	2642660	0.7969
Other Body Corporate	0	0	0	0	33185761	14000	33199761	10.012
Overseas Corporate Bodies	0	0	0	0	0	0	0	0
Foreign Nationals	0			0	0	0	0	0
Clearing Members	482987	0	482987	0.15	1000	0	1000	0.0003
Trusts	0	0	0	0	0	0	0	0
Foreign Bodies – D R	0	0	0	0	5	0	5	0
HUF	953336	1250	954586	0.29	1922872	1250	1924122	0.5803
Sub-total (B)(2):-	97138646	846246	97984892	29.27	97245654	841910	98087564	29.5802
Total Public Shareholding (B)= (B)(1)+ (B)(2)	108696761	846246	109543007	33.03	110729597	841910	111571507	33.6465
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**180981394**	**150618046**	**331599440**	**100**	**330757530**	**841910**	**331599440**	**100**

Note: Due to change in grouping of shareholders comparison is not done for FY 2015-2016.

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	XEBEC HOSPITALITY PRIVATE LIMITED	5000000	1.51	1.51	5000000	1.51	1.51	0
2	HI-POINT INVESTMENT & FINANCE PRIVATE LIMITED	403323	0.12	0.12	403323	0.12	0.12	0
3	XEMA INFRASTRUCTURE PRIVATE LIMITED	1950000	0.59	0.59	1950000	0.59	0.59	0
4	GOGLET INFOTECH PRIVATE LIMITED	7500000	2.26	2.26	7500000	2.26	2.26	0
5	HI-POINT INVESTMENT & FINANCE PRIVATE LIMITED	17463834	5.27	5.27	15406681	4.65	4.65	-0.62
6	ERA HOUSING AND DEVELOPERS (INDIA) LIMITED	31338602	9.45	9.45	30433602	9.18	9.18	-0.27
7	DESERT MOON REALTORS PRIVATE LIMITED	47808333	14.42	14.42	47808333	14.42	14.42	0
8	ADEL LANDMARKS LIMITED	101963467	30.75	30.75	101963467	30.75	30.75	0
9	KAMLESH BHARANA	53250	0.02	0.02	53250	0.02	0.02	0
10	VAIBHAV BHARANA	99000	0.03	0.03	99000	0.03	0.03	0
11	H S BHARANA (HUF)	225000	0.07	0.07	225000	0.07	0.07	0
12	RASHMI BHARANA	201100	0.06	0.06	201100	0.06	0.06	0
13	REKHA BHARANA	1202510	0.36	0.36	901490	0.2719	0.2719	-0.0881
14	DHEERAJ SINGH	82480	0.02	0.02	0	0	0	-0.02
15	BRIJ SINGH	0	0	0	0	0	0	0
16	HEM SINGH BHARANA	6765534	2.04	2.04	6075534	1.8322	1.8322	-0.2078
	TOTAL	222056433	66.97	66.97	218020780	65.7641	65.7641	-1.2059

C) Change in Promoters' Shareholding

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	22,20,56,433	66.97	22,20,56,433	66.97
2	Decrease in Promoters Shareholding during the year specifying the reasons for Decrease 1. Invoke/Sale of Shares by Financers/Lenders	20,28,500	0.62	22,00,27,933	66.35
3	Increase in Promoters Shareholding during the Year specifying the reasons for increase.	NA	NA	NA	NA
4	At the end of the year	22,00,27,933	66.3536	22,00,27,933	66.3536

D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	IL AND FS FINANCIAL SERVICES LTD	1,40,40,000	4.234	1,40,40,000	4.234
2.	SICOM LTD	-	-	3578500	1.0800
3.	GLOBE FINCAP LIMITED	-	-	2676642	0.8100
4.	NOMURA SINGAPORE LIMITED	22,79,409	0.687	22,79,409	0.687
5.	ORANGE MAURITIUS INVESTMENTS LIMITED	21,41,000	1.177	21,41,000	0.646
6.	LIC OF INDIA PROFIT PLUS GROWTH FUND	20,31,146	0.613	20,31,146	0.613
7.	LIC OF INDIA MARKET PLUS GROWTH FUND	-	-	1471651	0.4400
8.	MARIGOLD PROMOTERS PVT LTD	-	-	1350000	0.4100
9.	RARE FINANCIAL SERVICES PVT LTD	-	-	1300000	0.3900
10.	ANAND RATHI GLOBAL FINANCE LIMITED	-	-	1237248	0.3700

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel*	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	6765534	2.04	6765534	2.04
2	At the end of the year	6075534	2.04	6075534	2.04

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment. **(in ` Lacs)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	656,341.26	12,921.83	-	669,263.09
ii) Interest due but not paid	4,553.79	0	-	4,553.79
iii) Interest accrued but not due	3,098.86	0	-	3,098.86
Total (i+ii+iii)	**663,993.91**	**12,921.83**	**-**	**676,915.74**
Change in Indebtedness during the financial year				
Addition	97,442.15	4207.50	-	101649.65
Reduction	-22,02.996	-120.91	-	-2323.906
Net Change	95,239.154	40 86.59	**-**	99325.744
Indebtedness at the end of the financial year				
i) Principal Amount	712757.90	12,921.83	-	725679.73
ii) Interest due but not paid	38822.81	0	-	38822.81
iii) Interest accrued but not due	0	0	-	0
Total (i+ii+iii)	**751,580.71**	**12,921.83**	**-**	**764502.54**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (`)
		H. S. BHARANA (CHAIRMAN & MANAGING DIRECTOR)	T. D. ARORA (WHOLE TIME DIRECTOR)*	
1	**Grosssalary**			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	83,35,005	96,89,960	1,80,249,65
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section17(3) Income-tax Act, 1961	-	-	-
2	**Stock Option**	-	-	-
3	**SweatEquity**	-	-	-
4	**Commission- as % of profit- others, specify...**	-	-	-
5	**Others, please specify**	-	-	-
	Total(A)	83,35,005	96,89,960	1,80,249,65
	Ceiling as per the Act	Nil	Nil	Nil

** Mr. T.D. Arora resigned from the office of directorship w.e.f. 02nd May, 2016*

B. Remuneration to other directors

S No.	Particulars of Remuneration	Name of Directors								Total Amount(`)
		ABHAY KUMAR SINGH*	RATTAN LAL	MAST RAM	VANDANA KAUSHIK*	S.D. SHARMA*	ARVIND PANDE*	CHETNA KUMAR*	KULDEEP KUMAR KHANNA*	
1	**IndependentDirectors**									
	Fee for at tending board/ committee meetings	40,000	80,000	1,20,000	40,000	--	40,000	40,000	40,000	4,00,000
	Commission	-	-	-	-	-	-	-	-	-
	Others, please specify - Independent Directors Meeting	-	40,000	40,000	-	-	-	-	-	80,000
	Total(1)	40,000	1,20,000	1,60,000	40,000	-	40,000	40,000	40,000	4,80,000
2	**OtherNon-ExecutiveDirectors**	-	-	-	-	-	-	-	-	-
	Fee for at tending board/ committee meetings	-	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-
	Total(2)	-	-	-	-	-	-	-	-	-
	Total(B)=(1+2)	40,000	1,20,000	1,60,000	40,000	-	40,000	40,000	40,000	4,80,000
	Total Managerial Remuneration	40,000	1,20,000	1,60,000	40,000	-	40,000	40,000	40,000	4,80,000
	Over all Ceiling as per the Act	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	8,00,000

**Employed for part of the year*

- *Arvind Pande resigned from the office of directorship w.e.f. 30th May, 2015.*
- *Kuldeep Kumar Khanna resigned from the office of directorship w.e.f. 08th August, 2015.*
- *Abhay Kumar Singh resigned from the office of directorship w.e.f. 25th August, 2015.*
- *Chetna Kumar resigned from the office of directorship w.e.f. 10th September, 2015.*
- *S.D. Sharma resigned from the office of directorship w.e.f. 11th September, 2015.*
- *Vandana Kaushik resigned from the office of directorship w.e.f. 03rd December, 2015.*

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHERTHAN MD/MANAGER/WTD

S No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount (`)
		Gaurav Rajoriya Company Secretary (03/12/2015 to 31/03/2016)	Dilip Kumar Sinha CFO (14/03/2016 to 31/03/2016)	Kapil Kumar* Company Secretary (01/04/2015 to 02/12/2015)	Sanjay Gupta* CFO (01/04/2015 to 16/12/2015	
1	Grosssalary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	203,017.56	62,070.75	1,055,958.47	4,430,481.93	5,75,152,8.71
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	–	–	–
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	–	–
2	StockOption	–	–	–	–	–
3	SweatEquity	–	–	–	–	–
4	Commission	–	–			
	- as % of profit	–	–	–	–	–
	others, specify...	–	–	–	–	–
5	Others, please specify	–	–	–	–	–
	Total	203,017.56	62,070.75	1,055,958.47	4,430,481.93	5751528.71

**Employed for part of the year*

- *Mr. Kapil Kumar resigned from the office of the Company w.e.f. 02nd December, 2015.*
- *Mr. Sanjay Gupta resigned from the office of the Company w.e.f. 16th December, 2015.*

For and on Behalf of the Board

Place: Noida
Date: 30th August, 2016

(H. S. Bharana)
Chairman & Managing Director

Annexure-2

FORM NO. AOC -2

(Pursuant to clause(h)of sub-section(3) of section134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.
Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section(1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	**NIL**
b)	Nature of contracts/arrangements/transaction	**NIL**
c)	Duration of the contracts/arrangements/transaction	**NIL**
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	**NIL**
e)	Justification for entering into such contracts or arrangements or transactions'	**NIL**
f)	Date of approval by the Board	**NIL**
g)	Amount paid as advances, if any	**NIL**
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section188	**NIL**

2. Details of contracts or arrangements or transactions at Arm's length basis.*

Name (s) of the related party & nature of relationship		Nature of contracts/ arrangements transaction	Duration of the contracts/arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value**, if any	Date of approval by the Board	Amount paid as advances, if any
1	Era T&D Limited	Bill Raised	Till the execution of the Project	Till the execution of the Project	N.A.	Nil
		Materials Supplied	Business to Business Basis	Business to Business Basis	N.A.	Nil
		Purchase of Materials	Business to Business Basis	Business to Business Basis	N.A.	Nil
2	ARK Vidyut Urja Limited	Materials Supplied	Business to Business Basis	Business to Business Basis	N.A.	Nil
		Contract Expenses Paid	Till the execution of the Project	Till the execution of the Project	N.A.	Nil
3	Bareilly Highways Project Limited	Bill Raised	Recurring	EPC Contract awarded for Four Laning of Bareilly-Sitapur Section on NH-24, from Km 262.000 to Km 413.200in the state of Uttar Pradesh under NHDP-III on Design, Build, Finance, Operate and Transfer (DBFOT) basis.	N.A.	Nil
4	Dehradun Highway Project Limited	Bill Raised	Recurring	EPC awarded for Four Laning of Haridwar-Dehradun Section from 211.000 to 218.200 Km of NH-58 and Km 165.000 to Km 196.825 of NH-72 in the state of Uttarakhand under NHDP Phase III as BOT(Annuity) on DBFOT Pattern.	N.A.	Nil
5	Haridwar Highway Project Limited	Bill Raised	Recurring	EPC awarded for EPC awarded for Four Laning of Muzaffarnagar – Haridwar section, from Km 131.00 to Km 211.00 of NH- 58, in the State of Uttar Pradesh and Uttrakhand under NHDP Phase III as BOT (Toll) on DBFO Pattern.	N.A.	Nil
6	Era-Patel-Advance-Kiran Joint Venture	Bill Raised	Recurring	EPC Contract awarded for Contruction of Railway Line at Bhatapura, Urkura Section	N.A.	Nil
7	Era Ranken Joint Venture	Bill Raised	Recurring	EPC Contract awarded for -Construction of KMRC viaduct project	N.A.	Nil

	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements transaction	Duration of the contracts/arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value**, if any	Date of approval by the Board	Amount paid as advances, if any
8	Era Infra Buildsys Joint Venture	Bill Raised	Recurring	EPC Contract awarded for sub-station work for MRVC	N.A.	Nil
9	Metrostroy Era Joint Venture	Bill Raised	Recurring	Construction of DMRC project - Jama Masjid to Lal Qila	N.A.	Nil
10	Era Infra ARK Vidyut Urja Joint Venture	Bill Raised	Recurring	EPC Contract awarded for Electrical work MP REC	N.A.	Nil
11	Apex Buildsys Limited	Contract Expenses Paid	Recurring	Various contracts awarded for supply and erection of PEB Works	N.A.	Nil
12	Gwalior Bypass Project Limited	Bill Raised	Recurring	EPC contract awarded for Construction of a new 42.033 km. Four-lane Gwalior bypass from 103.00 km of NH 3 to 16 km. of National Highway 75 on annuity basis	N.A.	Nil
13	West Haryana Highways Projects Private Limited	Bill Raised	Recurring	EPC Contract Awarded for Design, Construction, Finance, Operation and Maintenance of Delhi-Haryana Border to Rohtak Section of NH-10 From Km 29.70 to 80 including Construction of Bahadurgarh and Rohtak Bypasses in the State of Haryana Under NHDP Phase IIIA on Build, Operate and Transfer (BOT) Basis	N.A.	Nil
14	Adel Landmarks Limited	Bill Raised	Recurring	Construction of various housing projects	N.A.	Nil

* The details required to be disclosed as per Actual AOC-2 format have been transposed for convenience.
**Further details are mentioned in note number 30 to the Standalone Financial Statements.

For and on Behalf of the Board

Place: Noida
Date : 30th August, 2016

(H.S. Bharana)
Chairman and Managing Director

Annexure-3

Information of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S No.	PARTICULARS	REMARKS
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	1. Mr. H. S. Bharana (Chairman & Managing Director) – 32.36 2. Mr. T. D. Arora (Whole Time Director) – 37.63 Other Directors do not draw any remuneration from the company except by way of sitting fee.
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	None of the KMP's remuneration got increased during the Financial Year under review.
3.	The percentage increase in the median remuneration of employees in the financial year	10%
4.	The number of permanent employees on the rolls of company	1219*
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification there of and point out if there are any exceptional circumstances for increase in the managerial remuneration	Considering the company performance, Key managerial personnel's were not given any salary hike, whereas employees in middle & lower grades were given an average salary increase of 10% to match inflation and to keep them motivated.
6.	The key parameters for any variable component of a vailed by the directors	In Financial Year 2015-16, no variable was paid to the directors.
7.	Affirmation that the remuneration is as per the remuneration policy of the company	The payment of Remuneration in the Company is as per Remuneration Policy of the Company.

STATEMENT AS PER SECTION 197 OF THE COMPANIES ACT, 2013 AND RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Employed through out the financial year and in receipt of remuneration not less than ` 1.2 crores for theyear.

S. No.	Name	Designation	Nature of Duty	Remuneration (in `)	Qualification	Experience (in yrs.)	AGE (yrs.)	Date of Joining	Last Employment
1.	NA								

Notes:

1. *All appointments are/were non-contractual*
2. *Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Super annuation Fund, wherever applicable.*
3. *None of the above employees is related to any Director of the Company employed forpart of the financial year.*

For and on Behalf of the Board

Place : Noida
Date : 30th August, 2016

(H.S. Bharana)
Chairman and Managing Director

Annexure - 4

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in `)

Particulars															
Name of the subsidiary	Era T & D Limited	Era Infrastructure (India) Limited	Dehradun Highways Project Limited	Haridwar Highways Project Limited	Bareilly Highways Project Limited	Bragi Developers Private Limited	Zedek Realtors Private Limited	Paulo Realtech Private Limited	Yarikh Realtors Private Limited	Era Khandwa Power Limited	Golden Annum Holding Limited	Rampur Highways Project Limited	Era and Partners Co. LLC limited	ARK Transmission & Distribution	ARK Vidhyut Urja Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Reporting currency and Exchange rate a son the last date of the relevant Financial year in the case of foreign subsidiaries	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)	(Rs.inLacs)
Share capital	1,441.90	12,000.39	3,014.83	4,308.00	5,940.60	9.00	76.00	66.50	188.90	5.00	25.03	5.00	61.93	56.00	110.25
Reserves & surplus	515.31	81,833.01	12,039.32	17,212.00	23,786.40	(0.43)	(2.64)	0.002	0.003	(0.91)	(37.53)	-	(96.02)	(24.38)	(651.56)
Total assets	3667.737	125,407.11	90,224.10	105,726.80	141,430.05	9.01	74.37	67.51	189.91	4.55	-	841.87	2.92	118.91	1,878.04
Total Liabilities	1710.527	31,573.71	75,169.95	84,206.80	111,703.05	0.44	1.01	1.008	1.007	0.47	12.50	836.87	37.01	87.29	2,419.35
Investments															
Turnover	1,093.75	277.83	-	60.45	923.14	-	-	-	-	-	-	-	-	-	434.17
Profit before taxation	(371.11)	40.91	-	-	-	(0.006)	-	-	-	(0.18)	-	-	(0.85)	(0.33)	(45.19)
Provision for taxation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit after taxation	(0.01)	38.52	-	-	-	(0.004)	-	-	-	(0.18)	-	-	(0.00)	(0.33)	(31.04)
Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
% of shareholding	100	100	74	74	74	100	100	100	100	100	100	74	60	77.50	77.77

Note: There are no subsidiaries which are yet to commence operations or which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/ Joint Ventures	Era-Patel-Advance-Kiran Joint Venture	Era-Patel-Advance Joint Venture	Induni-Era Joint Venture	KMB-Era Joint Venture*	Rani-Era Joint Venture	Era Infra -Buildsys Joint Venture	Gwalior Bypass Project Limited	Hyderabad Ring Road Project Private Limited	West Haryana Highways Project Private Limited	Era Energy Limited	Apex Buildsys Limited	Adel Landmarks Limited	Metrostroy-Era Joint Venture	Era Infra ARK Vidyut Urja JV	Era Infra Star Delta JV	Trans-Global Era Infra JV	Era-Ranken JV	Desert Moon Realtors Private Limited	SPA Group Algeria	Nuray Realtors Private Limited
1. Latest audited Balance Sheet Date	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15	31-03-15
2. **Shares of Associate/Joint Ventures held by the company on the year end**																				
a) No.	N.A	N.A	N.A	N.A	N.A	N.A	19,500	11,720	24,500	15,000	14,131,870	N.A	N.A	N.A	N.A	N.A	N.A	N.A	35,000	N.A
b) Amount of Investment in Associates/ Joint Venture	60.35	12.58	29.24	142.59	4.97	78.93	1.95	1.17	2.45	1.50	1,758.00	N.A.	36.20	8.87	27.04	0.41	3.11	N.A.	68.81	N.A.
c) Extend of Holding %	35.18%	44.00%	49.00%*	49.%,20%	40%	51.00%	19.89%	49.00%	49.00%	30.00%	20.60%	N.A.	45.00%	50.00%		100%	60%	N.A.		N.A.
3. Description of how there is significant influence**	A As per Note below																			
4. Reason why the associate/joint venture is not consolidated	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
5. Networth attributable to shareholding as per latest audited Balance Sheet	60.35	12.58	29.24	142.59	4.97	78.93	765.40	2845.17	5,176.405	26.75	892.77	N.A.	36.29	8.87	27.04	0.41	3.11	N.A.	_	N.A.
6. **Profit/Loss for the year**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
i. Considered in Consolidation	-	-	-	-	-															
ii. Not Considered in Consolidation	26.54	0.451.18	0.16	0.26	-	1,514.49	-	5,948.44	-	-	0.48	-	11,499.02	N.A.	8.4616.42	-	0.00	16.83	N.A.	N.A.

* (49% holding in 3 Projects, 20% holding in 1 Project)

**Significant influence by way of control of atleast 20% of the capital. In case of Adel Landmark Limited, SPA Group Algeria and Nuray Realtors Private Limited there is significant influence through other nature.

Note:There are no associates or joint ventures which are yet to commence operations or which have been liquidated or sold during the year.

For **SS Kothari Mehta & Co.**
Chartered Accountants
FRN 000756N

Neeraj Bansal
Partner
Membership No 095960

Place: Noida
Date: 30th August, 2016

For and on behalf of the board

H. S. Bharana
(Chairman & Managing Director)

Gaurav Rajoriya
(Company Secretary)

Dilip Kumar Sinha
(Chief financial officer)

ERA INFRA Believe in difference

Annexure-5

DECLARATION OF INDEPENDENCE

The Company has received declaration from all its Independent Directors in following format annually or at the time of appointment when a new Independent Director is appointed as required to be disclosed under SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013:

I, **(Name of Independent Director),** here by certify, being an Independent Director of the Company, under take and confirm that I satisfy the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015 issued by SEBI and Stock Exchanges.

I certify that:

a) In the opinion of the Board, I am a person of integrity and possess relevant expertise and experience;

(b) (i) I am or was not a promoter of the company or its holding, subsidiary or associate company;

(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;

(c) I have or had not any material pecuniary relationship with the company, its holding, subsidiary or associate company, or its promoters, or directors, during the two immediately preceding financial years or during the current financial year;

(d) none of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(e) Neither myself nor any of my relatives—

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent. or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any non- profit organization that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent. or more of the total voting power of the company; or

(v) is a material supplier, service provider or customer or a lessor or lessee of the company.

(f) I am not less than 21 years of age.

Annexure-6

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel)Rules, 2014]

To,
The Members,
Era Infra Engineering Limited
CIN :L74899DL1990PLC041350

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder, as applicable;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), wherever applicable:-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and;

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

(1) The Board of Directors of the Company was constituted of only two Directors for a continuous period of thirty five days. Accordingly, the constitution of the statutory Committees of the Board have been intermittently defective due to defect in constitution of the Board and/or due to frequent changes in the constitution of the Board of Directors of the Company.

Also, the Company has not filled up intermittent vacancy of woman Director as required by the provisions of Rule 3 of Companies (Appointment and Qualification of Directors) Rules 2014 read with Section 149 of the Companies Act 2013.

(2) *The Company did not hold any Board Meeting in the second Quarter of the Financial Year under review. And one meeting of the Board was* held with a gap of more than one hundred and twenty days from its previous meeting, *against the provisions of Section 173 of the Companies Act 2013. Accordingly, appointment of Cost Auditor was made on December 02, 2015 after the expiry of statutory period of one hundred and eighty days from the commencement of the financial year 2015-16. One meeting of the Audit Committee was held with a gap of more than one hundred and twenty days from its previous meeting, against the provisions of Clause 49 of the erstwhile listing agreement and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.*

(3) *There have been considerable delays in complying with the erstwhile Clause 41 of the Listing Agreement entered into by the Company with Stock Exchange where the shares of the Company are listed. A Penalty of Rs. 33.22 Lakh has been imposed by the Stock Exchange for the said default.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors subject to our comments above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Acts.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except wherever a meeting was duly called on shorter notice as per the prescribed procedure, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has not undertaken such events as public or rights or preferential issue of shares, debentures or sweat equity; redemption or buy-back of securities; major decisions by the Members in pursuance to Section 180 of the Companies Act, 2013; merger, amalgamation or reconstruction; Foreign Technical Collaboration or any other like event(s)/action(s) having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, et cetera.

For SKP & Co.
Company Secretaries

(CS Sundeep K. Parashar)
M. No. : FCS 6136
C.P. No. : 6575

Place: Vaishali
Date: 30th August, 2016

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** *and forms an integral part of this report*

Annexure-A

To,
The Members,
Era Infra Engineering Limited
CIN: L74899DL1990PLC041350

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial record and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

For SKP & Co.
Company Secretaries

(CS Sundeep K. Parashar)
M. No. : FCS 6136
C.P. No. : 6575

Place: Vaishali
Date: 30th August, 2016

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE COMPLIANCE REPORT FOR THE YEAR 2015-2016

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

In line with traditions of Era Group, the Company's philosophy is to conduct business with ethical standards, transparent governance practices, highest standards of professionalism, fairness and integrity for the growth and prosperity of all the stakeholders on a sustainable basis in keeping with its corporate social responsibilities. The Company believes that large organizations have both economic and social objectives and the principles of Corporate Governance are applied to achieve both these goals. The Board has a fiduciary relationship and a corresponding duty to all its stakeholders viz. customers, creditors, employees, vendors, community, the Government (of countries in which the company operates) and shareholders, to ensure that their rights are well protected.

Through the Corporate Governance mechanism, the Board along with its Committees and senior management endeavors to strike the right balance with its various stakeholders. At the highest level, the Company continuously endeavors to improve upon governance aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resources to take the Company forward.

Keeping in view the Company's size, complicity, operations and corporate tradition, the Corporate Governance framework of the Company is based on the following main principles:

- Strategic supervision by a competent and experienced Board of Directors;
- Ensuring timely flow of information to the Board and its Committees for meaningful, focused and fruitful discussions in the meeting;
- Independent verification of the Company's financial reporting;
- A sound system of internal control and risk management to mitigate the risks;
- Timely and balanced disclosure of all material information to all the stakeholders along with safeguarding the confidentiality of all information received by virtue of their importance;
- Act in compliance with all applicable laws, rules and regulations of all the relevant regulatory and other authorities, in letter and spirit;
- Transparency and accountability; and
- Equitable and fair treatment to all its stakeholders.

Your Company has laid strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of professionals of eminence and integrity from within and outside the business, forming a core group of top executives, inducting competent professionals across the organization and putting in place proper system, process and technology.

We present hereunder our report on compliance of corporate governance conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

2. BOARD OF DIRECTORS

The Company is managed and controlled through a professional mix of Board of Directors ("BOARD") comprising of a combination of executive and non-executive independent directors to ensure proper governance and management. The composition of the Board of the Company is in conformity with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except that the Company is in default in appointment woman director on the Board as per provisions of Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. COMPOSITION OF THE BOARD

i) As on 31st March, 2016 the Board consists of three Directors, two of whom are Non-Executive Independent Directors and One Executive Director. Independent Directors provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. H. S. Bharana, Chairman of the Company is an Executive Director & Promoter of the Company.

Category of Directors	No. of Directors	Percentage to total No. of Directors
Executive Directors	1	33.33
Non-Executive Independent Directors	2	66.66
Nominee Director	0	0
TOTAL	**3**	**100**

***Mr. T.D. Arora has resigned from Directorship w.e.f. 02nd May, 2016.**

ii) The independent directors do not have any material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries other than receiving sitting fee for attending the Board Meeting(s), which may affect the independence or judgment of the directors.

iii) None of the Directors is a member of more than 10 committees or chairman of more than 5 committees, across all the companies in which he is a director. The necessary disclosures regarding committee positions have been made by the directors.

iv) No director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013 to ensure independence and diversity in Board.

The details of attendance of each director at the Board Meeting (BM), Audit Committee Meeting (ACM), Shareholders/ Investors Grievance Committee Meeting (SIGCM) now Stakeholders' Relationship Committee and last AGM held during the financial year 2015-16 and details of number of outside directorship and committee positions held by each of the director as on 31st March, 2016 is given in Table 1 below:

Table 1

Name of the Director	No. of Board Meetings attended	Whether attended the Last A.G.M.	Number of Directorships held in other companies (as on 31.03.2016)	Other Committees	
				Chairmanship (Including all listed entity)	Membership (Including all listed entity)
Mr. H.S. Bharana	3	No	9	None	4
Mr. T. D. Arora*	5	Yes	1	None	None
Mr. Mast Ram	3	Yes	1	1	1
Mr. Rattan Lal**	2	No	1	1	1
Ms. Vandana Kaushik*	2	No	1	1	None
Mr. S.D. Sharma*	-	No	2	None	None
Mr. Arvind Pande*	1	No	3	None	None
Ms. Chetna Kumar*	1	No	None	None	None
Mr. Abhay Kumar Singh*	1	No	None	None	None
Mr. KK Khanna*	1	No	None	None	None

Notes:

(a) For the Purpose of calculating other directorship and committee membership of the Directors, Private Limited Companies (not being a subsidiary of a Public Company), Foreign Companies and Companies under Section 25 of the Companies Act, 1956/ Section 8 of Companies Act, 2013 are excluded for above purposes.

(b) For the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone are considered.

Notes: *Mr. T.D. Arora Director has resigned from the Directorship of the Company and ceases to be Member other Committee w.e.f 02nd May, 2016, Ms. Vandana Kaushik has resigned from the directorship of the Company w.e.f. 03rd December, 2015, Mr. Arvind Pande, director has resigned from Directorship of the Company w.e.f 30th May, 2015. Ms. Chetna Kumar, women director has resigned from the Directorship of the Company w.e.f. 10th September,

2015. Mr. S.D. Sharma, director has resigned from the Directorship of the Company w.e.f. 11th September, 2015.Mr. Kuldeep Kumar Khanna; director has resigned from the Directorship of the Company w.e.f. 08th August, 2015.

**Mr. Rattan Lal was appointed as director of the Company w.e.f. 19th February, 2016.

Board Meetings:

During the FY 2015-2016, the Board of Directors met Five times on:

30th May, 2015, 15th October, 2015, 02nd December, 2015, 19th February, 2016, 14th March, 2016 complying with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board couldn't adhere to the time gap of four months between two meetings due to resignation of directors from the directorship of the Company.

Board Procedures:

It has always been the Company's policy and practice that apart from matters requiring Board approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations etc. are regularly placed before the Board.

The Schedule of each of the Board meeting is decided well in advance and communicated to the Directors. Board meetings are generally held at the Corporate Office of the Company at Noida.

The agenda along with the explanatory notes are sent to the Directors well in advance to enable them to take informed decisions. The Finance Heads are invited at Board meetings to provide necessary insights into the working of the Company and for discussing corporate strategies.

All relevant information required to be placed before the Board of Directors as per SEBI (Listing Obligations and Disclosure Requirements), are considered and taken on record/ approved by the Board.

Post Board meeting, the decisions taken by Board are followed up and reviewed. Important decisions are communicated to the departments/divisions concerned for implementation. Action taken report(s) on the decisions/minutes of the previous meeting(s) are placed at the succeeding meeting(s) of the Board.

Appointment and Re-appointment of Directors:

Mr. Rattan Lal was appointed as Independent Director of the Company on 19th February, 2016. As per the provisions of the Companies Act, 2013, Independent Directors are eligible to hold office for a term up to five consecutive years and are eligible for re-appointment for the second term on passing special resolutions by the Company. During his tenure, he will not be liable to retire by rotation. The Company has received from all the Independent Directors consents for their appointment and declarations confirming that they meet the criteria of independence as envisaged under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Notices under Section 160 of the Companies Act, 2013 have been received from members proposing their candidature along with requisite deposits. Accordingly, in terms of Section 149(10) read with Schedule IV of the Companies Act, 2013, the Board recommends the appointment of the above director as Independent Director who shall hold office up to March 31, 2020 and shall not be liable to retire by rotation during their tenure.

4. AUDIT COMMITTEE

Terms of reference to the Committee:

The terms of reference stipulated by the Board to the Audit Committee are, inter-alia, as contained in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 as follows:

I. <u>Under Companies Act, 2013</u>

a) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
b) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
c) Examination of the financial statement and the auditors' report thereon;
d) Approval or any subsequent modification of transactions of the company with related parties;
e) Scrutiny of inter-corporate loans and investments;
f) Valuation of undertakings or assets of the company, wherever it is necessary;

g) Evaluation of internal financial controls and risk management systems;

h) Monitoring the end use of funds raised through public offers and related matters;

i) Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors;

j) Discussing any related issues with the internal and statutory auditors and the management of the company;

k) Taking suitable action or reprimanding the director or employee against whom repeated frivolous complaints are being filed;

l) To oversee the functioning of vigil mechanism;

m) Such other functions as may be prescribed under the Act or Rules made thereunder from time to time.

II. under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. 1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.

   b. Changes, if any, in accounting policies and practices and reasons for the same.

   c. Major accounting entries involving estimates based on the exercise of judgment by management.

   d. Significant adjustments made in the financial statements arising out of audit findings.

   e. Compliance with listing and other legal requirements relating to financial statements.

   f. Disclosure of any related party transactions.

   g. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

B. The audit committee shall mandatorily review the following information:

(1) Management discussion and analysis of financial condition and results of operations.

(2) Statement of significant related party transactions (as defined by the audit committee), submitted by management.

(3) Management letters / letters of internal control weaknesses issued by the statutory auditors.

(4) Internal audit reports relating to internal control weaknesses.

(5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

(6) Statement of deviations.

(a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

III. <u>Any other roles as prescribed by the Companies Act, 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</u>

(A) Composition of Audit Committee

During the year, the company complies with the requirement of Section 177 of the Companies Act, 2013 and Listing Agreement/ SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as on 31st March, 2016, the composition of the Audit Committee is as follows:

i) Mr. Mast Ram Chairman
ii) Mr. H.S. Bharana Member
iii) Mr. Rattan Lal Member

Mr. Mast Ram and Mr. Rattan Lal are independent members. All members have sufficient knowledge and experience of Finance and Accounts.

The Company Secretary acts as the Secretary convener of the Committee and meetings.

The Committee meetings are attended on invitation by the Finance Heads, the representatives of Statutory Auditors and the Internal Auditors. The Company Secretary acts as the Secretary of the Audit Committee. The Internal Auditors performing Internal Audit function, reports to the Audit Committee to ensure its independence.

The Committee relies on the expertise and knowledge of management, the internal auditors and the independent Statutory Auditor in carrying out its oversight responsibilities. It also uses external expertise, if required. Management is responsible for the preparation, presentation and integrity of the Company's financial statements including consolidated statements, accounting and financial reporting principles. Management is also responsible for internal control over financial reporting and all procedures are designed to ensure compliance with accounting standards, applicable laws and regulations as well as for objectively reviewing and evaluating the adequacy, effectiveness and quality of the Company's system of internal control.

The Statutory Auditors are responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India

(B) Attendance

During the period under review four Audit Committee meetings were held on 30th May, 2015; 02nd December, 2015; 19th February, 2016 and 14th March, 2016. The attendance during the year was as under: -

Name of Members	Category	No. of Meetings held	No. of Meetings Attended
Mr. Mast Ram	Independent & Non-Executive	4	3
Mr. H.S. Bharana	Managing Director & Executive	4	-
Mr. T.D. Arora*	Whole time Director & Executive	4	2
Mr. Rattan Lal	Independent & Non-Executive	4	2
Mr. K.K. Khanna**	Independent & Non-Executive	4	1
Ms. Chetna Kumar***	Independent & Non-Executive	4	1
Mr. S.D. Sharma****	Independent & Non-Executive	4	-
Ms. Vandana Kaushik*****	Independent & Non-Executive	4	1

Notes:

**Mr. T.D. Arora has resigned and ceases to be Member of Audit Committee w.e.f 02nd May, 2016.*

***Mr. K.K. Khanna has resigned from the Directorship of the Company w.e.f. 08th August, 2015,*

**** Ms. Chetna Kumar has resigned from the Directorship of the Company w.e.f. 10th September, 2015*

**** Mr. S.D. Sharma has resigned from the office of Directorship of the Company w.e.f. 11th September, 2015

****** Ms. Vandana Kaushik has resigned from the Directorship of the Company w.e.f. 03rd December, 2015*

5. NOMINATION & REMUNERATION COMMITTEE:

The Company has a Nomination & Remuneration Committee pursuant to the provisions of Section- 178 of the Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Committee was duly constituted and comprises of 2 Independent and Non-Executive Directors namely Mr. Mast Ram, Mr. Rattan Lal and 1 Executive Director namely Mr. H.S. Bharana. Mr. Mast Ram is the Chairman of the Nomination & Remuneration Committee.

Subject to the approval of the Board of Directors and subsequent approval by the shareholders at the General Body Meetings, terms of reference of Committee includes, responsibility of finalizing the remuneration of executive directors, their remuneration after taking into consideration, inter-alia, various factors such as qualification, experience, expertise of the director prevailing remuneration in the corporate world and financial positions of the company etc., formulate criteria for performance evaluation of independent directors and the Board and to carry out evaluation of every director's performance, Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal etc.

During the financial year 2015-2016, three meetings of Nomination & Remuneration Committee were held on 02nd December, 2015, 19th February, 2016 and 14th March, 2016. The attendance during the year was as under: -

Name of Members	Category	No. of Meetings held	No. of Meetings Attended
Mr. Mast Ram	Independent & Non-Executive	3	3
Mr. T.D. Arora*	Whole time Director & Executive	3	2
Ms. Vandana Kaushik**	Independent & Non-Executive	3	1
Mr. H.S. Bharana	Managing Director	3	-
Mr. Rattan Lal	Independent & Non-Executive	3	2

Notes:

** Mr. T.D. Arora has resigned from the Directorship of the Company and ceases to be Member the Committee w.e.f 02nd May, 2016.*

***Ms. Vandana Kaushik has resigned from the Directorship of the Company w.e.f. 03rd December, 2015*

REMUNERATION TO DIRECTORS/MANAGER:

Details of remuneration paid to the Executive Directors for the financial year, 2015-2016 is given below:

(In `)

Particulars	H. S. BHARANA (CHAIRMAN & MANAGING DIRECTOR)	T.D. ARORA (WHOLE TIME DIRECTOR)*
Basic Salary	83,35,005	96,89,960
Total	83,35,005	96,89,960

None of the Non-Executive Director is drawing any kind of remuneration apart from sitting fees for attending the Board Meetings of the Company.

6. INDEPENDENT DIRECTORS' MEETING

During the year under review, a separate meeting of Independent Directors was held on March 14th, 2016, interalia, to discuss:

1. evaluation of the performance of Non-Independent Directors and Board of Directors as a whole;
2. evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and necessarily perform its duties.

All the Independent Directors of the Company were present in the meeting.

7. STAKEHOLDERS' RELATIONSHIP COMMITTEE

As on 31st March, 2016, The Stakeholders' Relationship Committee presently comprises of three members namely Mr. H. S. Bharana, Mr. Rattan Lal and Mr. Mast Ram. During the period under review Mr. Rattan Lal, Non-Executive Director is the Chairman of the Stakeholders Relationship Committee.

The committee meetings were held during the year were two dated 30th May, 2015, 19th February, 2016. The attendance during the year was as under: -

Name of Members	Category	No. of Meetings held	No. of Meetings Attended
Mr. S.D Sharma*	Independent & Non-Executive	2	-
Mr. H.S. Bharana	Managing Director & Executive	2	1
Mr. T.D. Arora**	Whole time Director & Executive	2	2
Ms. Chetna Kumar***	Independent & Non-Executive	2	1
Mr. Mast Ram	Independent & Non-Executive	2	1
Mr. Rattan Lal	Independent & Non-Executive	2	1

Notes:

**Mr. T.D. Arora has resigned and ceases to be Member of Audit Committee w.e.f 02nd May, 2016.*

***Mr. K.K. Khanna has resigned from the Directorship of the Company w.e.f. 08th August, 2015,*

**** Ms. Chetna Kumar has resigned from the Directorship of the Company w.e.f. 10th September, 2015*

**** Mr. S.D. Sharma has resigned from the office of Directorship of the Company w.e.f. 11th September, 2015

Terms of reference to the Committee:

The terms of reference of this committee is to oversee the redressal of shareholders investors' complaints pertaining to share/debenture transfers, non-receipt of annual reports, interest/dividend payments, dematerialization of shares, issue of duplicate certificates, transmission (with and without legal representation) of shares and debentures and other miscellaneous complaints.

During the period under review, the company not received any complaints from shareholders; however, the queries pertaining to share transfer/transmission process, address update request and other miscellaneous queries were resolved by Company's RTA to the satisfaction of shareholders.

Mr. Gaurav Rajoriya, Company Secretary is the compliance officer of the company, can be contacted at gaurav.r@eragroup.in

8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In terms of section 135 of the Companies Act, 2013 and the Rules made thereunder, Board of Directors of the Company at its meeting held on 30th May, 2016 has re-constituted a CSR Committee and the following are its members;

Name	Status	Designation
Mr. H.S. Bharana	Executive Director	Chairman
Mr. Rattan Lal	Independent Director	Member
Mr. Mast Ram	Independent Director	Member

The CSR Committee to, inter alia, carry out the following functions;

a. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder.

b. To recommend the amount of expenditure to be incurred on the CSR activities.

c. To monitor the implementation of framework of CSR Policy.

d. To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable, necessary or appropriate for performance of its duties.

A. CSR Policy & Philosophy

Era Infra Engineering Limited is committed to operate and grow its business in a socially responsible way with a vision to be an environmental friendly corporate citizen. Social service, ecological balance and environmental protection are in our DNA. Era Infra has taken up various Corporate Social Responsibility (CSR) initiatives earlier and will continue to do so in future.

CSR activities at Era Infra reflect its commitment to make things happen at every project we undertake. Our passion in these activities make us more responsible year after year. As a responsible corporate citizen, we try to contribute for possible social, educational and environmental causes on a regular basis. We firmly believe that to succeed, an organization must maintain highest standards of corporate behavior towards its investors, stakeholders, employees and societies in which it operates.

Constitution of a Corporate Social Responsibility Committee of the Board and formulation of a Corporate Social Responsibility Policy has become mandatory under the Companies Act, 2013. Accordingly, our Company has formulated this CSR Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs.

B. CSR Vision

Improve quality of life for all our communities through integrated and sustainable development in every possible way.

9. (A) GENERAL BODY MEETINGS

Location and time of last three years General Meetings are as follows:

Year	Type	Venue	Date	Time	Special Resolutions passed
2012-13	Annual General Meeting	Executive Club, 439, Village-Shahoorpur, P.O. Fatehpur Beri, New Delhi-74	28.09.2013	03:30 p.m.	**a)** Issue of shares on Preferential basis under Section 81(1A) of the Companies Act, 1956.
2013-14	Annual General Meeting	Executive Club, 439, Village-Shahoorpur, P.O. Fatehpur Beri, New Delhi-74	27.09.2014	03:30 p.m.	**a)** Substitution in Clause 92A of article of Association of the Company for an individual to hold position of Chairman and Managing Director at the same time.
					b) Approval of remuneration paid to Chairman & Managing Director Mr. H.S. Bharana during the period 01.04.2013 to 27.08.2014
					c) Approval of remuneration of Chairman & Managing Director Mr. H.S. Bharana for a tenure of three years on a remuneration not exceeding Rs. 18,00,000 per month
					d) Approval of remuneration paid to Whole Time Director Mr. T.D. Arora during the period 01.04.2013 to 13.08.2014
					e) Approval of remuneration of Whole Time Director Mr. T.D. Arora for a tenure of three years on a remuneration not exceeding Rs. 10,00,000 per month
					f) Approval of related party transaction under section 188 with associate and subsidiaries Companies
2014-15	Annual General Meeting	Executive Club, 439, Village-Shahoorpur, P.O. Fatehpur Beri, New Delhi-74	30.12.2015	03:30 p.m.	**a)** Regularisation of appointment of Mr. Mast Ram as a director of the company.
					b) Appointment of Mr. Mast Ram as an independent director of the company.
					c) Appointment of M/s. SS Kothari Mehta & Co., Chartered Accountants as Statutory Auditors of the Company.

(B) POSTAL BALLOT

During the period under review, there was no postal ballot conducted by the Company.

Procedure for Postal Ballot

For conducting a Postal Ballot, notice specifying the resolutions proposed to be passed through Postal Ballot as also the relevant explanatory statement & the postal ballot forms are dispatched to all the shareholders along with self-addressed postage prepaid/business reply envelope. The shareholders are requested to send back the postal ballot forms duly filled up & signed in the postage prepaid/ business reply envelopes provided to them by the Company, so as to reach the scrutinizer (in whose name the envelopes are made) on or before the 30th day from the date of issue of notice by the Company.

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has entered into e-voting registration agreement with NSDL & also with CDSL to provide e-voting facilities to its shareholders.

The scrutinizer compiles the postal ballot result out of the postal ballot forms found valid and hands over the results to the Chairman. The Chairman there upon declares the results of the postal ballot.

10. DISCLOSURES

i) No transaction of material nature has been entered into by the company with its promoters, directors or management or relatives etc. that may have potential conflict with the interest of the company.

ii) Related Party Transactions:

The details of transactions with related parties are placed before the audit committee on quarterly basis. The same are disclosed by way of a Note No. 32 under "Notes to Accounts" in the Financial Statements for the financial year ended 31.03.2016.

iii) Disclosure of Accounting Treatment:

The Company is following the Generally Accepted Accounting Policies of the trade which provides a true and fair view of the business of the Company.

iv) Compliance by the Company:

There were no instances of non-compliance or penalty structures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years except penalty imposed by stock exchanges for delay in submission of financial results during financial year under preview.

v) Number of Shares Held by Non-Executive Directors:

None of the Non-Executive Directors hold any shares of the company.

11. COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS

i) Management Discussion and Analysis :

Management Discussion and Analysis is given elsewhere in this Annual Report.

ii) Subsidiary Companies and Transactions :

At the end of the financial year 2015-2016 the Company had eleven direct subsidiaries, two step subsidiaries and two foreign subsidiaries. M/s Era Infrastructure (India) Ltd. is a material subsidiary of the company. The details of transactions with subsidiaries are given in Note No. 27 under "Notes to Accounts" in Balance Sheet as at 31.03.2016.

iii) Risk Management :

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure which is periodically reviewed.

iv) CEO/ CFO Certification :

A Certificate from Chairman and Managing Director and Chief Financial Officer (CFO) on the financial statements of the Company was placed before the Board.

v) Code of Conduct :

The Board has formulated a code of Conduct for the Board members and Senior Management of the Company. It is

hereby affirmed that all the Directors and Senior Management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

12. MEANS OF COMMUNICATION

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance. Towards this end communication in following manner has been made by the company:

a) **Quarterly/Half Yearly/ Annual Results**: The Quarterly, Half Yearly and Annual Results of the Company are submitted to the Stock Exchange(s) immediately after they are approved by the Board as per regulatory time frame.

b) **Publication of Quarterly/ Half Yearly/ Annual Results**: The Quarterly, Half Yearly and Annual Results of the Company are published in the prescribed proforma within stipulated time frame of the conclusion of the Board in which they are considered, at least in one nationwide English newspaper and in one vernacular newspaper of the NCT of Delhi where the Registered Office of the Company is situated.

The unaudited quarterly results for the quarters ended 30.06.2015, 30.09.2015, 31.12.2015 and audited results for the quarter and year ended 31.03.2016 were published in Financial Express & Jansatta in following manner:

Quarters / FY	Date of Board Meeting	Date of Press Release and Newspaper
April-June, 2015	19/02/2016	21st February, 2016 'The Financial Express' 21st February, 2016 'Jansatta'
July-September, 2015	19/02/2016	21st February, 2016 'The Financial Express' 21st February, 2016 'Jansatta'
October-December, 2015	14/03/2016	16th March, 2016 'The Financial Express' 16th March, 2016 'Jansatta'
January-March 2016 (Audited)	30/05/2016	01st June, 2016 'The Financial Express' 01st June, 2016 'Jansatta'

The official press releases of the Company are displayed on the website of The BSE Limited and National Stock Exchange of India Limited.

c) **Company's Website:** Company can be reached at website: www.eragroup.co.in. It provides the basic information about the company and is being regularly updated.

13. GENERAL SHAREHOLDER INFORMATION:

Era Infra Engineering Limited *(formerly known as 'Era Constructions (India) Limited)* was incorporated on 03rd September, 1990 and is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L74899DL1990PLC041350.

a) **Annual General Meeting**

Date : 26th September, 2016
Day : Monday
Time : 3.30 P.M.
Venue : Executive Club 439, Village Shahoorpur
P.O. Fatehpur Beri, New Delhi-74.

b) **Financial Calendar :** 1st April 2016 to 31st March 2017.

Results for the quarter ending June 30th , 2016	: By mid of September 2016.
Results for the quarter ending September 30th , 2016	: By mid of November 2016.
Results for the quarter ending December 31st , 2016	: By mid of February 2017.
Results for the quarter and year ending March 31st , 2017	: By end of May 2017.
Annual General Meeting for the year ending March 31st, 2017.	: Latest by end of Sept 2017

c) **Book Closure Period:** 20.09.2015 to 26.09.2015 (both days inclusive).

d) Dividend: Due to losses, no dividend is proposed.

e) Listing on Stock Exchanges

The company's Equity Shares are listed on the following Stock Exchanges in India:

The **BSE Limited**
Ist Floor, New Trading Ring, Rotunda Building,
PJ Towers, Dalal Street, Fort, Mumbai - 400001.

National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051.
Listing fees payable to NSE & BSE and Depository fees payable to NSDL & CDSL for the year 2016-17 has been paid.

Market Price Data
Monthly High & Low closing quotation of shares traded at BSE Limited and National Stock Exchange of India Limited are as follows:

Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
April, 2015	7.30	5.10	6.05	5.85
May, 2015	6.04	4.85	5.09	5.25
June, 2015	5.95	3.58	3.95	3.07
July, 2015	4.46	2.85	3.04	3.01
August, 2015	3.50	2.01	2.04	2.01
September, 2015	3.93	1.75	3.85	3.06
October, 2015	4.67	3.28	3.75	3.05
November, 2015	3.94	3.05	3.09	3.05
December, 2015	4.30	3.23	3.35	3.35
January, 2016	4.06	2.65	2.09	2.75
February, 2016	2.82	1.70	1.95	1.85
March, 2016	1.92	1.67	1.08	1.08

(Source: BSE & NSE Website)

g) Performance of the share price of the Company in comparison to the BSE Limited (Sensex) and National Stock Exchange of India Limited (NIFTY):

Due to suspension of trading in shares of the Company the performance of the share price of the Company in comparison to the BSE Limited (Sensex) and National Stock Exchange of India Limited can be availed.

Stock Code

Stock Code/Symbol for the Equity Shares of the Company at BSE and NSE are 530323 and ERAINFRA respectively.

h) Registrar and Share Transfer Agent

M/s. Beetal Financial & Computer Services Private Limited is the Registrar and Share Transfer Agent of the Company. The shareholders are advised to approach M/s Beetal Financial & Computer Services Private Limited at the following address for any share and demat related queries and problems:

Beetal Financial & Computer Services Private Limited,
Beetal House, 3rd Floor, 99,
Madangir behind Local Shopping Centre,
New Delhi-110062.Tel: 011-29961281, 29961282 Fax: 011-29961284
E-Mail ID: beetal@beetalfinancial.com ; beetalrta@gmail.com, Website: www.beetalfinancial.com

i) Share Transfer System

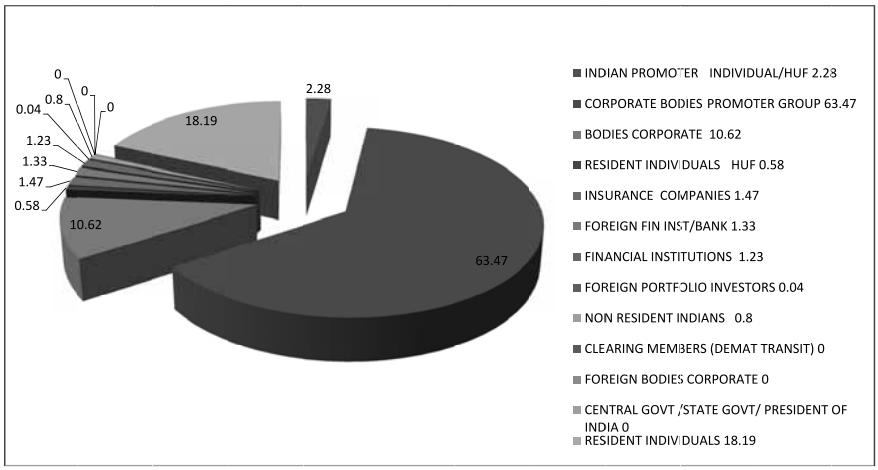
Transfers of Equity Shares (in Physical) are handled by Beetal Financial & Computer Services Private Limited. The transferee is required to furnish transfer deed duly completed in all respects together with share certificate to Beetal Financial & Computer Services Private Limited at the above address in order to enable Beetal Financial & Computer Services Private Limited to process the transfer. The compliance officer of the company attends to share transfer formalities on regular basis to ensure share transfers could be effected within 15 days of receipt.

j) Distribution of shareholding/shareholding pattern as on 31st March, 2016

Shareholding	Shareholders		Share Amount	
Nominal Value in `	Number	% to total	In `	% to total
Upto 5,000	24187	85.05	27092342.00	4.0851
5,001 - 10000	2036	7.15	15700712.00	2.3674
10,001- 20,000	1101	3.87	17006314.00	2.5643
20,001– 30000	343	1.20	8701278.00	1.3120
30,001-40000	193	0.67	6936282.00	1.0459
40,001- 50,000	103	0.36	4678724.00	0.7055
50,001-1,00,000	229	0.80	16645968.00	2.5100
1,00,001 and above	245	0.86	566437260.00	85.4099
Total	**28437**	**100.00**	**66,31,98,880.00**	**100.0000**

Categories of Equity Shareholders as on March 31, 2016:

Category	As on 31.03.2016	
	Shareholding	% to paid up capital
INDIAN PROMOTER - INDIVIDUAL/HUF	7555374	2.28
CORPORATE BODIES-PROMOTER GROUP	210465406	63.47
BODIES CORPORATE	35206914	10.62
RESIDENT INDIVIDUALS - HUF	1924122	0.58
INSURANCE COMPANIES	4872962	1.47
FOREIGN FIN INST/BANK	4423350	1.33
FINANCIAL INSTITUTIONS	4070604	1.23
FOREIGN PORTFOLIO INVESTORS	117000	0.04
NON RESIDENT INDIANS	2642660	0.80
CLEARING MEMBERS (DEMAT TRANSIT)	1000	0.00
FOREIGN BODIES CORPORATE	5	0.00
CENTRAL GOVT /STATE GOVT/ PRESIDENT OF INDIA	27	0.00
RESIDENT INDIVIDUALS	60320016	18.19
TOTAL	**33,15,99,440**	**100.00**



(Figures in Percentages)

l) Dematerialization of Shares

The Company's Equity Shares are eligible for dematerialization. The Company has signed agreements with both the depositories namely National Securities Depository Limited and Central Depository Services (India) Limited. The company's ISIN No. for both the depositories is INE039E01020. As on 31st March, 2016; 330,757,530 Equity Shares constituting 99.7% of total equity of the Company were held in dematerialized form with NSDL & CDSL. Company's shares are liquid and actively traded on Stock Exchanges.

m) Unclaimed Dividend

Pursuant to the provisions of erstwhile Section 205A (5) of the Companies Act, 1956, dividend for the Financial Year ended 31-03-2010 and thereafter which remain unclaimed for a period of 7 years will be transferred by the company to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not so far encashed their dividend warrants for the financial year ended 31-03-2010 or any subsequent financial years are requested to approach the company for obtaining fresh instrument(s) in lieu of expired dividend warrant(s). It may also be noted that once the unclaimed dividend is transferred to the said fund, as above, no claim shall lie against the company or the fund in respect thereof. Members who have not yet encashed their dividend warrant(s) for the financial year 2009-10 are requested to make their claims without any further delay to the company's registrar and transfer agent, M/s. Beetal Financial & Computer Services Private Limited.

Members may please note that no claim will lie against IEPF or the company with respect to dividend declared for the financial year 2009-10, on or after 12th September, 2017.

n) Compliance Officer

Mr. Gaurav Rajoriya is the compliance officer of the company, who can be contacted at Era Infra Engineering Ltd., C-56/41, Sector-62, Noida, Tel. : 0120-4145000, Fax : 0120-4145030, Email : gaurav.r@eragroup.in.

o) Plant Location

Company's business is primarily in Construction Projects, which are executed projects at the client's locations. Further, the company operates from its various offices located in India.

p) Address for Correspondence

Era Infra Engineering Limited
1107, Indraprakash Building, 21, Barakhamba Road, New Delhi - 110001.
Tel: 0120-4145000. E-mail: investorinfra@eragroup.in
Web site: www.eragroup.co.in

q) Green Initiatives for Paperless Communication:

i. Paperless Communication:

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in corporate Governance" by allowing paperless compliance by Companies through electronic mode and has issued circulars bearing no. 17/2011 dated: April 21, 2011 and 18/2011 dated : April 29, 2011 stating that service of documents by a Company to its Members can be made through electronic mode. The move aims at large to contribute to the green movement. Keeping in view the underlying theme and the circular issued by MCA, the Company has already taken an initiative by inviting the shareholders to participate in the "Go-Green" initiative by registering their e-mail addresses with the Company (in case of Physical Shareholders) and with their respective Depositories (for De-mat Shareholders).It is proposed to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditors' report etc., henceforth, in electronic form, to the e-mail address provided by the Members to the Depositories or to the Company.

The Company's initiative has been responded with good response from the shareholders.

To further support this green initiative in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with Depositories through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail addresses with the company at investorinfra@eragroup.in for register their email addresses.

ii. NSE Electronic Application Processing System (NEAPS):

NEAPS is a web based application, recently launched and designed by NSE for corporates to support electronic filing and application processing. The Shareholding Pattern and Corporate Governance Report are also filed electronically by the Company on NEAPS.

iii. SEBI Complaints Redress System (SCORES):

Your Company is registered with Securities & Exchange Board of India's (SEBI's) recently launched SEBI Complaints Redress System (SCORES), wherein investor complaints are processed in a centralized web based complaint redress system. Here, all the activities starting from lodging of a complaint till its disposal by SEBI would be carried online in an automated environment and the status of every complaint can be viewed online at any time. It would obviate the need for physical movement of complaints and the possibility of loss, damage or misdirection of the complaints would be avoided.

DISCLOSURES BY THE MANAGEMENT

During the year 2015-16, there have been no transactions of material nature entered into by the Company with the Management or their relatives that may have potential conflict with interest of the Company. None of the Non-Executive Directors have any pecuniary material relationship or transactions with the Company for the year ended March 31st, 2016 and have given undertaking to that effect.

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the period ended 31st March 2016.

For Era Infra Engineering Limited

Place: Noida
Date: 30th August, 2016

(H. S. Bharana)
Chairman & Managing Director

CHAIRMAN AND MANAGING DIRECTOR / CFO CERTIFICATION

We, H. S. Bharana, Chairman & Managing Director and Dilip Kumar Sinha, Chief Financial Officer of Era Infra Engineering Ltd., to the best of our knowledge and belief hereby certify that:

a) We have reviewed financial statements and the cash flow statement for the financial year 2015-2016 and that to the best of our knowledge and belief:
   i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have disclosed based on our most recent evaluation, wherever applicable, to the company's Auditors' and the Audit Committee of the company's board of directors (and persons performing the equivalent functions):
   i. significant change in internal controls during the year covered by this report;
   ii. all significant changes in accounting policies during the year if any that the same have been disclosed in the notes to the financial Statements;
   iii. instances of significant fraud of which we are aware, that involves management or other employees who have a significant role in the company's internal controls system over Financial Reporting.

Place : Noida
Date : 30th May, 2016

(H.S. Bharana)
Chairman & Managing Director

(Dilip Kumar Sinha)
Chief Financial Officer

CORPORATE GOVERNANCE CERTIFICATE

To the Members of Era Infra Engineering Limited

We have examined the compliance of conditions of Corporate Governance by Era Infra Engineering Limited, for the financial year ended 31st March, 2016 as stipulated in clause 49 of the Listing agreement of the said Company with the Stock Exchange(s) for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter called "Listing Regulations 2015") as referred to in Schedule V of the Listing Regulations 2015, for the period December 1, 2015 to March 31, 2016.

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to the review of procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the company has complied with the condition of Corporate Governance as stipulated in the Listing Agreement and provisions of Listing Regulations, 2015 except:

i. There was a gap of more than 120 days between first and second board meeting.

ii. No Audit committee meeting was held in first and second quarter of financial year.

iii. The Constitution of Board and its Committees were not duly constituted during the year.

iv. Unaudited quarterly results were not approved within the prescribed time.

v. No independent Director is appointed on the board of unlisted material subsidiary company Era Infrastructure (India) Limited.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Pooja Anand & Associates
Company Secretaries

Pooja Anand
M.No.7032
COP: 5450

Place : New Delhi
Dated : 30 May, 2016

MANAGEMENT DISCUSSION & ANALYSIS REPORT

"Some sectors will pick up while others will take time. Road and railways are the quick fixes. The damage has been very severe in some other cases where projects were delayed. But there is sufficient amount in the kitty to see that new infrastructure takes off. We are very bullish; more corporates will be willing to take the risk of investing. We could see the infrastructure boom in one or two years".

- Forbes India CEO Dialogues

Infrastructure plays a very significant role in economic development. The government has outlined various infrastructure development initiatives in the country, which include smart cities, nationwide connectivity networks of roads, power, gas and water grids. We are also witnessing India's potential to grow as a manufacturing hub. There is demand for good quality construction and we will investto cater to that demand. Also, the government´s focus on the implementation of an ambitious infrastructure development programme will also increase scope for ease of doing business for various companies which will lead to enhancing the supply chain management resulting in a faster economic growth. We are reforming business to ensure that we promote the production and consumption of products and solutions in India.

However, over the past few years, need has been felt to kick-start stalled infrastructure projects by stepping up infrastructure investment, improving the productivity and quality of infrastructure spending, removing procedural bottlenecks, and improving governance. In the current perspective, the real challenge is not only to identify a core set of projects that are crucial for accelerating overall economic growth but also to ensure channelization of investment for such viable infrastructure projects and expedite their implementation by addressing issues like delays in regulatory approvals, land acquisition and rehabilitation in fast-track mode.

ECONOMIC AND INDUSTRY OVERVIEW

The industrial sector has continued to perform well in the wake of various reforms measures undertaken by the government recently.

Despite global headwinds and a truant monsoon, India registered robust growth of 7.2 per cent in 2014-15 and 7.6 per cent in 2015-16, thus becoming the fastest growing major economy in the world.

The global macroeconomic landscape is currently chartering a rough and uncertainterrain characterized by weak growth of world output. These conditions reflect extreme risk-aversion behavior of global investors, thus putting many, and in particular, commodities exporting economies under considerable stress. Even in these trying and uncertain circumstances, India's growth story has largely remained positive on the strength of domestic absorption, and the country has registered a robust and steady pace of economic growth in 2015-16 as it did in 2014-15.

Its macroeconomic parameters like inflation, fiscal deficit and current account balance have exhibited distinct signs of improvement. Wholesale price inflation has been in negative territory for more than a year and the all-important consumer prices inflation has declined to nearly half of what it was a few years ago.

The new government tends to put its primary focus on infrastructure development and may continue with the estimated $1 trillion spent on infrastructure till 2017 as per Twelfth Five Year Plan. India's rate of urbanisation is high and the ambitious 100 smart cities project is about to take off that will require a number of infrastructure planning and development efforts.

However, the new government has chosen the path of infrastructure development to achieve long term sustainable economic growth and has provided a lot of measurement to fuel infrastructure development which will help infra and construction companies to bag new orders. Further with the new government, the country is expected to see increased economic growth and the removal of barriers to foreign investment that will increase demand for construction.

However, now with politically stable government at the Centre, it is widely believed that the entire economy will turn around in the days to come.

OPPORTUNITIES

With increasing urbanization, opportunities as well as challenges related to urban infrastructure are also increasing. In this context, the government has taken various steps to improve urban infrastructure. The Smart Cities Mission, a flagship programme is discussed for urban development. A number of initiatives have been taken to encourage public transport, for example Bus Rapid Transit Systems (BRTS) approved for 11 cities under the Jawaharlal Nehru National Urban Renewal Mission, to equip buses with Intelligent Transport System (ITS)and Metro Rail Projects.

Recent Initiatives for Development of the Infrastructure Sector in India:

The objective of making India a global hub of manufacturing, design and innovation, the Make in India initiative, which is based on four pillars —new processes, new infrastructure, new sectors and new mindset—has been taken by the government. The initiative is set to boost entrepreneurship, not only in manufacturing but in relevant infrastructure and service sectors as well..

SECTORIAL DEVELOPMENTS

Roads

The government has approved a scheme for the development of about 1177 km of NHs and 4276 km of state roads in Left Wing Extremism (LWE)-affected areas as a Special Project.

The government will take up improvement of about 4099 km road length s (2933 km of NH and 1166 km of state roads) by March 2017. Phase B, to be taken up after Phase A is completed, is to cover 3723 km (1285 km NHs and 2438 km state roads) of road.. The Arunachal Pradesh Package for Road & Highways

Involving development of about 2319 km road length (2205 km of NH and 114 km of state/general staff/strategic roads) has also been approved by the government.

Bharatmala is a proposed umbrella scheme at an estimated cost of Rs. 2,67,200 crore for

(i) Development of State Roads along Coastal areas / Border areas, including connectivity of non-major ports, about 7000 km for Rs. 80,250 crore;

(ii) Backward Areas, Religious, Tourist Places Connectivity programme, about 7000 km for Rs. 85,250 crore;

(iii) Setubhratam Pariyojana which is for the construction of about 1500 major bridges and 200 ROBs / RUBs for Rs. 30,000 crore; and

(iv) District Head Quarter Connectivity Scheme for development of about 9000 km newly declared NHs for Rs. 60,000 crore. The programme is targeted for completion by 2022.

Railways

Indian Railways (IR) is faced with a number of challenges. For speedy capacity creation, IR recognizes the importance of enhancing project execution capabilities. Considering the enormity of the resources

required for plan investment in rail infrastructure, and given the limitation of public resources, efforts are on by IR togenerate sufficient internal surplus, and tapinnovative methods of financing, to meetthese needs. The focus is on prioritizing investments in important areas like dedicated freight corridors, high speed rail, highcapacityrolling stock, last mile rail linkages and port connectivity, and attracting private and FDI investments to supplement available resources.

Various measures to improve passenger amenities, infrastructure and services, and initiatives under Make in India, freight initiative, resource mobilization initiative and green initiatives, etc. have been taken

The Japan International Cooperation Agency (JICA) which undertook the study on the feasibility of this prestigious project, submitted its report in July 2015. The project was approved by the Cabinet Committee on Economic Affairs, in December 2015, to be implemented with Japanese technical and financial assistance. The memorandum of understanding for cooperation between India and Japan was signed on 12 December 2015. A new special purpose vehicle with 50 per cent equity participation from the Ministry of Railways and 50 per cent from the state governments of Maharashtra and Gujarat was to be set up to implement the project.

Urban Infrastructure:

With increasing urbanization, opportunities as well as challenges related to urban infrastructure are also increasing. In this context, the government has taken various steps to improve urban infrastructure.A number of initiatives have been taken to encourage public transport, for example Bus Rapid Transit Systems (BRTS) approved for 11 cities under the Jawaharlal Nehru NationalUrban Renewal Mission (JnNURM), to equip buses with Intelligent Transport System (ITS) and Metro Rail Projects.

New Initiatives taken for better urban development are given below:

- Swachh Bharat Mission (SBM)
- National Heritage City Development and Augmentation Yojana (HRIDAY)
- Atal Mission for Rejuvenation and Urban Transformation (AMRUT)

The Government of India has launched a mission on Smart Cities, with the collaboration of states and UTs for implementation of the flagship programme for urban development. The purpose of the Smart Cities Mission is to drive economic growth and improve the quality of life of people by enabling local area development and harnessing technology, especially technology that leads to smart outcomes.

The Smart Cities Mission targets promoting cities that provide core infrastructure and give a decent quality of life to its citizens, a clean and sustainable environment and application of 'smart' solutions. The focus is on sustainable and inclusive development and the idea is to look at compact areas and create a replicable model which will act like a lighthouse to other aspiring cities. The core infrastructure development in a smart city includes adequate water supply; assured electricity supply; sanitation, including solid waste management; efficient urban mobility and public transport; affordable housing, especially for the poor; robust IT connectivity and digitalization; good governance, especially e-Governance and citizen participation; sustainable environment; safety and security of citizens, particularly women, children and the elderly; and health and education.

Aviation/Airports

The civil aviation industry in Indiais experiencing a new era of expansion, driven by factors such as increasing private participation under Public Private Partnership (PPP), development of Greenfield airports, restructuring and modernization of airports, FDI in domestic airlines, increase in number of Low Cost Carriers (LCCs) and emphasis on regional connectivity, coupled with cuttingedge information technology interventions.

Major initiatives have been taken to augment airport infrastructure:

(a) commissioning of the greenfield KaziNazrul Islam Airport at Andal in West Bengal;

(b) signing of MoU for engaging Changi airport, Singapore, for executing Operations and Maintenance (O&M) contracts at Ahmedabad and Jaipur airports;

(c) 'in-principle' approval for setting up of a greenfield airport at Dholerain Gujarat;

(d) 'site clearance' for setting up of greenfield airports at four locations, namely Bhiwadi (Alwar) in Rajasthan and Bhogapuram, Dagadarthi and Oravakalluin Andhra Pradesh;

(e) greenfield airports at Mopain Goa, Navi Mumbai, Shirdi and Sindhudurg in Maharashtra, Shimoga, Hasan and Bijapur in Karnataka, Kannur in Kerala, Pakyong in Sikkim, Holongi (Itanagar) in Arunachal Pradesh, Datia in Madhya Pradesh, Kushinagar in Uttar Pradesh and Karaikkal in Puducherry are at various stages of planning/ execution;

(f) development of small airports in tier-II and tier-III cities, namely Hubliand Belgaum in Karnataka, Kishangarh in Rajasthan, Jarsuguda in Odisha and Tezu in Arunachal Pradesh is progressing.

Power

In view of the growing need of the Indian economy, the government has embarked upon a massive programme to provide uninterrupted continuous access to power supply in the country. Several steps have been taken for increasing power generation, strengthening of transmission and distribution, separation of feeder and metering of power to consumers. In order torestructure the sector, various amendments are being brought in the Electricity Act, and tariff policy in collaboration with states.

As against the capacity addition target of 20037.1 MW set for 2015-16, 11,226 MW has been added till December 31, 2015. The cumulative capacity addition during the 12th Plan, as on December 31, 2015, is

72,240 MW, which constitutes 81.6 percent of the plan target.

The Prime Minister, on 5th January 2015, launched the 100 cities National LED Programmes with the aim of promoting use of the most efficient lighting technology at affordable rates.

Government has approved the establishment of a National Smart Grid Mission (NSGM) in the power sector to plan and monitor implementation of policies and programmes related to smart grid activities in India. Budget allocation for financial year 2015-16 for NSGM activities is R40 crore.

SEGMENT WISE PERFORMANCE

The Company operates in major infrastructure segments. It regards Business Segments as primary segments. The Business Segments are in line with AS-17. Segment Wise Performance of the company is provided in detail under the head Notes to Account forming part of Balance Sheet of the company.

CHALLENGES & OUTLOOK

There are multifarious issues and challenges faced by the agriculture sector and in order to revive it, a significantly different approach needs to be followed. So, measures need to be taken to step up productivity in agriculture and transform the sector.India has to address the challenges of not just providing employment but of increasing the employability of the labour force, which is correlated to knowledge and skills developed through quality education and training along with ensuring good quality of health. There are innumerable challenges in the delivery of efficient health services in India given the paucity of resources and the plethora of requirements in the health sector.

The General Budget 2015-16, post Fourteenth Finance Commission (FFC) recommendations, ushered in a new era of 'co-operative federalism with shared responsibilities' between the centre and the states, and among the states for achieving development goals together. It was presented in a relatively stable economic environment as compared to the just preceding years but the challenge was to ensure the delicate equilibrium between the concerns of stirring growth, accommodating the resources transfer that greater fiscal federalism entailed and ensuring fiscal consolidation. The equilibrium was sought through a higher capital expenditure, higher net resource transfers to states and higher gross tax revenues.The trends in enrolment reflect a decline in the percentage of enrolment in government schools in rural areas, from 72.9 per cent in 2007 to 63.1 per cent in 2014, as per the Annual Status of Education Report (ASER) 2014.

There are innumerable challenges to the delivery of efficient health services in India, given the paucity of resources and the plethora of requirements in the health sector. Population health is also significantly influenced by social and environmental determinants such as age at marriage, nutrition, pollution, access to potable water and hygienic sanitation facilities.The expenditures reflect the challengesthat

India faces in the provision of affordableand accessible health care to the population. The NSSO also reports that coverage by government-funded insurance schemes has risen to 13.1 per cent of rural India and 12 per cent of urban population.

An assessment of the performance of states/ULBs in the challenge, some reallocation of the remaining potential smart cities among states may need to be done by the Ministry of Urban Development. The Smart City Mission will be operated as a Centrally Sponsored Scheme and the central government proposesto give it financial support to the extent of Rs. 48,000 crore over five years, i.e. on an average Rs. 100 crore per cityper year. An equal amount, on a matching basis, will have to be contributed by the state/ULB; therefore, nearly one lakh crore of government/ULB funds will be available for smart cities development. In the first phase of implementation, twenty cities have been shortlisted to roll out the programme.

RISK, CONCERNS AND THREATS

Infrastructure projects take a long time to plan and implement. Delays in the execution of projects not only lead to shortfalls in achieving targets but widen the availability gaps. Time overruns in the implementation of projects continue to be one of the main reasons for underachievement in many infrastructure sectors. Delays in land acquisition, municipal permission, supply of materials, award of work, operational issues, etc. continued to drag down implementation of these projects. A large number of major central-sector projects are delayed with respect to their latest scheduled dates of completion.

Our exposure to BOT Projects, particularly in the area of Road and Transportation wherein revenues from toll-based projects are a function of actual traffic volume, has increasingly led to additional risks associated with such projects, including traffic volume risks, availability risks and financial closure risks. Adverse deviations between actual traffic volumes from projected volumes, delays in completion of related projects components or failure to achieve a financial closure could result in significant loss of revenue.

Policy hurdles such as delay in awarding projects, environmental clearances, land acquisition and lack of cheaper financing options still continue to be pertinent to the sector. Particularly, the fund crunch issue is a major challenge for the industry.

However, while the infrastructure sector continues to operate in a difficult framework in India, we are optimistic about reviving growth in the infrastructure sector. With the government´ proactive policies and announcements to support the private sector´ involvement in Indian infrastructure, the future looks promising for EPC companies in year 2015. Infrastructure is picking up in India and these moves will certainly pave the way to recovery for the infrastructure sector. Finally, over the years, India has shown that it has a momentum and dynamic of its own and is less impacted by the economies of developed countries than would ordinarily have been imagined.

INTERNAL CONTROL SYSTEMS

Company has a proper and adequate internal control procedures & systems commensurate with the nature and size of its business. The Company's internal control system primarily covers aspects such as:

1. Operating parameters and various factors relating to production.
2. Efficient use and protection of resources.
3. Accuracy and Promptness of financial reporting.
4. Compliance of laws and regulations.
5. An effective MIS & ERP system.

Company has a well-defined organizational structure, well documented policies, guidelines and clearly defined authority levels.

RISK MANAGEMENT

The assets of your Company are adequately secured/ covered under appropriate policies and your management reviews it from time to time. Your Company has on 12th November, 2014 constituted a Risk Management Committee and adopted Risk Management Policy is making its best endeavors in identifying elements of risks and in development & implementation of the policy.

FINANCIAL PERFORMANCE

(` In Lacs)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Total Income	1,21,996.95	1,73,950.57
Profit (Loss) before depreciation & tax	(1,11,543.56)	(44,255.45)
Depreciation	19,620.83	19,793.72
Profit (Loss) before tax & Extra Ordinary Items	(1,31,164.39)	(64,049.17)
Exceptional Items	-	1,560.77

(` In Lacs)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Profit(Loss) before tax Provision for tax	(1,31,164.39)	(65,609.94)
- Current Tax	-	-
- Deferred Tax	-	-
- MAT Credit/Fringe Benefit Tax	-	-
- Tax adjustment for earlier years	-	79.45
Profit (Loss)after tax	(1,31,164.39)	(65,689.39)
Proposed Dividend together with Tax thereon	-	-
Transfer to General Reserve	-	-
Transfer to Debenture Redemption Reserve	-	-
Surplus (Deficit) carried to Balance Sheet	**(154849.63)**	**(23,685.24)**

The turnover of the Company for the year ended 31st March, 2016, was ` 1,21,996.95 lacs as compared to ` 1,73,950.57 lacs in the previous year.

Loss before depreciation and taxation was ` 1,11,543.56 lacs and after providing ` 19,620.83 lacs towards depreciation, the net loss amounts to ` 1,31,164.39 lacs.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

During the year, the company has focused at consolidating the work culture embodying values and ways of doing things that may exert sharpening influence on the individual's efforts towards excellence and fulfillment of Organization's vision. Efforts have also been made to integrate the needs and aspirations of the employees into strategic objectives and mission of the Organization; and to proactively deal with the issues as movement to develop Organizational capabilities to manage change and Challenge. The underlying HR philosophy based on its belief in limitless potential of human beings, trust in their basic integrity and respect for their dignity led to creation of work climate in the company where employees experience a sense of involvement and belongingness; where employees find fulfillment in work and seek newer horizons for self-development and organizational growth.

There has been complete Industrial peace and harmony across the Organization during the year.

In order to cope up with manpower requirement on account of diversification and expansion of business activities, the company has further strengthened its Engineering, Marketing, Commercial and Operational cadres. Today we have a strong complement of about 1600 quality manpower on the rolls of the company. Their matchless competencies and expertise are the backbone of the company.

The process of human resource management which has moved from strength to strength over the years has been further augmented, inter alia, through following initiatives:-

1. In order to keep the employees of the company abreast of latest knowledge in their respective field of specialization, the company had deputed a good number of employees, both to external and In house training programs; and professional Seminars.
2. Quality management systems (QMS) have been steered across the Organization in order to strengthen initiative and commitment of the employees in continuous improvement. Number of seminars and conferences have been organized to generate quality awareness and commitment amongst every employee segment. In collaboration with prestigious clients like Delhi Metro Rail Corporation (DMRC) a good number of client specific/ Job specific Quality conformance programs have also been organized.
3. The induction of fresh graduate engineers in multi-disciplines under the scheme named as 'UDAAN", launched in the year 2011 proved as an asset in meeting out the growing requirements of specialized manpower and also in providing for replacements against normal attritions. Through this scheme, a large number of fresh Engineering talents have been hired from the best Engineering Institutions of the Country, thereby strengthening the pool of highly skilled, specialized and motivated man power of the company.
4. In order to achieve and maintain lean and cost effective organization structure at all the levels of the company operations, system of periodical review adopted continues to be applied in the organization under the direct supervision of the Chairman and Managing Director.

ERA INFRA ENGINEERING LIMITED – DIVISIONS

A) EPC division (National & International)

Business overview

The surge in construction activity has led to exponential growth in infrastructure development across the country. This has naturally

resulted in an increase in demand in construction activities, raising the potential bar manifold, which in turn has enabled the EPC Division of your company to foray into some of the most lucrative and growing segments of the infrastructure space. This division executes infrastructure development contracts across the spectrum for both external customers as well as for captive consumption. The division's business extends across major sectors of infrastructural growth and it broadly encompasses Roads/ Highways, Power, T&D, Metro, Aviation, Social Infra, Industrial Refinery. Through this division, Era Infra Engineering is executing projects for some the biggest names in the industry.

Building lifelines of tomorrow

Attracted by the unfolding opportunities across newer infrastructure segments such as hydro & nuclear power, irrigation, ports, multilevel car parking, dedicated freight corridor, the EPC division is diversifying its presence across these key verticals of infrastructure development. It is concurrently consolidating its presence in the existing sectors by executing large-sized projects. The division's future strategy also includes enhancement of pre-qualification strengths through strategic alliances.

B) Equipment Management division

Business overview

The Equipment Management division of Era Infra Engineering has been set up to cater to the growing in-house and externaldemand for a wide range of construction machinery. The division's large Equipment Bank spans machinery for diverse uses and includes:

Cranes/ Material Handling Equipment

- Cranes (All Terrain / Rough Terrain / Crawler / Tower Cranes), Fork Lifts, etc. are in huge demand across all levels of construction industry
- Intends to acquire state-of-the-art specialized, standardized and newer machinery along with experienced personnel to handle

Pilling Equipment

Piling equipment i.e. Piling Rigs, Extractor, Pile Drivers etc. are used to build solid foundations for the construction of all major infrastructure projects, bridges, etc. These machines are used for construction of Cast-in-Situ bore piles. Piling work is the first civil work for any major construction activity such as power plant, steel plant, refineries, bridges, etc.

Piling machines has revolutionized the piling works in India, earlier piling used to be carried out with standard DMC (Direct Mud Circulation) method which used to be very crude, time consuming, and not accurate. With the help of these machines, the productivity is very much improved along-with the quality of the work done, accuracy of the work done is also enhanced.

Aerial Platform & Boom Lifts

- As with growing safety concerns, working at heights with Aerial Platforms, Boom Lifts, Scissor Lifts, etc. is mandatory
- Scope for use in airport projects and building maintenance

Other Equipment

Motor Graders – with ongoing road projects, Motor Graders have achieved significance in equipment requirements

Building lifelines of tomorrow

With the booming construction industry progressively raising the demand for high-end machinery, the Equipment Management division is constantly upgrading itself to meet the growing requirements of the Indian infrastructure industry.

Going forward, the division's focus will be on enhancing utilization of machinery and increasing the life and productivity of machines through proper maintenance and upkeep. There are plans afoot to increase the equipment fleet to enable it to bid for bigger orders and provide complete equipment solutions to customers across the industry.

CAUTIONARY STATEMENT

Statements in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations are" forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations includes economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax, corporate and other laws and other incidental factors.

Independent Auditors' Report

To The Members of Era Infra Engineering Limited

Report on the Financial Statements

We have audited the accompanying Financial Statements of **Era Infra Engineering Limited** ("the Company") which comprises the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to error or fraud. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial statements.

Opinion

A. Qualified Opinion

We believe that our audit provides a reasonable basis for our **qualified opinion** as elaborated hereunder:

1. *The financial statements are prepared by the Company on the going concern basis as fully elaborated in note no 36 of the financial statements and Based on the Standard of Auditing (SA) 570, 'Going Concern' issued by the Institute of Chartered Accountants read with section 143 of the Companies Act, 2016 the going concern of Company is impacted in view of certain major indicators mentioned therein and listed here – in below from serial no. 2 onwards;our qualified opinion is also based the Auditor's Report on the audited annual financial statements for the year ended 31st March 2015 by the preceding statutory auditors of the Company, Messrs. G.C.Sharda & Co., Chartered Accountants, ICAI Registration No. FRN 500041N;*
2. *As per note no 36 to the financial statements regarding the Company has been incurring losses over past several quarters/years including in the current quarter due to which the entire net worth of the Company has eroded. The accumulated losses of ` 154849.63 lakh are more than the entire net-worth as on 31.03.2016;*
3. *As per note no 23 (A) (a) to the financial statements regardingthe Company is contesting material litigations against it including winding up petitions and matters under section 138 of the Negotiable Instruments Act, 1881 as amended thereto.*
4. *As per note no 33 (a) to the financial statements regarding out of the total trade receivables of ` 3,45069.37 Lakh as on 31.03.2016 ` 143145.61 Lakh are outstanding from the period prior to 01.04.2014;*
   a. *These are slow moving as partly received or non-moving as no movement due to delay in obtaining confirmation and subsequent reconciliation. In some cases invoices raised by the Company are yet to be recognised by these customers which includes joint ventures, associates and other related parties;*
   b. *The management is of the opinion that as the Company has*
      (i) *filed arbitration in some cases,*
      (ii) *undertaken confirmation and reconciliation process along-with of its dues/claims in other than arbitration cases*
      (iii) *been continuously updating the documentation, it is not appropriate to make any provision at this point of time which may dilute the recovery of these receivables. Provisions in the books of accounts will be made at the time of finalization of matters;*
5. *As per note no 33(b) to the financial statements regarding0ut of the total 'Other short term loans & advances' of ` 1,18646.84 Lakh (excluding claims for invocation of Bank Guarantee) as on 31.03.2016 more than ` 89525.37Lakh are outstanding from the period prior to 01.04.2014. In the absence of any updated document regarding the terms & conditions and written confirmation, it cannot be ascertained whether the amounts will be recovered or goods & services will be received in future Management is of the view that ongoing confirmation and reconciliation process shall make provisions only on completion of process including as provided under the applicable laws;*

6. *As per note no 37 to the financial statements regarding a claim of ` 17555.20 Lakh pertains to invocation of Performance Bank Guarantee by the bank due to noncompliance of terms & conditions of the contract. The management has initiated the legal process for recovery of the amount encashed against above guarantee and retention of the project ;*
7. *As per note no 33(c) to the financial statements regarding a sum of ` 17033.35 Lakh under Capital advances is outstanding since long. The management has initiated the process of recovery of the amount of loans & advances or receipt of goods & services there – against;*
8. *As per note no 43 to the financial statements regarding development of program for physical verification of work -in progress, of ` 67052.45Lakh recognised in books. It intends to complete the physical verification during the year ending 31.3.2016. On completion of physical verification & post reconciliation with the records, discrepancies will be written off. For raw material & other inventory management has completed the physical verification, is under process of reconciling the difference and discrepancies will be written off on completion of such reconciliation*
9. *As per note no 42 to the financial statements regarding the Company has made investments in securities, non – current & current, of / through its subsidiaries, associates, Joint ventures & group companies. In case of two associates Gwalior bypass projects limited & Hyderabad Ring Road projects Pvt Limited, considering the accumulated losses in these and in others, the management is of view since these investee entities business is toll / annuity based which has a long gestation period, & also arbitration claims will be filed, the impairment, if any, is considered to be temporary in nature.*
10. *As per note no 38 to the financial statements regarding delay in deductions & deposit of statutory tax based on liabilities recognised in books, including VAT, service - tax, excise & customs duty, income tax, royalty, labour cess, entry tax, provident fund etc. & other similar dues, returns and forms. Provisions of interest on delay of these have not been recognised & exact quantum is not determinable.*
11. *As per note no 40 (b), 9 to the financial statements regardingthe Corporate Debt Restructuring (CDR) proceedings in Joint Lender Meetings (JLM) regarding continuation of CDR scheme could not be crystallised in the absence of required quorum based on available minutes of meeting of JLM held on 05/02/2016. Inadequate security cover, prior approval of CDR EG before sale of assets etc., and other non-compliances of CDR terms & conditions still continues as already reported in earlier periods/year;*
12. *As per note no 40 to the financial statements regardingthe loans provided by lenders under consortium have been classified as Non-Performing Assets (NPA) by 17 Lenders out of 22 Banks as on date and majority of the accounts have been classified as NPA as on date.*
13. *The Company is in the process of complying with the relevant provisions of the Companies Act 2013 & the SEBI Act, 1992, as amended, which were earlier non- complied, more particularly with respect to, quorums, meetings of Board of Directors, various committees, submission & publication of quarterly results, filing of various forms & declarations, compliance with listing regulations etc.;*
14. *Compliance & records relating to the related parties are being updated. Forms MGT-10& MGT - 14 relating to change in major shareholding of promoters & approval of Board of Directors for issue of debentures are still pending. The appointment of woman director & common director to material subsidiaries, is under progress;*
15. *As per note no 39 to the financial statements regarding the stock exchanges have levied a penalty of ` 33.22 lakh for non-publishing & filing of results of quarter ended 30th June & 30th September-2015 on time. Management expects it to be waived off;*
16. *The observations on report of Companies Auditor's Report Order(CARO),2016 , are as ;*
    a. *The undisputed amount of statutory dues including Provident fund, ESI, VAT, WCT, TDS, Service tax etc. more than six month old as on 31.03.2016 are ` 3746.82 lakh.*
    b. *The managerial remuneration in case of respected Chairman & Managing Director (CMD) is excess as per the approval of central government. As per management there is some typographic error in the approval letter, for which clarification has been sought & expect to be corrected soon.*
17. *As per note no note no 25 of the Financial Statements regarding change in Accounting Policy 'The Company was hitherto recognizing materials & other resources supplied by the customers as, both, its cost of construction & revenue from operations. This accounting policy has been discontinued during the year from first quarter for improvement in presentation based on correct appreciation of facts. The Company is now of the opinion that these material were received by the entity as an agent rather than as a principal. This change in accounting policy has no impact on the profit of the Company though both the cost of construction & revenue from operations will be lower by a similar amount.*
18. *As per note no 7 of the Financial Statements regarding non ascertainment of interest and dues to Micro Small and Medium Enterprises under MSMED act, 2006.*

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effects of the matters described in the aforesaid paragraphs 1 to 148 for our basis of qualified opinion*the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order; As required by section 143(3)of the Act, we report that:
    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
    c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
    d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
    e. On the basis of written representations received from the directors as on 31 March 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016, from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 'B'.

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigation on its financial position in its financial statements Refer Note 23 to the financial statements;

ii) Based on available records and information and explanation and considering the possible impact due to litigation and delay in projects we have been explained that there are no material foreseeable losses, on long term contracts, and hence Company has not made any provision, required under the applicable law or accounting standards;

iii) Based on records there has been no amount required to be transferred to the Investor Education and Protection Fund by the Company.

For S.S.KOTHARI MEHTA & CO.
(Chartered Accountants)
Firm Registration No. 000756N

(**Neeraj Bansal**)
Partner
Membership No. 95960

Place: New Delhi
Date: 30th May 2016

ANNEXURE "A'TO THE AUDIT REPORT TO THE ERA INFRA ENGINEERING LIMITED

Referred to in paragraph 1 of report on other legal and regulatory requirement's paragraph of our report on the financial statement of even date.

i) In respect of Fixed Assets

(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets

(b) The Company has a programme of verification of fixed assets to cover all the items in phased manner over a period of three years which in our opinion is reasonable having regards to the size of the Company and the nature of its assets. Pursuant to the programme, the company has carried out physical verification of its assets during the year as per the programme, the difference between book balance and physical balances being non material has not been adjusted. Documentations on physical verifications needs to updated

(c) The title of immovable properties is based on available records & management certified true copy, as the originals are being pledged with bankers as security for borrowings.

ii) In respect of Inventory

(a) The company is developing a program for physical verification of work -in progress of ` 67052.45 lakh recognised in books. It intends to complete the physical verification during the year ending 31.3.2016. On completion of physical verification & post reconciliation with the records, discrepancies will be written off. For raw material & other inventory management has completed the physical verification, is under process of reconciling the difference and discrepancies will be written off on completion of such reconciliation; (refer note no 43 of the financial statements *and in qualified opinion in our main report)*

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories,subject to above mentioned observations, followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventories, however these needs to be updated. As explained to us, due to reconciliation process is under progress, so *difference and discrepancies will be written off on completion of such reconciliation.*

iii) In respect of Loan granted

(a) As informed to us and books and records, the Company has granted unsecured interest free loans to three Companies covered in the register maintained under section 189 and the total outstanding is ` 1529.16 Lakh.

(b) As explained to us, the terms and condition of loans are not prejudicial to the interest of the Company as the document for loans are under process in absence any updated document for terms and condition *we cannot comment on reliability of principle and interest.*

iv) Based on information & explanations and available records the loans, investments, guarantees and pledge of securities given to/ for subsidiaries/ associates/ joint ventures are in compliance of section 185 and 186 of the Companies Act, 2013 as these are covered under exceptions as provided in section 185 and 186 of the Companies Act, 2013 and are within the prescribed limits & as per necessary approvals.

v) The Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other relevant provisions of the act and the rules framed thereunder.

vi) We have broadly reviewed the cost audit records maintained by the Company pursuant to the Companies (Cost records and audit)Rules, 2014 under section 148 of the act and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii) In respect of statutory Dues

(a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is not

regular in depositing undisputed statutory in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues as applicable with the appropriate authorities.

The Company has not deposited statutory dues and amount outstanding for more than six months as on the date of balance sheet from the date they become payable are as mentioned below.

(Refer note no 38 of the financial statements and in qualified opinion in our main report) (` In lakh)

S. No.	Name of the Statute	Amount	Outstanding as on 31.03.2016
1	Income Tax Act, 1961	1,674.45	2,478.06
2	Royalty under various State Royalty Acts	57.36	57.36
3	Employee State Insurance Act	9.10	13.78
4	Employees' Provident Fund Act	713.82	989.59
5	Finance Act, 1994 (Service Tax)	1,185.16	1,794.13
6	VAT/WCT under various state Acts*	106.94	274.65
	Total	**3,746.82**	**5,607.56**

*Vat is exclusive of net refundable amount of Rs 2208.99 Lakh

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Income Tax, Sales Tax, Custom Duty, Wealth Tax, Excise Duty, Service Tax, Value Added Tax and Cess, which have not been deposited on account of any dispute, are as follows: -

Name of the Dues/ Name of the Statute	Disputed Amount (` in Lacs)	Period to which amount relates	Forum Where Dispute is Pending
Sales Tax / Value Added Tax			
West Bengal VAT Demand	90.94	2004-05 & 2007-08	Commercial Tax officer , Kolkata
Delhi VAT	4,464.19	2009-10,2011-12 & 2012-13	DVAT Tribunal - Commercial Tax Officer Delhi
UP VAT	2.31	2005-06	UP Vat Tribunal
Jharkhand VAT	299.58	2015-16	Commissioner Of Commercial Tax Bokaro, Jharkhand
Tamilnadu VAT	963.88	2009-10, 2010-11 & 2012-13	Commercial Tax Officer Panurati, Tamilnadu
Indore VAT	368.98	2011-12 & 2012-13	Assistant Commissioner of Commercial Tax Department, INDORE (M.P)
Gujarat VAT	14.73	2009-10	Commercial Tax Officer Gujarat
Punjab VAT	2.47	2006-07	Assistant Excises & Taxation commissioner, shambhu Import, Punjab
Customs / Excise Duty			
Custom Act 1962	29.5	2007-08	Tribunal Appellate Authority – Kolkata
Custom Act 1962	567.48	2012-13	Tribunal Appellate Authority – Mumbai
Central Excise Act 1944	11.39	2011-12 & 2012-13	Tribunal Appellate Authority – Allahabad
Central Excise Act 1944	13.88	2012-13 & 2013-14	Tribunal Appellate Authority – Allahabad
Central Excise Act 1944	2.93	2011-12 & 2012-13	Commissionerate, Meerut - I
Central Excise Act 1944	0.34	2013-14	Commissionerate, Meerut - I
Central Excise Act 1944	3.7	2013-14	Commissionerate, Meerut - I
Central Excise Act 1944	3.58	2012-13	Commissionerate, Meerut - I
Central Excise Act 1944	1.45	2013-14	Commissionerate, Meerut - I
Central Excise Act 1944	7.31	2012-13	Commissionerate, Meerut - I
Central Excise Act 1944	6.27	2011-12 & 2012-13	Commissionerate , Meerut - I
Central Excise Act 1944	1.22	2013-14	Commissionerate, Meerut - I
Central Excise Act 1944	2.58	2013-14 & 2014-15	Commissionerate, Meerut - I
Central Excise Act 1944	2.50	2011-12 & 2012-13	Commissionerate, Delhi
Central Excise Act 1944	2.87	2014-15 & 2015-16	Dehradun Commissionerate

Name of the Dues/ Name of the Statute	Disputed Amount (` in Lacs)	Period to which amount relates	Forum Where Dispute is Pending
Service Tax			
Finance Act 1994	3554.64	2007-08	The Additional Commissioner of (Adjudication), Central Excise, Delhi – 1
Finance Act 1994	310.34	2008-09	The Additional Commissioner of (Adjudication), Central Excise, Delhi - 1 C
Finance Act 1994	450.37	2008-09	The Additional Commissioner of (Adjudication), Central Excise, Delhi – 1
Finance Act 1994	116.53	2009-10 & 2010-11	The Additional Commissioner of (Adjudication), Central Excise, Delhi – 1
Finance Act 1994	34.16	2010-11 & 2011-12	The Additional Commissioner of (Adjudication), Central Excise, Delhi – 1
Finance Act 1994	2090.37	2010-11 & 2011-12	Tribunal Authority, R. K. Puram
Finance Act 1994	73.11	2006-07	Delhi High Court
Income Tax			
Income Tax Act, 1961	2,554.02	2009-10	ITAT, Delhi
Income Tax Act, 1961	5,187.75	2008-09	ITAT, Delhi
Royalty			
Madhya Pradesh Royalty Demand	100.00	2006-07	Revenue Board, Gwalior
Madhya Pradesh Royalty Demand	20.40	2006-07	Revenue Board, Gwalior
Madhya Pradesh Royalty Demand	28.04	2004-05	Commissioner, Ujjain
Labour Cess			
The Building & Other construction Workers (Regulation of Employment & Condition Of Service) Act, 1996	85.61	2006-07	Hon'able Supreme Court

viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has defaulted in payment of principle and interest to banks and financial institution the details are hereunder. (refer note no 40 of the financial statements)

Name of Lender	Principal Amount (Amount in Lakh)	Interest Amount (Amount in Lakh)	Period of default (Days in Range)
Allahabad Bank	116.17	109.15	1 to 240
Andhra Bank	2,867.51	-	425
Axis Bank	5.08	-	425
Bank of Baroda	208.78	592.42	1 to 1005
Bank of India	14,500.11	3,229.83	1 to 213
Bank of Maharashtra	4,786.62	3,558.55	1 to 424
Canara bank	4,188.95	2,629.40	1 to 365
Central Bank of India	212.04	993.71	1 to 366
Corporation Bank	7,338.11	3,210.98	1 to 274
DhanlaxmiBank Ltd.	145.19	-	425
First leasing Co. of India Ltd.	122.06	-	425
General Insurance Company Limited	180.00	983.86	1 to 1004
HDFCBank Ltd.	6.95	-	425
IDBI Bank Ltd.	7,686.26	664.59	1 to 184
Indian Overseas Bank	4,006.53	4,443.60	1 to 274
Karnataka Bank	3,750.00	1,383.32	1 to 1004
LIC of India	564.27	1,920.21	1 to 1004
Magma FincorpLtd.	140.50	-	425
Oriental Bank of Commerce	2,708.44	196.91	1 to 184
Punjab & Sind bank	3,000.00	1,034.24	1 to 973
Punjab National Bank	8,121.60	1,604.43	1 to 184
ReligareFinvest Ltd.	14.99	-	425
Sicom India Limited	4,999.56	1,898.76	973

Name of Lender	Principal Amount (Amount in Lakh)	Interest Amount (Amount in Lakh)	Period of default (Days in Range)
State Bank of Hyderabad	553.01	622.61	1 to 244
State Bank of India	2,894.40	3,054.41	1 to 274
Syndicate Bank	644.20	708.70	1 to 244
Tata Capital Financial Services Ltd.	333.30	-	425
UCO Bank	4,606.65	4,958.58	1 to 244
Union Bank of India	15,175.61	6,945.07	1 to 274
United Bank of India	192.55	139.55	1 to 274
Vijaya Bank	950.64	1,236.81	1 to 244

In case where range is not given,are due from the date of declaration of NPA.

ix) As per the information and explanation given to us and on the basis of our examination of the records, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and terms loan during the year.

x) During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practices in India, we have neither came across any instance of fraud on or by the Company noticed or reported during the year, nor had been informed of such case by the management.

xi) As per the information and explanation given to us and on the basis of our examination of the records, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013 *except, a clarification sought in the approval received from Central Government, in regard to the remuneration paid to Chairman and Managing Director.* (refer note no 34 of the financial statements and in qualified opinion in our main report)

xii) The company is not Nidhi Company, therefore this clause is not applicable to the company.

xiii) Based on records and as per the information and explanation given to us and on the basis of our examination of the records, the company has transacted with the related parties which are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements. The entries required to be updated in register needs to be strengthened. (Refer Note 32 to the financial statements).

xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xv) As per the information and explanations given to us and on the basis of our examination of the records, the company has not entered into any non-cash transactions with directors or persons connected with him.

xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore this clause is not applicable to the company.

For S.S.KOTHARI MEHTA & CO.
(Chartered Accountants)
Firm Registration No. 000756N

(**Neeraj Bansal**)
Partner
Membership No. 95960

Place: New Delhi
Date: 30th May 2016

ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ERA INFRA ENGINEERING LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Era Infra Engineering Limited ("the Company")** as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit

in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2016:

a. *The review process of short term loans & advances and periodic review of those recovery & advances is and are not operating effectively which may impact the reasonable certainty of ultimate adjustment or collection and the procedure for Physical verification of work in progress is not operating effectively which may result in ultimate impairment of inventory.*

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company has in all material respects, maintained adequate internal financial control in our financial reporting as of March 31st, 2016,based on the internal control over financial reporting criteria, system & procedures established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India" and *except* for the effects / possible effects of the material weaknesses described above on the achievements of the objectives of the control criteria, the Company's internal financial controls over financial reporting were operating effectively as of 31st March, 2016.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2016 financial statements of the Company, and these material weaknesses have impact on our qualified opinion on standalone financial statements of the Company.

For S.S.KOTHARI MEHTA & CO.
(Chartered Accountants)
Firm Registration No. 000756N

(**Neeraj Bansal**)
Partner
Membership No. 95960

Place: New Delhi
Date: 30th May 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

(` in Lacs)

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
(1) **Shareholder's Funds**			
Share Capital	2	6,631.99	6,631.99
Reserves and Surplus	3	(53,052.69)	78,111.68
(2) **Non-Current Liabilities**			
Long-Term Borrowings	4 A.	434,228.25	462,146.98
Deferred Tax Liabilities (Net)	5	(0.00)	-
Long-Term Provisions	6 A.	718.39	828.20
(3) **Current Liabilities**			
Short-Term Borrowings	4 B.	216,681.64	177,247.71
Trade Payables - dues of micro enterprises and small enterprises	7	-	-
Trade Payables - dues of other than micro enterprises and small enterprises	7	51,362.94	47,983.51
Other Current Liabilities	8	200,277.03	123,290.59
Short-Term Provisions	6 B.	49.99	45.84
	TOTAL (1+2+3)	**856,897.55**	**896,286.51**
II. ASSETS			
(1) **Non-Current Assets**			
Fixed Assets			
Tangible Assets	9	127,093.96	146,371.92
Non-Current Investments	10	118,037.81	116,264.36
Long-Term Loans and Advances	11 A	19,546.71	20,986.07
(2) **Current Assets**			
Inventories	12	106,684.61	132,695.84
Trade Receivables	13	345,069.37	351,037.85
Cash and Bank Balances	14	8,901.49	11,225.43
Short-Term Loans and Advances	11 B	130,321.84	116,396.26
Other Current Assets	15	1,241.76	1,304.77
	TOTAL (1+2)	**856,897.55**	**896,282.51**
Significant accounting policies	1		

The accompanying notes (1 - 45) are an integral part of the financial statements

For and on behalf of the board

Auditor's Report
As per our report of even date attached

For S.S. Kothari Mehta & Co.
Chartered Accountants
FRN 000756N

CA Neeraj Bansal
Partner
M. No : 095960

Place : Noida
Date : 30th May, 2016

H.S. Bharana
(Chairman & Managing Director)

Gaurav Rajoriya
(Company Secretary)

Dilip Sinha
(Chief Financial Officer)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(` in Lacs)

Particulars	Note No.	Year Ended 31st March, 2016	Year Ended 31st March, 2015
I. Revenue from Operations	16	121,101.91	169,790.95
II. Other Incomes	17	895.04	4,159.62
II. **Total Revenue (I + II)**		**121,996.95**	**173,950.57**
IV. **Expenses:**			
Direct Contract Expenses	18	128,320.28	132,310.04
Purchase of stock-in-trade	19	15,769.37	6,244.00
Employee Benefit Expenses	20	8,997.99	10,019.35
Finance Costs	21	74,994.22	65,815.20
Depreciation and Amortization Expense	9	19,620.83	19,793.72
Other Expenses	22	5,458.64	5,378.19
Total Expenses		**253,161.34**	**239,560.50**
V. Profit /(Loss) before Tax (III-IV)		**(131,164.39)**	**(65,609.94)**
VI. Tax Expense			
— Current Tax		-	-
— Tax Adjustment for Earlier Years		-	79.45
— Deferred Tax Charge/ Credit		-	-
VII. **Net Profit /(Loss) for the year (V-VI)**		**(131,164.39)**	**(65,689.39)**
Earnings Per Equity Share (Equity share of ` 2/- each)	30		
— Basic & Diluted		(39.56)	(34.42)
Significant Accounting Policies	1		
The accompanying notes (1 - 45) are an integral part of the financial statements			

For and on behalf of the board

Auditor's Report
As per our report of even date attached

For S.S. Kothari Mehta & Co.
Chartered Accountants
FRN 000756N

H.S. Bharana
(Chairman & Managing Director)

CA Neeraj Bansal
Partner
M. No : 095960

Gaurav Rajoriya
(Company Secretary)

Dilip Sinha
(Chief Financial Officer)

Place : Noida
Date : 30th May, 2016

CASH FLOW STATEMENT AS AT 31ST MARCH, 2016

(` in Lacs)

Particulars		As at 31st March, 2016	As at 31st March, 2015
A.	**Cash flow from operating activities**		
	Profit before tax	(131,164.39)	(65,609.94)
	Non cash adjustments		
	Depreciation	19,620.83	19,793.72
	Loss/ (Profit) on sale of fixed assets	58.93	(2,965.24)
	Income From Joint Ventures	20.15	8.31
	Provision for Dimunition in the value of investments	-	805.18
	Interest income	(654.93)	(698.85)
	Finance costs	74,994.22	65,815.20
	Operating profit before working capital changes	**(37,125.18)**	**17,148.39**
	Changes in working capital		
	Increase/ (Decrease) in trade payables	3,379.43	(345.96)
	Increase/ (Decrease) in long term provisions	(109.81)	160.65
	Increase/ (Decrease) in short term provisions	4.15	3.57
	Increase/ (Decrease) in other current liabilities	76,990.59	30,471.94
	Decrease/ (Increase) in trade receivables	5,968.37	(32,183.79)
	Decrease/ (Increase) in inventories	26,011.23	11,108.38
	Decrease/ (Increase) in long term loans and advances	1,439.36	634.57
	Decrease/ (Increase) in short term loans and advances	(13,925.58)	(2,820.13)
	Decrease/ (Increase) in other current assets	63.02	712.21
		99,820.75	7,741.43
	Cash generated in operations	62,695.57	24,889.82
	Direct taxes paid	-	(79.45)
	Net cash flow/ (cash used in) operating activities	**62,695.57**	**24,810.37**
B.	**Cash flow from investing activities**		
	Purchase of fixed assets	(552.16)	(477.06)
	Proceeds from sale of fixed assets	150.39	7,112.49
	Proceeds from non current investments	1.00	-
	Purchase of non current investments	(1,794.60)	(11,863.28)
	Interest income	654.93	698.85
	Net cash flow/ (cash used in) investing activities	**(1,540.44)**	**(4,529.01)**
C.	**Cash flow from financing activities**		
	Proceeds from Equity Shares	-	17,972.62
	Proceeds from/ (Repayments of) long term borrowings	(36,007.95)	(2,783.59)
	Proceeds from/ (Repayments of) short term borrowings	39,433.93	(15,500.40)
	Finance cost	(66,905.00)	(16,179.78)
	Net cash flow/ (cash used in) financing activities	**(63,479.02)**	**(16,491.16)**
	Net increase in cash and cash equivalents (A+B+C)	(2,323.89)	3,790.20
	Cash and cash equivalents at the beginning of the year	11,225.43	7,435.23
	Cash and cash equivalents at the end of the year *	8,901.54	11,225.43

Note: 1. The above cash flow statement has been prepared under "The Indirect Method" as stated in Accounting Standard-3.

2. * Cash and cash equivalents include ` 9.51 lakhs (PY ` 12.03 lakhs) of unclaimed dividend, Amount Earmarked for specific projects ` 11.44 lakhs (PY 21.25 lakhs) and Fixed Deposits of ` 7,179.76 lakhs (PY 7,944.84 lakhs) not available for use with the company.

For and on behalf of the board

Auditor's Report
As per our report of even date attached

For S.S. Kothari Mehta & Co.
Chartered Accountants
FRN 000756N

CA Neeraj Bansal
Partner
M. No : 095960

H.S. Bharana
(Chairman & Managing Director)

Gaurav Rajoriya
(Company Secretary)

Dilip Sinha
(Chief Financial Officer)

Place : Noida
Date : 30th May, 2016

Notes forming part of Financial Statements as on 31st March, 2016

Era Infra Engineering Limited is a widely held public limited company engaged in the execution of large construction contracts involving engineering, procurement and construction (EPC) projects across a range of sectors such as roads & highways, power, railways, metro, aviation, social infrastructure, industrial, institutional and related segments for more than 25 years.

1. Significant Accounting Policies

a. Basis of Accounting

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accural basis as per the provisions of the Companies Act, 2013 ("the Act") and comply in material aspects with the accounting standard notified under section 133 of the Act, read with Rule7 of the Companies (Accounts) Rules, 2014. Accounting Policies have been consistency applied except where e newly issued accounting standard requires a change in the accounting policies hitherto in use.

b. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that effect the reported balances of assets and liabilities and disclosures of contingents liabilities at the date of financial statements and results of operations during the reporting period. Although these estimates are based upon management's basic knowledge of current events and actions, actual results could differ from these estimates.Differences between actual results and estimates are recognized in the year in which the results are shown / materialized.

c. Revenue Recognition

(i) Revenue from contracts is recognised on the percentage of completion method based on billing schedules agreed with the client on a progressive completion basis. Percentage of completion is determined based on the nature of contracts, either in proportion of contract costs incurred upto the reporting date to the estimated total cost or on the basis of physical proportion of the contract work completed as considered appropriate.

(ii) Claims and amounts in respect thereof are recognized only when negotiations have advanced to a stage where it is probable that the customer(s) will accept them and amounts can be reliably measured. In the case of Arbitration Awards (the "Awards") which are granted in favor of the Company, the award amount (including interest thereon), are accounted when they are granted and where it is reasonable to expect ultimate collection of such awards.

(iii) Income Equipments hiring and management are recognized on accrual basis.

(iv) Other Incomes are accounted for on accrual basis except where the receipt of income is uncertain.

(v) Accounting for Joint Venture Contracts

- Contracts executed in Joint Venture under work sharing arrangement (consortium) are accounted for in accordance with the accounting policy followed by the company as that of each independent contract to the extent of work is executed by the company.
- In respect of contracts executed in Integrated Joint Venture under profit sharing arrangement , the services rendered to the joint venture are accounted as income on the accrual basis. The profit / loss is accounted for, as and when it is determined by the Joint Venture and the net investment in the joint venture is reflected as investments, loans & advances or current liabilities.

d. Fixed Assets

Tangible Assets

Tangible fixed assets are stated at cost less depreciation and impairment losses, if any. Cost includes cost of acquisitions or construction including incidental expenses thereto and other attributable cost of bringing the assets to its working condition for the intended use and is net of recoverable duty / tax credits.

Intangible Assets

Intangible assets are stated at cost of acquisition net of accumulated amortization and impairment losses if any.

Intangible Assets under development

Expenditure related to and incurred during development of Assets are included under "Intangible assets under development". The same will be transfer to the respective assets on its completion.

Capital Work In-Progress

Capital work in progress comprises of expenditure, direct or indirect incurred on assets which are yet to be brought into working condition for its intended use.

Impairment

Fixed Assets are tested for impairment if there is any indication of their possible impairment. An impairment loss is recognized where the carrying amount of a fixed asset (or cash generating unit) exceeds its recoverable amount, i.e. higher of value in use and net selling price. Impairment loss recognized in one year can get reversed fully or partly in a subsequent years.

e. Depreciation

From the date Schedule II comes into effect i.e. 1 April 2014, the carrying amount of the asset as on that date depreciated over the remaining useful life of the asset . Pursuant to this policy, depreciation is provided at the following rates which are in line with the corresponding rates prescribed in Schedule II of the Companies Act, 2013:

Assets Category	Useful life of Asset	
	1 April 2014 onwards	Prior to 1 April 2014(%)
DATA PROCESSING MACHINES (COMPUTERS)	3 Years	16.21
OFFICE EQUIPMENT	5 Years	4.75
FURNITURE AND FIXTURE	10 Years	6.33
VEHICLE	10 Years & 8 Years	9.50 & 7.07
FACTORY BUILDING	30 Years	3.34
PLANT & MACHINERY	12 Years, 15 Years 10 Years & 9 Years	4.75, 7.42, 10.34 & 11.31
TRACTOR & TRUCKS	8 Years	7.07
WIND TURBINE GENERATOR	22 years	5.28

Intangible assets are amortized on straight line method over the expected duration of benefits not exceeding 10 years. The period of amortization is decided in accordance with the Accounting Standard (AS -26) "Intangible Assets".

Assets of value up to ` 5000 are depreciated in full in the year of purchase.

f. Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets till such time assets become ready for their intended use. All other borrowing costs are charged to Statement of Profit & Loss.

g. Investments

Investments are classified into non-current investments and current investments. Non-current investments are stated at cost. Provision for diminution in the value of a non-current investment is made on individual investment basis if such diminution is other than temporary. Current investments are carried at the lower of cost and fair value and provisions are made to recognize the decline in the carrying value.

h. Inventories

Materials, finished goods and stores & spare parts are valued at the lower of cost and net realizable value. Cost of inventories is ascertained on the weighted average cost method. Trading inventories are valued at cost or market value which ever is lower.

Work-in- progress is valued at the item rate contracts in case of completion of activity by project department, in case where the Work in progress is not on item rate contract stage then item rate contract are reduced by estimated margin or estimated cost of completion and/or estimated cost necessary to make the items rates equivalent to Stage of Work-in- progress.

i. Foreign Exchange Transactions

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

j. Employee Benefits

(i) Contribution to Provident Fund, a defined contribution plan, is accounted for on accrual basis. The Company continues to make contributions to provident fund plan administered by the Government of India.

(ii) The liability of the company for leave encashment, a defined retirement benefit plan, is determined by actuarial valuation carried out by an independent actuary as at the Balance Sheet date using projected unit credit method.

(iii) The liability of the company for gratuity, a defined retirement benefit plan, is determined by actuarial valuation carried out by an independent actuary as at the Balance Sheet date using projected unit credit method.

k. Taxes On Income

Income taxes are computed using the tax effect accounting method where taxes are accrued in the same period as the related revenue and expenses to which they relate. The differences that exist between profit offered for income tax and the profit before tax as per financial statements are identified and deferred tax assets or deferred tax liabilities are recorded for timing differences, namely, differences that originate in one accounting period and are capable of reversal in future. Deferred tax assets and liabilities are measured using tax rates and tax laws enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized. If the company has unabsorbed depreciation or carried forward losses under taxation laws, a much stricter test, viz, virtual certainty of realisation is to be applied for recognition of any deferred tax assets. Deferred tax assets are reviewed for the continuing appropriateness of their recognition as assets at each balance sheet date and written down or written-up to reflect the amount that is reasonably /virtually certain (as the case may be) of realization.

l. Extraordinary and exceptional items

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item or expense, pertaining to the ordinary activities of the company, is such that its disclosure improves an understanding the performance of the company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

m. Provisions, Contingent liabilities and contingent assets:

Provisions are recognized for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made and it is probable that outflow of reasons embodying economic benefits will be required to settle the obligation.

When it is not probable and amount can not be estimated reliably than it is disclosed as contingent liabilities unless the probability of outflow of reasons embodying economic benefits is remote. Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events are also disclosed as contingent liabilities unless the probability of outflow of resource embodying economic benefit is remote.

Contingent assets are neither recognized nor disclosed in the financial statements.

Notes forming part of Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
2. SHARE CAPITAL		
Authorized Capital		
- 375,000,000 (Previous Year 375,000,000) Equity Shares of ` 2/- each	7,500.00	7,500.00
Issued, Subscribed & Paid up Capital		
- 33,15,99,440 (Previous year : 33,15,99,440) Equity Shares of ` 2/- each fully paid up.	6,631.99	6,631.99
	6,631.99	**6,631.99**
a. Reconciliation of Equity Shares Outstanding at the beginning and at the end of the year	**Nos.**	**Nos.**
At the Beginning of the year	331,599,440	181,827,640
Add: Allotted during the Year	-	149,771,800
Outstanding at the end of the year	**331,599,440**	**331,599,440**
b. Terms/ Rights of equity shareholders		
The Company has only one class of equity share having a par value of ` 2 per share. Each shareholder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees, whenever dividend in declared. The dividend proposed whenever declared by the Board of Directors will be subject to the approval of the shareholders in the ensuing general meeting.		
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.		
During the previous financial year, the Company had allotted 149,771,800 equity shares of face value of ` 2/- each at a premium of ` 10/- per share on 10th March, 2015 upon conversion to the holders' of 17,972,616 Nos. Zero Coupon Compulsory Convertible Debentures (ZCCDs) allotted on 7th January, 2015 under category "Promoter & Associates" upon exercise of conversion option by them as per the terms of issue.		
c. List of Equity Shares held by each shareholder holding more than 5% shares:		
Adel Landmarks Limited		
- No of shares	101,963,467	101,963,467
- Percentage of holding	**30.75%**	**30.75%**
Desert Moon Realtors Private Limited		
- No of shares	47,808,333	47,808,333
- Percentage of holding	**14.42%**	**14.42%**
Era Housing & Developers (India) Limited		
- No of shares	30,483,602	31,338,602
- Percentage of holding	**9.19%**	**9.45%**
Hi Point Investment and Finance Private Limited		
- No of shares	17,767,157	17,867,157
- Percentage of holding	**5.36%**	**5.39%**
As per records of the company, including its register of shareholders/ members, the above shareholding represents both legal and beneficial ownership of shares.		

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
3. RESERVES AND SURPLUS		
(a) Securities Premium Account		
As per last Balance Sheet	83,923.18	68,946.00
Addition during the year	-	14,977.18
	83,923.18	**83,923.18**
(b) Debenture Redemption Reserve		
As per last Balance Sheet	4,845.00	4,845.00
	4,845.00	**4,845.00**
(c) General Reserve		
As per last Balance Sheet	13,028.76	13,028.76
	13,028.76	**13,028.76**
(d) (Loss)/Surplus in the Statement of Profit & Loss		
As per last Balance Sheet	(23,685.24)	55,189.73
(Loss)/Profit for the year	(131,164.39)	(65,689.39)
Less: Appropriations		
- Depreciation Reserve as per Revised Schedule II	-	13,185.58
	(154,849.63)	**(23,685.25)**
Total Reserves and Surplus (a+b+c+d)	**(53,052.69)**	**78,111.68**
4. BORROWINGS (Refer Note 4.1)		
A. Long term borrowings		
Secured		
(a) Term Loans (TL)		
- From Banks	200,671.67	194,919.25
(b) Equipment Finance		
- From Banks/Others	3,635.50	4,337.48
(c) External Commercial Borrowing (ECB)	29,994.67	31,438.08
(d) Non-Convertible Debentures (NCD)	26,600.00	26,600.00
(e) Working Capital Term Loan (WCTL)	145,511.17	145,568.48
(f) Funded Interest Term Loan From Banks (FITL)	91,082.35	77,770.27
	497,495.36	**480,633.56**
Unsecured		
(g) Other Loans (from FI)	203.07	203.07
(h) Related Parties - Inter Corporate Deposits (Promoters' Contribution)	15,386.25	11,178.75
	15,589.32	**11,381.82**
Total (i) (A)	**513,084.68**	**492,015.38**

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
*Less: Current maturities of above borrowings (shown as a part of other current liabilities) **		
(a) Term Loans (TL)	31,039.63	11,695.15
(b) Equipment Finance	3,635.50	2,030.71
(c) External Commercial Borrowing (ECB)	4,499.20	943.14
(d) Non-Convertible Debentures (NCD)	3,990.00	1,596.00
(e) Working Capital Term Loan (WCTL)	21,826.68	8,734.11
(f) Funded Interest Term Loan From Banks (FITL)	13,662.35	4,666.22
(g) Other Loans	203.07	203.07
Total (ii)	**78,856.43**	**29,868.40**
Net long-term borrowings (i)- (ii)	**434,228.25**	**462,146.98**
B. Short term borrowings		
Secured		
(a) Borrowings from banks & Financial Institutions	215,262.54	175,707.71
Unsecured		
(b) Bill Discounting Facility From Others (unsecured)	1,419.10	1,540.01
	216,681.64	**177,247.71**
Total borrowings (A.+B.)	729,766.32	669,263.09
Aggregate amount of		
Secured Loans	712,757.90	656,341.26
Unsecured Loans	17,008.42	12,921.83
Amount shown in other current liabilities (Refer Note No 8)	(78,856.43)	(29,868.40)
	650,909.89	**639,394.69**

** Current maturities of long-term debts have been calculated on the basis of the Master Restructuring Agreement (MRA) signed between the Company and its lenders. However, 4 no's lender banks/FI viz. Karnataka Bank, Punjab & Sind Bank, Life Insurance Corporation of India and General Insurance Corporation of India have not signed the MRA.*

4.1 The Company executed the Master Restructuring Agreement (MRA)/ other definitive documents on March 29,2014 with the lender banks (except in case of 4nos lender banks/others), consequent to the approval from Corporate Restructuring Empowered Group (CDREG) to restructure Company's existing debt obligations, including interest, additional funding and other terms (hereafter referred to as "the CDR Scheme")

The salient features of the CDR scheme are as under:

Under the CDR scheme, the Company has been entitled to reliefs and concessions granted by the lender banks, with effect from July1, 2013 ("the cut off date"). Also as a part of the CDR scheme, the promoters were required to contribute funds in accordance with the letter of approval ("LOA"). As a consequence, the Company received contribution from its promoters on various dates. The same has been treated as interest free unsecured loan not repayable during the tenure of the implementation package and convertible into equity/preference shares at the option of the Company.

Considering MRA have been signed by all the lender banks (except 4nos lender banks as explained above) and Company has complied with all the necessary conditions precedent, the monitoring institution in the joint lender meeting held on March 29, 2014, declared the CDR package as implemented, as per RBI guidelines. Accordingly, the Company accounted for CDR scheme (reclassification and interest calculations) in the books for the year ended March 31, 2014 and the status of which as on the balance sheet date is as follows :

1 (a) A certain portion of the Existing Working Capital Facility (Fund Based and Non Fund Based), cumulating to Rs.

1,51,941 lakhs has been converted into a Working Capital Term Loan (WCTL).The Company has been entitled to fund based working capital limits of ` 1,58,973 lakhs.

(b) The term loan, ECB and NCD debt of the Company, as on the cut off date (i.e. July 1, 2013), and fund based working capital have been restructured. The repayment schedule, rate of interest and security terms have been given below

2. The aggregate amount of interest on (a) the restructured TL, the restructured WCTL,the restructured ECB and the restructured NCD for a period of two years from the cut off date; and (b) on the working capital limits for a period of one year from the Cut off date shall be converted into FITL.The repayment schedule, rate of interest and security terms have been given below
3. For other features along with compliance status refer note no 40 (b)

Long Term Borrowings

Security Terms

The above loans are secured vide a first charge by way of mortgage of the Company's immovable properties and hypothecation of movable fixed assets (both present and future) of the Company except exclusively charged assets. These are further secured by way of a second charge on hypothecation and/or pledge of current assets (both present and future) of the Company including all receivables, finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivables.

As per the CDR Scheme, these loans were required to be further secured by and their actual status is as :

(i) Personal Guarantee of Mr. Hem Singh Bharana, CMD in favour of the Security trustee acting for the benefit of all the CDR lenders.

(ii) First charge by way of mortgage on properties held by third parties.

(iii) For other terms along with compliance status refer note no 40 (b)

Repayment Pattern

	up to 2016-17	2017-18	2018-19	2019-20 & Beyond
Term Loans (TL)	15%	9%	16%	60%
External Commercial Borrowing (ECB)	15%	9%	16%	60%
Non-Convertible Debentures (NCD)	15%	9%	16%	60%
Working Capital Term Loan (WCTL)	15%	9%	16%	60%
Funded Interest Term Loan From Banks (FITL)	15%	9%	16%	60%
Priority Term Loan (PTL)	23.50%	16%	16%	44.50%

Interest Terms (rate of interest p.a.)

	01-07-2013 to 31-03-2016	01-04-2016 to 31-03-2018	01-04-2018 to 31-03-2023
Term Loans (TL)	10.50%	11.00%	11.50%
External Commercial Borrowing (ECB)	10.50%	11.00%	11.50%
Working Capital Term Loan (WCTL)	10.50%	11.00%	11.50%
Funded Interest Term Loan From Banks (FITL)	10.50%	11.00%	11.50%
Priority Term Loan (PTL)	12.00%	12.00%	12.00%

Equipment Finances are secured by way of hypothecation of respective assets.

The principal repayment pattern of these loans is produced hereunder

2016-17	2017-18	2018-19	2019-20 & Beyond
100%	-	-	-

Other loans and advances are secured against pledge of keyman insurance policies of the promoters

Inter Corporate Deposits (Promoters' Contribution) carry no interest and are not repayable during the currency of

CDR package. These loans are convertible into fully paid up Equity Shares/ Preference Shares at the option of the Company at a price determined in accordance with the applicable laws on the date of conversion.

During the previous financial year, the Company had 17,972,616 Zero Coupon Compulsory Convertible Debentures (ZCCDs) by conversion of unsecured loan received as promoter contribution pursuant of CDR scheme.

b) **Short -term borrowings**

Security Terms

Short term borrowings from banks are secured by first charge by way of hypothecation and/or pledge of current assets (both present and future) of the Company including all receivables, finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivables. These are further secured by way of second charge on mortgage of the Company's immovable properties and hypothecation of movable fixed assets (both present and future) of the Company except exclusively charged assets

As per the CDR Scheme, these loans were required to be further secured by and their actual status is as :

(i) Personal Guarantee of Mr. Hem Singh Bharana, CMD in favour of the Security trustee acting for the benefit of all the CDR lenders.

(ii) First charge by way of mortgage on properties held by third parties.

(iii) For other terms along with compliance status refer note no 40 (b)

Interest Terms

Rate of interest on fund based working capital limit shall be 10.50% p.a. from the cut off date. Interest rate shall be linked with base rate of respective lenders with effective interest rate of 10.50%, but shall not be below the base rate.

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
5. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred tax liabilities		
Timing difference in depreciable assets	15,362.71	17,322.06
(b) Deferred tax assets		
Provision for Retirement Benefits	237.43	270.08
Others*	15,125.28	17,051.98
Net Deferred Liabilities (a-b)	**0.00**	**0.00**
* The Company has provided Deferred Tax Assets to the extent of Deferred Tax Liabilities as there is no certainty for the reversal of deferred tax assets in the future.		
6. PROVISIONS		
A. Long term		
Provision for Employee Benefits		
Gratuity	526.17	605.84
Leave Encashment	192.22	222.36
	718.39	**828.20**
B. Short term		
Provision for Employee Benefits		
Gratuity	21.77	17.68
Leave Encashment	28.22	28.16
	49.99	**45.84**
Total Provisions A+B	**768.39**	**874.04**

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
7. TRADE PAYABLES		
Dues of Micro Enterprises and small enterprises *	-	-
Dues of others	51,362.94	47,983.51
	51,362.94	**47,983.51**
*There are no outstanding balances of the parties based on the to the extent information received from the vendors		
Dues to Micro, Small & Medium Enterprises		
Micro, small & Medium enterprises under the Micro, small and Medium enterprises Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below		
- Principal Amounts due to suppliers under MSMED Act, 2006	-	-
- Interest accrued, due to suppliers under MSMED Act on the above amount and unpaid	-	-
- Payment made to suppliers (other than interest) beyond the appointed day/due date during the year	-	-
- Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
- Interest paid to suppliers under MSMED Act (Section 16)	-	-
- Interest due and payable towards suppliers under MSMED Act for payments already made	-	-
- Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	-	-
- Amount of further interest remaining due and payable in succeeding year	-	-
8. OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Debts	78,856.43	29,868.40
Unclaimed Dividends	9.51	12.03
Advances from Customers	57,907.55	69,064.48
Bank Reconciliation Overdraft	581.78	108.53
Payable to related parties	75.79	75.79
Interest accrued and due	46,320.31	7,497.50
Other Payables *	16,525.66	16,663.85
	200,277.03	**123,290.59**

*Includes Statutory Dues i.e. Service Tax, VAT (net #), TDS etc. and other dues.

9. TANGIBLE ASSETS

(` in Lacs)

S. No.	Particulars	GROSS BLOCK				DEPRECIATION BLOCK					NET BLOCK	
		Cost as at 1st April, 2015	Additions during the year	Sold/ Adjustment during the year	Total as at 31st March, 2016	Upto 1st April, 2015	For the year	Adjustments	Upto 31st March, 2016	Depreciation Reserve as per Revised Schedule II	Written down value as at 31st March, 2016	Written down value as at 31st March, 2015
1	Land	336.70	-	-	336.70	-	-	-	-	-	336.70	336.70
2	Leasehold Land	16.40	-	-	16.40	-	-	-	-	-	16.40	16.40
3	Factory Building	2.73	-	-	2.73	0.60	0.08	-	0.68	-	2.05	2.14
4	Plant & Machinery	243,241.38	541.66	333.59	243,449.45	98,057.06	19,400.42	127.13	117,330.36	-	126,119.09	145,184.31
5	Tractor/ Trucks	228.86	-	-	228.86	189.25	13.84	-	203.09	-	25.77	39.61
6	Furniture & Fixture	478.70	2.06	-	480.76	253.49	39.12	-	292.62	-	188.14	225.21
7	Office Equipments	431.65	5.13	-	436.78	353.14	45.04	-	398.17	-	38.61	78.51
8	Vehicles	998.56	-	5.26	993.30	513.22	118.71	2.40	629.52	-	363.78	485.34
9	Data Processing Machines	695.49	3.31	-	698.80	691.77	3.62	-	695.39	-	3.41	3.71
	Total	246,430.47	552.16	338.85	246,643.78	100,058.53	19,620.83	129.53	119,549.83	-	127,093.96	146,371.94
	Previous Year	252,665.77	477.06	6,712.37	246,430.47	69,644.92	19,793.72	2,565.69	86,872.96	13,185.58	146,371.94	183,020.85

The assets sold during the year are those assets which were exclusively charged to the respective lenders which were not covered under the CDR scheme excluding vehicles.

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
10. Non Current Investments		
A. Trade investments		
(fully paid up unless otherwise stated)		
(a) *Investments in Equity Instruments (Unquoted)*		
(i) Subsidiaries		
Victor Buildwell Pvt. Ltd.	-	1.00
(*Nil* (PY 10,000 shares)) Face Value ` 10 each		
Era T & D Ltd.	1,654.98	1,654.98
(1,44,19,000 shares (PY 1,44,19,000 shares))		
Face Value ` 10 each		
Era Infrastructure (India) Ltd.	110,496.48	108,740.78
(12,00,03,952 shares PY (11,77,53,062 shares))		
Face Value ` 10 each		
Haridwar Highways Project Limited	3.70	3.70
(37,000 shares (PY 37,000 shares)) Face Value ` 10 each		
Dehradun Highways Project Limited	3.70	3.70
(37,000 shares (PY 37,000 shares)) Face Value ` 10 each		
Bareilly Highways Project Limited	3.70	3.70
(37,000 shares (PY 37,000 shares)) Face Value ` 10 each		
Paulo Realtech Private Limited	66.50	66.50
(6,65,000 shares (PY 6,65,000 shares)) Face Value ` 10 each		
Yarikh Realtors Private Limited	188.90	188.90
(18,89,000 shares (PY 18,89,000 shares)) Face Value ` 10 each		
Bragi Developers Private Limited	9.00	9.00
(90,000 shares (PY 90,000 shares)) Face Value ` 10 each		
Zedek Realtors Private Limited	76.00	76.00
(7,60,000 shares (PY 7,60,000 shares)) Face Value ` 10 each		
Era Khandwa Power Limited	5.00	5.00
(50,000 shares (PY 50,000 shares)) Face Value ` 10 each		
Boconero Ltd. (Cyprus)	0.70	0.70
(1,000 shares (PY 1,000 shares))		
Golden Annum Holdings Limited (Dubai)	4.99	4.99
(3,000 shares (PY 3,000 shares) Face Value 1 Euro		
Rampur Highway Project Limited	3.70	3.70
(37,000 shares (PY 37,000 shares)) Face Value ` 10 each		
Era & Partners Co LLC.	110.67	110.67
(150,000 partly paid up shares (PY 150,000 partly paid up shares)) Face Value 100 AED	112,628.02	110,873.32
Less: Provision for diminution in the value of investments		
Boconero Ltd. (Cyprus)	0.70	0.70
Net Investments in Subsidiaries	112,627.32	110,872.62
(ii) Associates		
West Haryana Highways Projects Pvt.Ltd.	2.45	2.45
(24,500 shares (PY 24,500 shares)) Face Value ` 10 each		
Gwalior Bypass Project Ltd.	1.95	1.95
(19,500 shares (PY 19,500 shares) Face Value ` 10 each		

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Hyderabad Ring Road Project Private Limited (11,720 shares (PY 11,720 shares)) Face Value ` 10 each	1.17	1.17
SPA Group Era India Algeria (35,000 shares (PY 35,000 shares)) Face Value1000 Algerian Dinar	68.81	68.81
Era Energy Limited (15,000 shares (PY 15,000 shares)) Face Value ` 10 each	1.50	1.50
	75.88	75.88
Less: Provision for diminution in the value of investments		
SPA Group Era India Algeria	68.81	68.81
Net Investments in Associates	7.07	7.07
(b) *Investment in equity instruments (Quoted)*		
Apex Buildsys Ltd. (Formerly known as Era Buildsys Ltd) (141,31,870 shares (PY 141,31,870 shares)) Face Value ` 2 Each	1,758.00	1,758.00
Less: Provision for diminution in the value of investments	541.25	541.25
	1,216.75	1,216.75
(c) *Investment in preference instruments (Unquoted)*		
Bareilly Highways Project Limited Face Value ` 100 Each (732,200 shares (PY 26,000 shares))	3,661.00	3,661.00
	3,661.00	3,661.00
(d) *Share in joint ventures (including accumulated profits/losses)*		
Era Patel Advance Joint Venture	12.58	12.44
Era Patel Advance Kiran Joint Venture	60.35	56.11
Rani Era Joint Venture	4.97	4.93
Induni Era Joint Venture	29.24	29.24
KMB Era Joint Venture	142.59	142.19
Era Infra Joint Venture	27.04	27.06
Era Infra Buildsys Joint Venture	78.93	70.94
Metrostroy Era Joint Venture	36.20	36.29
Era Infra ARK Vidyut Joint Venture	8.87	3.53
Era Ranken Joint Venture	3.11	2.64
Transglobal Era Joint Venture	0.41	0.15
	404.28	385.52
(e) Other Investments		
- Canara Robeco Mutual Fund (Quoted)	4.00	4.00
- Axis Infrastructure Fund 1 (Unquoted)	516.98	516.98
Less: Provision for diminution in the value of investments	399.59	399.59
	121.39	121.39
Total trade investments (a+b+c+d+e)	**118,037.81**	**116,264.36**
The aggregate book value and market value of quoted investments and book value of unquoted investments are as follows:		
Aggregate book value of quoted investments	1,220.75	1,216.75
Aggregate market value of quoted investments	1,302.95	1,216.75
Aggregate book value of unquoted investments	116,412.78	114,662.09
Aggregate book value of Investment in Joint Ventures	404.28	385.53

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
11. LOANS AND ADVANCES		
(unsecured, considered good unless otherwise stated)		
A. Long term		
Capital Advances	17,033.35	18,477.05
Security Deposits	2,513.36	2,509.02
	19,546.71	**20,986.07**
B. Short term		
Loans and advances		
- To Subsidiary Companies (Loans)		
- Considered good	12.51	12.51
- Considered doubtful	13.43	13.43
- To Subsidiary Companies (Advances)	1,515.73	1,614.12
- Others	128,793.60	114,769.63
	130,335.27	**116,409.69**
Less: Provision for doubtful advances	13.43	13.43
	130,321.84	**116,396.26**
Total loans and advances (A+B)	**149,868.55**	**137,382.33**
12. INVENTORIES		
Raw Materials	37,764.62	59,054.08
Stores and Spares	1,867.54	2,267.69
Materials in Transit (Raw Materials)	-	17.91
Work-in-Progress	67,052.45	71,356.17
	106,684.61	**132,695.84**
13. TRADE RECEIVABLES		
Unsecured, Considered Good Unless Otherwise stated		
Outstanding for a period exceeding six months from the date on which they are due for payment		
- Considered Good	298,290.26	309,538.73
- Considered Doubtful	9,033.00	9,033.00
	307,323.26	300,505.73
Less Provision for Doubtful Debts	9,033.00	9,033.00
	298,290.26	291,472.73
Others	46,779.11	59,565.12
	345,069.37	**351,037.85**

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
14. CASH AND BANK BALANCES		
(a) Cash and cash equivalents		
Cash on Hand	474.03	796.87
Foreign Currency in Hand	3.65	2.85
Balance with banks current accounts	1,223.10	2,447.58
(b) Other Bank Balances		
Balance with banks current accounts*	11.44	21.25
Fixed Deposit Accounts **	7,179.76	7,944.84
Unclaimed Dividend Account***	9.51	12.03
Total Cash and Bank Balances	**8,901.49**	**11,225.43**

* Amount earmarked for specific projects.

** Includes FDR's pledged with banks / government authorities for BG/LC and Sales Tax

***Year wise break up of unclaimed dividend yet not due for deposit in Investor Education and Protection Fund is as under

Dividend Declared for Financial Year	31st March, 2016	31st March, 2015
2007-08	-	2.52
2008-09	2.65	2.65
2009-10	2.08	2.08
2010-11	2.58	2.58
2011-12	2.20	2.20
	9.51	**12.03**

15. OTHER CURRENT ASSETS		
MAT Credit Entitlement	744.19	744.19
Interest Receivable	497.57	560.59
	1,241.76	**1,304.77**

(` in Lacs)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
16. REVENUE FROM OPERATIONS		
(i) Contract Revenues	103,868.18	161,811.48
(ii) Equipment Hiring & Management	877.27	978.92
(iii) Wind Energy	-	534.22
(iv) Trading Sales		
— Construction Materials	16,356.46	6,466.33
	121,101.91	**169,790.95**

(` in Lacs)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Bifurcation of Contract Revenues are as under:		
Roads Projects	44,063.80	64,353.93
Building Projects	30,857.65	31,141.13
Power Plant Projects	12,203.56	46,904.21
Metro Projects	11,576.36	10,379.34
Other Projects	5,166.81	9,032.85
	103,868.18	**161,811.48**
17. OTHER INCOMES		
Interest Income		
- Banks	649.68	698.85
- Other Interest	5.25	-
Profit on sale of Fixed Assets	-	2,965.24
Income From Joint Ventures	20.15	8.31
Miscellaneous Income	219.96	487.22
	895.04	**4,159.62**
18. DIRECT CONTRACT EXPENSES		
Raw Materials Consumed	89,281.22	52,056.14
Direct Project Expenses	32,620.65	62,710.46
(Increase)/Decrease in Stock of Work-in-Progress (WIP)	4,303.72	12,444.81
Service Tax	1,264.65	1,773.55
Works Contract Tax	850.05	3,325.08
	128,320.28	**132,310.04**
(Increase)/Decrease in Stock of Work-in-Progress (WIP)		
Opening WIP	71,356.17	83,797.98
Closing WIP	(67,052.45)	(71,356.17)
	4,303.72	**12,441.81**
19. PURCHASE OF TRADED GOODS		
Construction Materials	15,769.37	6,244.00
	15,769.37	**6,244.00**
20. EMPLOYEE BENEFIT EXPENSES		
Salaries, Bonus & Allowances	8,095.78	9,127.58
Directors' Remuneration (Refer Note No 34)	185.16	321.12
Contribution to Provident & Other Funds	559.58	421.47
Staff Welfare	157.47	149.19
	8,997.99	**10,019.35**
21. FINANCE COSTS		
Interest	73,971.32	63,976.66
Bank Charges & Commission	1,022.90	1,838.54
	74,994.22	**65,815.20**

(` in Lacs)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
22. Other Expenses		
Printing & Stationery	99.80	107.48
Rent	41.76	44.34
Travelling & Conveyance	526.62	522.95
Postage, Telegram & Telephones	143.41	153.81
Tender Fee	23.44	29.54
Legal & Professional Charges	125.87	278.53
Advertisement & Publicity	1.90	2.43
Business Promotion Expenses	34.67	36.12
Vehicle Maintenance	71.90	74.25
Insurance Premium	372.81	465.68
Rates and Taxes	78.02	196.93
Festival Expenses	20.49	58.92
Repair & Maintenance		
- Machinery	730.66	612.19
- Others	57.27	66.13
Electricity & Water	130.98	140.22
Auditors' Remuneration *	36.00	20.00
Charity & Donation	5.25	2.01
Loss on Sale of Fixed Assets	58.93	-
Miscellaneous Expenses	2,898.86	1,761.49
Provision for diminution in the value of investments	-	805.18
	5,458.64	**5,378.19**
*** Auditors remuneration**		
Audit fee	15.00	15.00
Certification/ others	21.00	5.00
	36.00	**20.00**

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
23. Contingent Liabilities and commitments		
A. Contingent liabilities		
(a) In respect of claims against the company not acknowledged as debts*		
Sales tax and entry tax matters.	6,207.05	523.16
Royalty matters	148.44	205.82
Service tax matters	6,629.54	6,319.68
Custom/Excise duty matters	656.99	633.27
Labour Welfare Cess	85.61	85.61
Income tax matters	9,724.73	3,576.30
Other legal cases #	18,771.86	12,002.10
	42,224.22	**23,345.94**

* Appropriate representations have been filed in respect of these matters with the authorities concerned. In view of the various court cases, litigations and claims disputed by the Company, the outflow of resources is not ascertainable at this stage.

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
# Other Legal Cases include winding up petitions pending against the Company where the amount involved and time of finalisation is not ascertainable.		
The Company is also contesting many cases under Section 138 of the Negotiable Instruments Act, 1881. The liability already exists in the books of accounts, and penalty and interest, if any, will be ascertained at the time of finality.		
(b) Towards banks		
- Corporate guarantees given in favour of banks for loans taken by Subsidiary/ associate companies.	136,665.00	136,665.00
- In respect of guarantees, letters of credit and others (net of margin)	54,952.28	56,667.81
(c) In respect of uncalled capital of subsidiary company	114.19	114.19
(d) In respect of recompense amount of CDR lenders	40,551.16	25,267.94
Total Contingent Liabilities (a+b+c)	**274,506.86**	**242060.89**
B. Commitments		
Estimated amount of contracts remaining to be executed on capital account (net of advances)	1,180.24	1,316.78

24. In the opinion of the Board of Directors, all the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and all the known liabilities have been provided for. However, since the EPC business practices are on cumulative running account basis and not on individual invoice basis and dues can be final only on final execution/completion of the project. So it is not possible to freeze the dues in some of the cases under Non recoverable dues which should include probable write offs or provision in their accounts until the final execution/completion of the project.

25. Up to the previous financial year, the Company recognised Material & resources supplied by client as both cost of construction and as revenue at market price, This accounting policy has been discontinued from the 1st quarter for the improvement in the presentation based on the correct appreciation of the facts, the Company is now of the opinion that these materials and other resources were received by the entity as an agent rather than as a principal. This change in accounting policy has no impact on the profitability of the Company. However, both the cost of construction and revenue from operations are lower by a similar amount.

26. Up to the previous financial year, Price escalation claims and additional claims including those under arbitration were recognised as revenue when they were reasonably ascertained but from the current financial year company has recognised the claims and non schedule items only when negotiations have advanced to a stage of reasonable certainty and amount can be measured reliably & has been accepted.

27. Disclosures required by Regulation 34 (3) & 53 (f) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(` in Lacs)

	As at 31st March, 2016		As at 31st March, 2015	
	Closing Balance	Maximum Balance	Closing Balance	Maximum Balance
A. Particulars of advances in the nature of loans				
1. *To subsidiaries*				
- Golden Annum Holding Limited	12.51	-	12.51	-
- Boconero Limited	13.43	-	13.43	-
Total (1.)	25.93	-	25.94	-
2. *To associates*	-	-	-	-
3. *To firms/companies in which Directors are interested*	-	-	-	-
4. *Where there is no repayment schedule or repayment schedule is beyond seven years*	-	-	-	-
B. *Investments in shares of the company or any of its subsidiaries by any of the loanees as stated above*	-	-	-	-

28. Segment reporting

A. Business segments

The Company regards Business Segments as primary segments. Business Segments have been in line with AS-17.Following are the business segments in which the Company operates.

- Contracts
- Wind Energy
- Equipment Hiring and Management
- Trading

As on 31st March, 2016 (` in Lacs)

Sr. No.		Total	Contracts	Wind Energy	Equipment Hiring and Management	Trading
(i)	*Segment revenue*					
	External revenue	121,101.91	103,868.18	-	877.27	16,356.46
	Inter-segment revenue	5,195.73		-	5,195.73	
	Total	126,297.64	103,868.18	-	6,073.00	16,356.46
(ii)	*Segment results (Profit/ loss)*					
	Operating profit	(58,082.85)	(57,614.06)	-	(1,055.89)	587.09
	Unallocable corporate expenses	-				
	Unallocable corporate income	240.11				
	Interest expenses	73,971.32				
	Interest income	649.68				
	Exceptional items	-				
	Income tax expenses	-				
	Net profit	(131,164.39)	(57,614.06)	-	(1,055.89)	587.09
(iii)	*Other information*					
	Segment assets	738,859.73	628,007.73	-	110,852.00	-
	Unallocable assets	118,037.81	-	-	-	-
	Total assets	856,897.55	628,007.73	-	110,852.00	-
	Segment liabilities	903,268.26	849,850.72	-	53,417.54	-
	Capital expenditure	552.16	552.16	-	-	-
	Depreciation	19,620.83	13,076.43	-	6,544.40	-
	Other non-cash expenses	-	-	-	-	-

As on 31st March, 2015 (` in Lacs)

Sr. No.		Total	Contracts	Wind Energy	Equipment Hiring and Management	Trading
(i)	*Segment revenue*					
	External revenue	169,790.95	161,811.48	534.22	978.92	6,466.33
	Inter-segment revenue	6,240.73		-	6,240.73	
	Total	176,031.69	161,811.48	534.22	7,219.65	6,466.33
(ii)	*Segment results (Profit/ loss)*					
	Operating profit	(3,426.94)	(1,991.44)	226.35	(1,884.18)	222.33
	Unallocable corporate expenses	805.18				
	Unallocable corporate income	3,460.77				
	Interest expenses	63,976.66				
	Interest income	698.85				
	Exceptional Items	1,560.77				
	Income tax expenses	79.45				
	Net profit	(65,689.39)	(1,991.44)	226.35	(1,884.18)	222.33
(iii)	*Other information*					
	Segment assets	780,022.14	663,801.14	-	116,221.00	-
	Unallocable assets	116,264.35	-	-	-	-
	Total assets	896,286.50	663,801.14	-	116,221.00	-
	Segment liabilities	811,496.97	752,210.43	-	59,286.54	-
	Capital expenditure	477.06	477.06	-	-	-
	Depreciation	19,793.72	12,153.37	-	7,640.35	-
	Other non-cash expenses	-	-	-	-	-

B. Geographical segments

There are no geographical segments since the company operates only in India

29. RETIREMENT BENEFITS

(` in Lacs)

		As at 31st March, 2016		As at 31st March, 2015	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
A)	**Expenses recognized In the statement of profit & loss**				
	Current service cost	81.63	36.69	86.88	58.47
	Interest cost	48.74	19.58	46.28	17.88
	Expected return on plan assets	-	-	-	-
	Actuarial (Gain)/ Loss recognized in the I.V.P.	(205.95)	(86.35)	31.81	(24.47)
	Expenses recognized In the statement of profit & loss	(75.58)	(30.08)	164.97	51.87
B)	**Amount to be recognized in the balance sheet**				
	Present value of obligation at the end of I.V.P.	547.94	220.44	623.52	250.52
	Fair value of Plan Assets at the end of I.V.P.	-	-	-	-
	Funded status	(547.94)	(220.44)	(623.52)	(250.52)
	Unrecognized actuarial (gain)/ loss at the end of I.V.P.	-	-	-	-
	Net Asset/Liability recognized in the Balance Sheet	(547.94)	(220.44)	(623.52)	(250.52)

(` in Lacs)

		As at 31st March, 2016		As at 31st March, 2015	
		Gratuity	Leave Encashment	Gratuity	Leave Encashment
C)	**Changes in the present value of obligations**				
	Present value of obligation at the beginning of I.V.P.	623.52	220.44	514.18	198.65
	Interest cost	48.74	19.58	46.28	17.88
	Current service cost	81.63	36.69	86.88	58.47
	Benefits paid	-	-	(55.62)	-
	Actuarial (gain)/ loss on obligation	(205.95)	(86.35)	31.81	(24.47)
	Present value of obligation at the end of I.V.P.	547.94	190.36	623.52	250.52
D)	**Actuarial (Gain)/ Loss recognized**				
	Actuarial (gain)/ loss on obligation	(205.95)	(86.35)	31.81	(24.47)
	Actuarial (gain)/ loss on plan assets	-	-		
	Total (gain)/ loss for the I.V.P.	(205.95)	(86.35)	31.81	(24.47)
	Actuarial (Gain)/ Loss recognized in the I.V.P.	(205.95)	(86.35)	31.81	(24.47)
	Unrecognized actuarial (gain)/ loss at the end of I.V.P.	-	-	-	-
E)	**Actuarial assumptions**				
	Mortality rate	(% of IALM 06-08)	(% of IALM 06-08)	(% of IALM 06-08)	(% of IALM 06-08)
	Withdrawal Rate				
	Up to 30 Years	*5.00%*	*5.00%*	*5.00%*	*5.00%*
	31-44 Years	*3.00%*	*3.00%*	*3.00%*	*3.00%*
	Above 44 Years	*1.00%*	*1.00%*	*1.00%*	*1.00%*
	Imputed rate of interest (P.A.)	7.90%	7.90%	7.80%	7.80%
	Salary rise (P.A.)	7.80%	7.80%	7.80%	7.80%
	Return on plan assets	N.A.	N.A.	N.A.	N.A.

Defined Benefit Plans *(Rs in lakhs)*

	As at 31st March, 2016	As at 31st March, 2015
Employees' Provident Fund	493.91	394.09

30. Earning per share (EPS)

(` in Lacs)

Particulars		As at 31st March, 2016	As at 31st March, 2015
The following data has been used for the computation of Earning per share (Basic and Diluted)			
i.	Net profit attributable to equity shareholders (` in lakhs)	(131,164.39)	(65,689.39)
ii.	Weighted average number of equity shares outstanding during the year	331,599,440	190,854,981
iii	Basic and Diluted EPS (i/ii) (In Rs.)	**(39.56)**	**(34.42)**

31. Disclosure in accordance with accounting standard - 7 (Revised) (` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
- Contract revenue	103,868.18	161,811.48
- Contract cost incurred	161,482.24	163,802.92
- Recognized profits.	(57,614.06)	(1,991.44)
- Amount due from customers for contract work	343,454.19	349,681.37
- Amount due to customers for contract work	57,907.55	69,064.48

32. Related party disclosures

Related parties where control exists

(i) *Direct subsidiary companies*

Era Infrastructure (I) Limited, Era T& D Limited, Golden Annum Holdings Limited,Bragi Developers Private Limited, Zedek Realtors Private Limited, Paulo Realtech Private Limited, Yarikh Realtors Private Limited, Dehradun Highways Project Limited, Haridwar Highways Project Limited, Bareilly Highways Project Limited, Era Khandwa Power Limited, Rampur Highways Project Limited & Era & Partners Co. LLC

(ii) *Step subsidiary companies*

ARK transmission & Distribution Limited and ARK Vidhyut Urja Limited

(iii) *Joint ventures and associates*

Era -Patel –Advance- Kiran Joint Venture, Era -Patel –Advance Joint Venture, Induni - Era - Joint Venture, KMB – ERA Joint Venture, Rani – Era Joint Venture, Era Infra – Buildsys Joint Venture, Gwalior Bypass Project Limited, Hyderabad Ring Road Project Pvt. Ltd., West Haryana Highways Projects Pvt. Ltd., Era Energy Limited, Apex Buildsys Limited, Adel Landmarks Ltd (w.e.f. 10.03.2015), Metrostroy ERA-JV , ERA Infra Ark Vidhyut Urja JV, Era Infra Star Delta JV, Trans Global Era Infra JV, Era -Rankin JV, Desert Moon Realtors Private Limited & Nuray Realtors Private Limited

(iv) *Individuals owning directly or indirectly, an interest in the voting power of the company and their relatives*

Mr. H.S. Bharana (CMD), H.S. Bharana HUF (Karta is CMD), Mrs. Rekha Bharana (Wife of CMD), Ms. Rashmi Bharana (D/o CMD), Mr. Vaibhav Bharana (S/o CMD) & Mr. Dheeraj Singh (Brother of CMD).

(v) *Key management personnel and their relatives*

Mr. H.S. Bharana (CMD), Mrs. Rekha Bharana (Wife of CMD), Ms. Rashmi Bharana (D/o CMD), Mr. Vaibhav Bharana (S/o CMD), Mr. Dheeraj Singh (Brother of CMD) and Mr T.D. Arora (Whole Time Director).

(vi) *Enterprises over which key management personnel/ Individuals owning directly or indirectly, an interest in the voting power of the company and their relatives have significant influence*

HI-Point Investment & Finance Private Limited, Era Housing & Developers (India) Limited, Atop Infrastructure & Infotech Private Limited, Era Agritech (India) Private Limited, Goglet Infotech Private Limited, Xema Infrastructure Private Limited, Xebec Hospitality Private Limited, Angraj Trading Private Limited, Era Mines & Minerals Private Limited, Hermitage Infrastructure Private Limited, Era Advance Developers Pvt Ltd, WTD Era India Ltd and Voice Builders Private Limited

Related party transactions (as at 31st March, 2016) Amount (` Lacs)

Particulars	Subsidiaries	Joint Ventures & Associates	Individual Owing Significant Shareholding	Other Key Management Personnel & Enterprises	Total
- Unsecured Loans Received as per the terms of the CDR				4,207.50	**4,207.50**
- Investments	1,755.69				**1,755.69**
- Bill Raised	38,229.68	14,102.63			**52332.31**
- J.V.Income		20.15			**20.15**
- Materials Supplied	197.12	6,621.34			**6,818.46**
- Purchase of Materials	462.60	316.84			**779.44**
- Contract Expenses Paid		1,539.73			**1,539.73**
- Reimbursement of Expenses Received /(Paid)	51.48				**51.48**
- Salary paid			83.35	96.90	**180.25**
- Due from (as at year-end)	**27,731.68**	**91,355.52**			**119087.14**
- Due to (as at year-end)	**11,928.36**	**25,208.03**	**130.03**	**40.47**	**37306.88**
Corporate Guarantees Given		**136,665.00**			
Performance Bank Guarantees Given	**11,390.00**				
Corporate Guarantees Given on behalf of the Company *	**2741338**				

* To the Extent of Value of the property

Related party transactions (as at 31st March, 2015) Amount (` Lacs)

Particulars	Subsidiaries	Joint Ventures & Associates	Individual Owing Significant Shareholding	Other Key Management Personnel & Enterprises	Total
- Loans & Advances given	1,218.76	1,242.99	**-**	**-**	**2,461.75**
- Conversion of unsecured loans into ZCCD/Investment		17,972.62			**17,972.62**
- Advances Received	4,682.74	-	-	-	**4,682.74**
- Unsecured Loans Received as per the terms of the CDR	-	3,497.50	-	4,976.25	**8,473.75**
- Investments	11,870.85	-	-	-	**11,870.85**
- Bill Raised	63,217.86	14,277.83	-	-	**77495.69**
- J.V. Income	-	8.31	-	-	**8.31**
- Rent, Secretarial & other charges recovered	-	(2.11)	-	-	**(2.11)**
- Materials Supplied	349.82	9,693.14	-	-	**10042.96**
- Purchase of Materials	198.39	321.41	-	-	**519.80**
- Contract Expenses Paid	315.03	7,773.24	-	-	**8,088.27**
- Reimbursement of Expenses Received /(Paid)	(71.35)	-	-	-	**(71.35)**
- Salary paid	-	-	215.88	97.89	**313.77**
- Due from (as at year-end)	**29,366.63**	**105,166.84**	**-**	**-**	**134,533.47**
- Due to (as at year-end)	**11,179.69**	**8,729.48**	**236.80**	**5,017.43**	**25,163.40**
Corporate Guarantees Given		**136,665.00**			
Performance Bank Guarantees Given	**11,390.00**				
Corporate Guarantees Given on behalf of the Company *	**2,741,338**				

* To the Extent of Value of the property

33. Trade Receivables, Other Short Term Loans and Advances and Capital Advances

a. Trade Receivables

Trade receivables amounting to ` 1,43,145.61 lakhs are outstanding from the period prior to 01-04-2014. The Company has filed arbitration claims in some of the cases and in others the reconciliation ,confirmation process and continuous updating of the documentation is under progress . So the Company is of the opinion that the above amount is recoverable, so the balance considered as good.

b. Other Short Term Loans and Advances

An amount of ` 89,525.37 lakhs is outstanding from the period prior to 01-04-2014, the confirmation and reconciliation process in respect of such amounts is in process and the actual recoverable amount can be ascertained at the time of completion of process due to which the management has not made any provision. There are no cases where confirmation and reconciliation process has completed.

c. Capital Advances

Capital Advances are outstanding for more than 2-3 years and the management has initiated the process of recovery so the amount is considered as good.

34. Managerial Remuneration

Statement of Profit & Loss includes remuneration of Chairman & Managing Director and Whole Time Director as under

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Salary	180.36	313.92
Sitting Fees	4.80	7.20

(i) The above figure does not include Provision towards Gratuity Fund as separate figures are clubbed in overall expenses and not segregable.

(ii) Computation of net profit in accordance with Section 197 of the Companies Act, 2013 has not been enumerated , as no commission is payable and remuneration has been paid as per provisions of Schedule V of the Companies Act, 2013. However, remuneration paid to chairman & managing director is in excess of the limits specified in Schedule V of the Companies Act 2013 by ` 14.63 lakhs (Previous Year ` 113 lakhs). The company has made an application seeking approval from Central Government for correction of typographical error and the Company is hopeful to get corrected approval.

35. Other disclosures

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
A. Value of imports on CIF basis		
Materials	396.03	820.43
Spare parts	306.06	-
Capital goods	200.60	-
	902.69	**-**
B. Expenditure in foreign currency*		
Fee for Technical Services	29.81	62.09
	29.81	**62.09**
C. Income in foreign currency	Nil	Nil

* In addition to the above, the company has made investments or provided loans to foreign subsidiaries of ` 142.30 lakhs (PY ` 142.30 lakhs)

36. The Company has incurred losses for the past serval years including the current year due to which the entire net worth of the Company has eroded. However the Company is of the opinion that this does not affect the Company as a "Going Concern". This is because the Company is aggressively pursuing its clients for the recovery of substantial amounts incurred by it for extra work/non-scheduled items/idling of resources and in some cases has initiated legal process and invoked arbitration / filed writs. Also, Company has internally focused on the real picture and has decided to develop and enhance in the Road sector. With the existing business and the market scenario as per the MORTH published data and the credentials gained by the Company after completing 3 Major Roads, the Company is very much eligible to gather and execute such huge opportunity available in the market today in the form of BOT/hybrid/EPC road projects. All these factors combined would result in a substantial improvement in the cash flows of the Company ultimately resulting in improved profitability in the near future.

37. Bank Guarantees issued by the Company in favour of various parties for ` 17,555.20 lakhs (including performance bank guarantees) have been encashed by the bank during the year. Also, the Bank Guarantees amounting to ` 6,985.29 lakhs (PY Rs 5090.41 lakhs) (including performance bank guarantees) have been encahsed after the balance sheet date. The Company has filed suits in hon'ble court against respective authority for retention of projects and recovery of money. Hence the amount has been considered as recoverable.

38. The Company has not provided/paid interest on delay in deposit of applicable statutory dues due to existing financial constraints and also in some cases, the Company has filed requests for the waiver of interest. The exact quantum of interest is not determinable.

39. During the year, the stock exchanges have levied penalties of ` 33.22 lakhs for non-publishing/filing of results of two quarters on time. During that period, the requisite quorum and vacancy of auditors, the Company could not file the same. However the Company has filed application for the waiver of the abovementioned penalty and is expecting to get the same.

40 (a) The Company has defaulted in the repayment of dues (interest and principal) during the period. The details of continuing default of principal and interest are as follows :

(Rs in lakhs)

	1-63 Days	64-123 Days	124-184 Days	184-365 Days	365 Days & Above
Defaults in relation to principal					
Allahabad Bank	38.72	38.72	38.72	-	-
Andhra Bank	-	-	-	-	2,867.51
Axis Bank	-	-	-	-	5.08
Bank Of Baroda	69.59	69.59	69.59	-	-
Bank Of India	906.06	12,687.99	906.06	-	-
Bank Of Maharashtra	711.56	711.56	711.56	-	2,651.94
Canara Bank	637.75	637.75	637.75	2,275.70	-
Central Bank Of India	70.68	70.68	70.68	-	-
Corporation Bank	720.28	720.28	720.28	-	-
Dhanlaxmi Bank Limited	-	-	-	-	145.19
First Leasing Co.Of India Limited.	-	-	-	-	122.06
General Insurance Corporation Of India	60.00	60.00	60.00	-	-
Hdfc Bank Limited	-	-	-	-	6.95
Idbi Bank Limited	6,894.69	395.79	395.79	-	-
Indian Overseas Bank	1,008.39	1,008.39	1,008.39	981.35	-
Karnataka Bank	-	-	-	-	3,750.00
LIC Of India	120.40	120.40	120.40	-	203.07

(Rs in lakhs)

	1-63 Days	64-123 Days	124-184 Days	184-365 Days	365 Days & Above
Magma Fincorp Limited	-	-	-	-	140.50
Oriental Bank Of Commerce	176.77	176.77	176.77	2,178.14	-
Punjab & Sind Bank	-	-	-	-	3,000.00
Punjab National Bank	387.85	387.85	387.85	-	-
Religare Finvest Limited	-	-	-	-	14.99
Sicom Limited	-	-	-	-	4,999.56
State Bank Of Hyderabad	184.34	184.34	184.34	-	-
State Bank Of India	647.20	647.20	647.20	952.82	-
Syndicate Bank	214.73	214.73	214.73	-	-
Tata Capital Financial Services Limited	-	-	-	-	333.30
UCO Bank	1,535.55	1,535.55	1,535.55	-	-
Union Bank Of India	1,230.76	1,230.76	1,230.76	-	-
United Bank Of India	64.18	64.18	64.18	-	-
Vijaya Bank	316.88	316.88	316.88	-	-
Defaults in relation to interest					
Bank of India	1,491.25	662.99	649.83	425.77	-
Allahabad Bank	40.69	27.27	27.27	13.91	-
Bank of Baroda	39.27	60.70	59.42	100.91	332.12
Bank of Maharashtra	827.11	734.61	699.93	1,149.14	147.76
General Insurance Corporation of India	77.77	51.14	51.14	131.28	672.54
Canara Bank	464.61	464.08	478.26	1,122.83	99.62
Central Bank of India	89.87	59.09	59.09	151.70	633.95
Corporation Bank	1,175.53	663.01	632.69	739.73	-
Punjab National Bank	832.14	499.43	272.88	(0.00)	-
IDBI	417.80	246.79	-	-	-
Indian Overseas Bank	1,164.13	1,042.68	1,041.54	1,195.25	-
Karnataka Bank	87.47	88.81	85.85	248.74	872.44
Life Insurance Corporation	159.40	106.07	106.01	273.61	1,275.12
Orienal Bank of Commerce	99.33	97.56	0.02	-	-
Punjab & Sindh Bank	68.70	69.77	68.56	196.47	630.73
State Bank of India	788.91	678.36	704.18	882.97	-
Sicom	117.54	119.34	115.37	334.27	1,212.23
State Bank of Hyderabad	138.06	140.89	135.97	207.69	-
Syndicate Bank	161.17	162.84	156.47	228.22	-
UCO Bank	1,117.48	1,121.33	1,087.51	1,632.26	-
Union Bank of India	1,644.62	1,533.68	1,497.47	2,269.28	-
United Bank of India	46.66	30.68	30.68	31.52	
Vijaya Bank	213.66	214.24	203.12	605.79	-

In addition to the above, all the lenders/FI have declared the accounts of the Company as NPA as per prudential norms of the RBI Also, the acceptances total amounting to ` 16,005.61 lakhs were devolved during the year.

40 (b) Compliance Status of the CDR Scheme

(i) Residual charge over properties in the name of promoters of the Company which are being developed by Adel Landmarks Limited however, the charge has not been created.

(ii) Promoter/ Promoters group was required to pledge 100% of their shareholding to the CDR lenders within period of 18 months from the execution of MRA i.e. 29.03.2014. Till 31st March 2016, 73.089% of the shares have been pledged.

(iii) The Company was required to bring ` 15,000 lakhs in three tranches of ` 5,000 lakhs each starting from 30th September, 2015 then 31st December, 2015 and then 31st March, 2016 by acceleration of receivables and the same to be adjusted against FITL, but the same has not been complied by the company till 31.03.2016. In addition to this, as per the CDR scheme, the promoters should accelerate ` 50,000 Lakhs - ` 20,000 Lakhs by 31st March 2017, ` 15,000 Lakhs by 31st March, 2018 and ` 15,000 Lakhs by 31st March, 2018 by relaisation sale/proceeds under joint development agreement of real estate assets owned by the promoters.

(iv) The Company was sanctioned ` 12,005 lakhs as priority loan for meeting the liability towards pressing of creditors, statutory dues and employee dues. Out of ` 12,005 lakhs, ` 11,045.61 lakhs has been disbursed till 31.03.2016 and out of which ` 3,600.03 lakhs was adjusted by the bank itself towards the interest payable by the company and therefore only ` 7,445.58 lakhs was utilised for the purpose for which it was sanctioned.

(v) Residual charge over the properties owned and charged to the lenders of Era Infrastructure (India) Limited. However, as per Joint Lenders' Meeting dated 27-1-2015, all the member banks have unanimously concluded that the condition has been complied with as the captioned company does not own any immovable property.

41. Foreign currency exposures (Unhedged)

As per AS-11 company does not use forward exchange contracts, interest rate swaps, currency swaps, and currency options to hedge its exposure in foreign currency and interest rates:

	2015-16		2014-15	
	Currency (USD)	(Amount In Rs lakhs)	Currency (USD)	(Amount In Rs lakhs)
External Commercial Borrowings	64,424,706	29,994.67	72,091,706	31,438.08

42. in case of following projects the diminution in the value of the investments is temporary in nature and the loans and advances given are good and recoverable. Company has invested in Wholly Owned Subsidiary - Era Infrastructure (India) Ltd (EIIL), Three Associates - Hyderabad Ring Road Project Limited (HRRPL), Rampur Highway Project Limited and Gwalior Bypass Project Limited (GBPL). The amount of investment by the Company and loans and advances outstanding is set out as below :

	Era Infrastructure (India) Ltd.	Rampur Highway Project Ltd.	Gwalior Bypass Project Ltd.	Hyderabad Ring Road Project Pvt. Ltd.
Investment made by the Company (` lakhs)	110,496.48	3.70	1.95	1.17
Investment made by the Company through its subsidiary EIIL(` lakhs)	N.A.	-	10,224.52	9,430.63
Outstanding Loans and advances (` lakhs)	672.33	819.61	-	-
Outstanding Loans and advances (` lakhs) in the books of EIIL	-	17.17	(1,354.35)	(345.62)
Net Worth of the Company as on 31st March, 2015 (` lakhs)	93,833.41	5.00	3,848.19	(5,806.47)

All the above companies except EIIL are engaged in the business of building infrastructure on BOT(Build, Operate and Transfer) basis through specific SPVs for each projects. EIIL, on the other hand, is a master SPV which has invested along with the Company in these projects. These BOT projects take beyond 10 to 15 years to unlock its true potential. These businesses also generate captive construction contracts to the Company.

43. The company is developing a program for physical verification of work -in progress, of ` 670.52 Crores and the process of physical verification to be competed during the year ending 31.3.2016. On completion of physical verification & post reconciliation with the records, discrepancies will be written off. For raw material & other inventory management has completed the physical verification and is under process of reconciling the difference & the discrepancies will be written off on completion of such reconciliation

44. Balances of trade receivables, trade payables and other liabilities are under confirmation and/or reconciliation.

45. Previous year's figures have been regrouped and/ or arranged to confirm to those of current year's figures, wherever necessary.

Auditor's Report
As per our report of even date attached

For and on behalf of the board

For S.S. Kothari Mehta & Co.
Chartered Accountants
FRN 000756N

H.S. Bharana
(Chairman & Managing Director)

CA Neeraj Bansal
Partner
M. No : 095960

Gaurav Rajoriya
(Company Secretary)

Dilip Sinha
(Chief Financial Officer)

Place : Noida
Date : 30th May, 2016

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ERA INFRA ENGINEERING LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Statement of Consolidated Financial Results of **Era Infra Engineering Limited** (the "Holding Company") and its subsidiaries, Joint Venture and associated (the Holding Company and its subsidiaries Joint Venture and Associates together referred to as the "Group"), its jointly controlled entities and its share of the loss of its associate for the year ended 31 March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Management is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act")that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates, Jointly controlled entities and Joint Venture in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and ofits associatesare responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) ofthe Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

A. Basis of Qualified Opinion

In respect of undermentioned matter as were fully explained in Holding Company

1. *The financial statements are prepared by the Company on the going concern basis as fully elaborated in note no 36 of the financial statements of Holding Company and Based on the Standard of Auditing (SA) 570, 'Going Concern' issued by the Institute of Chartered Accountants read with section 143 of the Companies Act, 2013 the going concern of Company is impacted in view of certain major indicators mentioned therein and listed here in below from serial no. 2 onwards*
2. *As per note no 36 to the financial statements of Holding Company regarding the Company has been incurring losses over past several quarters/years including in the current quarter due to which the entire net worth of the Company has eroded. The accumulated losses of ` 154849.63 Lakh are more than the entire net-worth as on 31.03.2016;*
3. *As per note no 23 (A) (a) to the financial statements of Holding Company regarding the Company is contesting material litigations against it including winding up petitions and matters under section 138 of the Negotiable Instruments Act, 1881 as amended thereto.*

4. *As per note no 33 (a) to the financial statements of Holding Company regarding the total trade receivables of ` 3,45069.37 Lakh as on 31.03.2016 Rs. 143145.61Lakhare outstanding from the period prior to 01.04.2014;*
   a. *These are slow moving as partly received or non-moving as no movement due to delay in obtaining confirmation and subsequent reconciliation. In some cases invoices raised by the Company are yet to be recognised by these customers which includes joint ventures, associates and other related parties;*
   b. *The management is of the opinion that as the Company has*
      i. *filed arbitration in some cases, &*
      ii. *undertaken confirmation and reconciliation process along-with of its dues/claims in other than arbitration cases*
      iii. *been continuously updating the documentation, it is not appropriate to make any provision at this point of time which may dilute the recovery of these receivables. Provisions in the books of accounts will be made at the time of finalization of matters;*
5. *As per note no 33(b) to the financial statements of Holding Company regarding out of the total 'Other short term loans & advances' of ` 1,18646.84 Lakh (excluding claims for invocation of Bank Guarantee) as on 31.03.2016 more than ` 89525.37 Lakh are outstanding from the period prior to 01.04.2014. In the absence of any updated document regarding the terms & conditions and written confirmation, it cannot be ascertained whether the amounts will be recovered or goods & services will be received in future Management is of the view that ongoing confirmation and reconciliation process shall make provisions only on completion of process including as provided under the applicable laws;*
6. *As per note no 37 to the financial statements of Holding Company regarding a claim of ` 1755.20 Lakhpertains to invocation of Performance Bank Guarantee by the bank due to noncompliance of terms & conditions of the contract. The management has initiated the legal process for recovery of the amount encashed against above guarantee and retention of the project ;*
7. *As per note no 33(c) to the financial statements of Holding Company regarding a sum of ` 17033.35 Lakhunder Capital advances is outstanding since long. The management has initiated the process of recovery of the amount of loans & advances or receipt of goods & services there against;*
8. *As per note no 43 to the financial statements of Holding Company regarding development of program for physical verification of work -in progress, of ` 67052.45 Lakhrecognised in books. It intends to complete the physical verification during the year ending 31.3.2016. On completion of physical verification & post reconciliation with the records, discrepancies will be written off. For raw material & other inventory management has completed the physical verification, is under process of reconciling the difference and discrepancies will be written off on completion of such reconciliation*
9. *As per note no 42 to the financial statements of Holding Company regarding the Company has made investments in securities, non – current & current, of / through its subsidiaries, associates, Joint ventures & group companies. In case of two associates Gwalior bypass projects limited & Hyderabad Ring Road projects Pvt Limited, considering the accumulated losses in these and in others, the management is of view since these investee entities business is toll / annuity based which has a long gestation period, & also arbitration claims will be filed, the impairment, if any, is considered to be temporary in nature.*
10. *As per note no 38 to the financial statements of Holding Company regarding delay in deductions & deposit of statutory tax based on liabilities recognised in books, including VAT, service - tax, excise & customs duty, income tax, royalty, labour cess, entry tax, provident fund etc. & other similar dues, returns and forms. Provisions of interest on delay of these have not been recognised & exact quantum is not determinable.*
11. *As per note no 9 &40(b) to the financial statements of Holding Company regarding the Corporate Debt Restructuring (CDR) proceedings in Joint Lender Meetings (JLM) regarding continuation of CDR scheme could not be crystallised in the absence of required quorum based on available minutes of meeting of JLM held on 05/02/2016. Inadequate security cover, prior approval of CDR EG before sale of assets etc., and other non-compliances of CDR terms & conditions still continues as already reported in earlier periods/year;*
12. *As per note no 40 to the financial statements of Holding Company regarding the loans provided by lenders under consortium have been classified as Non-Performing Assets (NPA) by 17 Lenders out of 22 Banks as on date and majority of the accounts have been classified as NPA as on date.*
13. *The Company is in the process of complying with the relevant provisions of the Companies Act 2013 & the SEBI Act, 1992, as amended, which were earlier non- complied, more particularly with respect to, quorums, meetings of Board of Directors, various committees, submission & publication of quarterly results, filing of various forms & declarations, compliance with listing regulations etc.;*
14. *Compliance & records relating to the related parties are being updated. Forms MGT-10 & MGT - 14 relating to change in major shareholding of promoters & approval of Board of Directors for issue of debentures are still pending. The appointment of woman director & common director to material subsidiaries, is under progress;*
15. *As per note no 39 to the financial statements of Holding Company regarding the stock exchanges have levied a penalty of Rs*

33.22 lakh for non-publishing & filing of results of quarter ended 30th June & 30th September-2015 on time. Management expects it to be waived off;

16. *The observations on report of Companies Auditor's Report Order(CARO),2016 of the Holding Company, are as ;*
    a. *The undisputed amount of statutory dues including Provident fund, ESI, VAT, WCT, TDS, Service tax etc. more than six month old as on 31.03.2016 are ` 3746.82 lakhas per financial Statements of Holding company.*
    b. *The managerial remuneration in case of respected Chairman & Managing Director (CMD) of Holding Company is excess as per the approval of central government. As per management there is some typographic error in the approval letter, for which clarification has been sought & expect to be corrected soon.*
17. *As per note no note no 25 of the Financial Statements of Holding Company regarding change in Accounting Policy 'The Company was hitherto recognizing materials & other resources supplied by the customers as, both, its cost of construction & revenue from operations. This accounting policy has been discontinued during the year from first quarter for improvement in presentation based on correct appreciation of facts. The Company is now of the opinion that these material were received by the entity as an agent rather than as a principal. This change in accounting policy has no impact on the profit of the Company though both the cost of construction & revenue from operations will be lower by a similar amount'*
18. *As per note no 7 of the Financial Statements of Holding Company regarding non ascertainment of interest and dues to Micro Small and Medium Enterprises under MSMED act, 2006.*

B. Emphasis of Matter

1. Regarding Financial Statements of one subsidiary, namely, Rampur Highway Project Limited, which reports bank guarantee of ` 790.00 Lakh has been encashed by National Highway Authority of India (NHAI) given by holding company.
2. Regarding Financial Statements of one subsidiary, namely ARK Vidyut Urja Limited we draw the attention to the Financial Statements which reports the uncertainty related to the fundamental accounting assumption of going concern of the company in view its increasing accumulated losses and adverse financial position.

In our opinion and to the best of our information and according to the explanations given except for the possible effects of the matters described in the aforesaid paragraphs 1 to 18 of A for our basis of qualified opinion to us in these consolidated financial results give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group,its associates, jointly controlled entities and Joint venture as at 31st March, 2016, and theirconsolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of 13 subsidiaries, whose financial statements reflect total assets of ` 459762.54 Lakh as at 31st March, 2016, total revenues of ` 2826.62 Lakh and net cash flows amounting to ` 2088.37 Lakh for the year ended on that date as considered in the consolidated financial statements. The financial statements of 11 subsidiaries have been audited by other auditors whose reports have been furnished to us by the Management, the financials of 2 subsidiaries have not been audited and we have relied upon the management estimate and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries company,

We also did not audit the result of 5 associates whose loss after tax is ` 17352.88 lakh for the Year ended 31.03.2016. The financial statements of the 3 associates have been audited by other auditors, whose reports have been furnished to us by the Management. The financial statements of 2 associates have not been audited and we have relied upon the management estimate and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the Associates Company

We also did not audit the result of 11 Joint Ventures whose profit after tax is ` 90.59 lakh for the Year ended 31.03.2016 .The financial statements of the Joint Ventures have been audited by other auditors, whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the Joint Ventures.

Report on Other Legal and Regulatory Requirements

The Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act is not applicable for Consolidated Financial Statements in pursuance of notification dated 29th March, 2016 issued by Ministry of Corporate Affairs, so the matters specified in paragraphs 3 and 4 of the Order has not annexed.

1. As required bySection143(3) of the Act, we report, to the extent applicable, that:
   (a) We have sought and obtained all the information and explanations which to the best of ourknowledge and belief were necessary for the purposesof our audit of the aforesaid consolidated financial statements.
   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements

have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(d) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporatedin India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(e) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company & its Group Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - A".

2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on theconsolidated financial position of the Group as per note no — to the consolidated financial statement

ii. There is no any material foreseeable losses, if any, on long-term contracts therefor the Group has not made any provision, required under the applicable law or Accounting Standard

iii. As informed to us there has been no amount required to be transfer to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India

For S.S. Kothari Mehta & Co
(Chartered Accountants)
Firm Reg. no. 000756N

(Neeraj Bansal)
Partner
Membership No. : 095960

Place: New Delhi
Date: 30.05.2016

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ERA INFRA ENGINEERING LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") In conjunction with our audit of the consolidated financial statements of the **ERA INFRA ENGINEERING LIMITED** ('Company') as of and for the year ended March 31, 2016,

We have audited the consolidatedinternal financial controls over financial reporting of **ERA INFRA ENGINEERING LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries, Joint Venture and associated (the Holding Company and its subsidiaries Joint Venture and Associates together referred to as the "Group")

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the of the Holding company, its subsidiary companies, its associate companies , jointly controlled and Joint venture companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants

of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence, we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

In respect of undermentioned matter as were fully explained in the Auditor's Report of the Holding Company

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2016:

a. *The review process of short term loans & advances and periodic review of those recovery & advances is and are not operating effectively which may impact the reasonable certainty of ultimate adjustment or collection and the procedure for Physical verification of work in progress is not operating effectively which may result in ultimate impairment of inventory.*

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the holding company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Group has in all material respects, maintained adequate internal financial control in our financial reporting as of March 31st, 2016, based on the internal control over financial reporting criteria, system & procedures established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India" and *except* for the effects / possible effects of the material weaknesses described above on the achievements of the objectives of the control criteria, the Group's internal financial controls over financial reporting were operating effectively as of 31st March, 2016.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2016 financial statements of the Group, and these material weaknesses have impact on our qualified opinion on standalone financial statements of the Holding Company.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 13 subsidiaries. internal financial controls over financial reporting of 11 subsidiaries have been

audited by other auditors whose reports have been furnished to us by the Management, internal financial controls over financial reporting of 2 subsidiaries have not been audited and we have relied upon the management reporting, the consolidated Internal financial controls over financial reporting is based on the corresponding reports of the auditors / management of such companies.

We also did not audit the result of 5 associates. Internal financial controls over financial reporting of 3 Associates have been audited by other auditors whose reports have been furnished to us by the Management, internal financial controls over financial reporting of 2 associates have not been audited and we have relied upon the management reporting, the consolidated Internal financial controls over financial reporting is based on the corresponding reports of the auditors / management of such companies.

And, we also did not audit the result of 11 Joint Ventures. Internal financial controls over financial reporting have been audited by other auditors whose reports have been furnished to us by the Management, the consolidated internal financial controls over financial reporting is based on the corresponding reports of the auditors of such companies incorporated in India

For S.S. Kothari Mehta & Co
(Chartered Accountants)
Firm Reg. no. 000756N

(Neeraj Bansal)
Partner
Membership No. : 095960

Place: New Delhi
Date: 30.05.2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(` in Lacs)

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
(1) **Shareholder's Funds**			
Share Capital	2	6,631.99	6,631.99
Reserves and Surplus	3	(72,359.65)	60,356.69
(2) **Minority Interest**	35	(0.00)	(88.90)
(3) **Non-Current Liabilities**			
Long-Term Borrowings	4 A.	708,424.08	668,283.12
Deferred Tax Liabilities (Net)	5	(0.00)	-
Long-Term Provisions	6 A.	725.10	846.78
(4) **Current Liabilities**			
Short-Term Borrowings	4 B.	216,681.64	180,401.60
Trade Payables - dues of micro enterprises and small enterprises	7	-	-
Trade Payables - dues other than micro enterprises and small enterprises	7	53,610.04	74,300.42
Other Current Liabilities	8	184,630.81	162,066.47
Short-Term Provisions	6 B.	62.60	45.84
	TOTAL (1+2+3+4)	**1,098,406.61**	**1,152,844.01**
II. ASSETS			
(1) **Non-Current Assets**			
Fixed Assets			
- Tangible Assets	9	129,868.46	150,346.01
- Intangible Assets	9 A	-	18.75
- Intangible Assets Under Development		342,006.22	302,780.99
Non-Current Investments	10	37,334.08	36,209.23
Long-Term Loans and Advances	11 A	37,134.34	48,999.24
(2) **Current Assets**			
Inventories	12	108,089.57	134,267.70
Trade Receivables	13	299,287.73	350,761.62
Cash and Bank Balances	14	11,983.92	12,708.21
Short-Term Loans and Advances	11 B	129,474.16	114,946.47
Other Current Assets	15	3,228.13	1,805.79
Inter Division		-	
	TOTAL (1+2)	**1,098,406.61**	**1,152,844.01**
Significant accounting policies	1		

The accompanying notes (1 - 35) are an integral part of the financial statements

For and on behalf of the board

Auditor's Report
As per our report of even date attached

For S.S. Kothari Mehta & Co.
Chartered Accountants
FRN 000756N

CA Neeraj Bansal
Partner
M. No : 095960

Place : Noida
Date : 30th May, 2016

H.S. Bharana
(Chairman & Managing Director)

Gaurav Rajoriya
(Company Secretary)

Dilip Sinha
(Chief Financial Officer)

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(` in Lacs)

Particulars	Note No.	Year Ended 31st March, 2016	Year Ended 31st March, 2015
I. Revenue from Operations	16	122,240.33	170,306.91
Less: Excise Duty		74.69	52.64
		122,165.64	**170,254.27**
II. Other Incomes	17	1,106.44	4,189.17
III. **Total Revenue (I + II)**		**123,272.08**	**174,443.44**
IV. **Expenses:**			
Direct Contract Expenses	18	129,022.04	131,990.25
Purchase of stock-in-trade	19	15,769.37	6,244.00
Employee Benefit Expenses	20	9,198.29	10,281.76
Finance Costs	21	75,338.17	69,363.54
Depreciation and Amortization Expense	9, 9A	19,812.46	19,967.89
Other Expenses	22	6,753.22	3,964.90
Total Expenses		**255,893.55**	**241,812.34**
V. Profit before exceptional items and Tax (III-IV)		**(132,621.47)**	**(67,368.90)**
VI. Exceptional items		-	2,169.04
VII. Profit/ (Loss) before Tax (V - VI)		**(132,621.47)**	**(69,537.93)**
VIII. Tax Expense			
— Current Tax		2.40	-
— Deferred Tax Charge/ Credit		-	-
— MAT Credit		-	-
— Tax Adjustment for Earlier Years		(12.33)	79.45
IX. **Profit/ (Loss) for the year (VII-VIII)**		**(132,611.54)**	**(69,617.38)**
X. *Less Minority Interest*		(7.31)	(148.22)
XI. **Profit for the period After minority Interest (IX-X)**		**(132,604.23)**	**(69,469.17)**
Earnings Per Equity Share	28		
(Equity share of ` 2/- each)			
— Basic and Diluted		(39.99)	(38.21)
Significant accounting policies	1		
The accompanying notes (1 - 35) are an integral part of the financial statements			

For and on behalf of the board

Auditor's Report
As per our report of even date attached

For S.S. Kothari Mehta & Co.
Chartered Accountants
FRN 000756N

CA Neeraj Bansal
Partner
M. No : 095960

Place : Noida
Date : 30th May, 2016

H.S. Bharana
(Chairman & Managing Director)

Gaurav Rajoriya
(Company Secretary)

Dilip Sinha
(Chief Financial Officer)

CONSOLIDATED CASH FLOW STATEMENT AS AT 31ST MARCH, 2016

(` in Lacs)

Particulars		As at 31st March, 2016	As at 31st March, 2015
A.	**Cash Flow From Operating Activities**		
	Profit Before Tax	(132,621.47)	(69,537.93)
	(i) **Non Cash Adjustments**		
	Depreciation	19,812.46	19,967.89
	Loss/(Profit) on sale of fixed assets	-	(2,965.24)
	Provision for dimunition in the value of investments	-	805.18
	Interest Income	(698.46)	(726.90)
	Share in Loss/ (Profit of Associates)	1,196.96	12.56
	Financial Costs Capitalised For The Acquisition of Investments	(2,296.96)	-
	Finance Costs	75,338.17	69,363.55
	Income From Joint Ventures	(26.75)	(9.81)
	Operating Profit before working capital changes	**(39,296.05)**	**16,909.30**
	(ii) **Changes in working capital**		
	Increase/ (Decrease) in trade payables	(20,690.38)	17,635.45
	Increase/ (Decrease) in long-term provisions	(121.67)	140.31
	Increase/ (Decrease) in other-current liabilities	(7,300.85)	43,017.70
	Decrease/ (Increase) in trade receivables	51,494.31	(31,080.18)
	Decrease/ (Increase) in inventories	26,178.13	11,909.16
	Decrease/ (Increase) in long-term loans and advances	11,864.90	2,707.87
	Decrease/ (Increase) in short-term loans and advances	(14,527.69)	16,673.90
	Decrease/ (Increase) in other-current assets	(1,422.34)	500.41
	Increase/ (Decrease) in short-term provisions	16.76	25.58
		45,491.17	**61,530.20**
	Cash generated in operations (i+ii)	**6,195.12**	**78,439.50**
	Direct Taxes Paid	12.33	(79.45)
	Net Cash Flow/ (Cash used in) operating activities	**6,207.45**	**78,360.05**
B.	**Cash Flow From Investing Activities**		
	Purchase of fixed assets	(552.24)	(1,497.96)
	Intangible Assets Under Development	(39,225.23)	(87,862.17)
	Proceeds from sale of fixed assets	1,217.36	7,102.03
	Proceeds from non current investments	1.90	33.60
	Interest Income	698.46	726.90
		(37,859.75)	**(81,497.60)**
C.	**Cash Flow from Financing Activities**		
	Proceeds from / (Repayment of) long-term borrowings	28,459.95	71,951.12
	Proceeds from issue of share capital	(0.00)	17,972.64
	Increase/ (Decrease) in minority interest	-	(0.65)
	Increase/ (Decrease) in foreign currency translation reserve	(20.03)	(2.03)
	Proceeds from / (Repayment of) short-term borrowings	36,280.04	(13,400.41)
	Finance cost	(33,791.97)	(69,363.55)
		30,927.99	**7,157.12**
	Net Increase in Cash and Cash Equivalents (A+B+C)	**(724.31)**	**4,019.58**
	Cash and Cash Equivalents at the beginning of the year	12,708.21	8,688.65
	Cash and Cash Equivalents at the end of the year *	11,983.90	12,708.21

Note :

1 The above cash flow statement has been prepared under "The Indirect Method" as stated in Accounting Standard -3

2 * Cash and cash equivalents include Rs. 9.51 Lacs (PY Rs. 12.03 Lacs) of unclaimed dividend, Amount Earmarked for specific projects Rs. 11.44 Lacs (PY 21.25 Lacs) and Fixed Deposits of Rs 8909.49 Lacs (PY 8,439.62 Lacs) not available for use with the company.

For and on behalf of the board

Auditor's Report
As per our report of even date attached

For S.S. Kothari Mehta & Co.
Chartered Accountants
FRN 000756N

CA Neeraj Bansal
Partner
M. No : 095960

Place : Noida
Date : 30th May, 2016

H.S. Bharana
(Chairman & Managing Director)

Gaurav Rajoriya
(Company Secretary)

Dilip Sinha
(Chief Financial Officer)

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

Era Infra Engineering Limited is a widely held public limited company engaged in the execution of large construction contracts involving engineering, procurement and construction (EPC) projects across a range of sectors such as roads & highways, power, railways, metro, aviation, social infrastructure, industrial, institutional and related segments for more than 25 years.

1A. Principles of consolidated financial statements

The consolidated financial statements which relate to Era Infra Egineering Limited, its various subsidiary companies and the associate companies have been prepared on the following basis:

a. The financial statements are prepared under historical cost convention on accrual basis of accounting and on a going concern basis.

b. The financial statements of the parent company and its subsidiaries have been combined on a line by line basis by adding together the book vlue of all items of assets, liabilities, incoes and expenses after eliminating all inter company balances/transactions and resulting in unrealized profit/loss

c. Consolidated financial statements are prepared by applying accounting policies as followed by the Company and its subsidiaries, to the extent it is practicable. Significant differences in accounting policies, if any , are appropriately disclosed by way of notes to the Consolidated Financial Statements

d. Interest in subsidiaries is given in Annexure-A attached.

1B. Significant Accounting Policies

a. Basis Of Accounting

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Companies Act, 2013.Additional disclosures specified in the Accounting Standards shall be made in the notes to accounts or by way of additional statement unless required to be disclosed on the face of the Financial Statements. Similarly, all other disclosures as required by the Companies Act, 2013 shall be made in the notes to accounts in addition to the requirements set out in this Schedule.

b. Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that effect the reported balances of assets and liabilities and disclosures of contingents liabilities at the date of financial statements and results of operations during the reporting period. Although these estimates are based upon management's basic knowledge of current events and actions, actual results could differ from these estimates.Differences between actual results and estimates are recognized in the year in which the results are shown / materialized.

b. Revenue Recognition

(i) Revenue from contracts is recognised on the percentage of completion method based on billing schedules agreed with the client on a progressive completion basis. Percentage of completion is determined based on the nature of contracts, either in proportion of contract costs incurred upto the reporting date to the estimated total cost or on the basis of physical proportion of the contract work completed as considered appropriate.

(ii) Claims and amounts in respect thereof are recognized only when negotiations have advanced to a stage where it is probable that the customer(s) will accept them and amounts can be reliably measured. In the case of Arbitration Awards (the "Awards") which are granted in favor of the Company, the award amount (including interest thereon), are accounted when they are granted and where it is reasonable to expect ultimate collection of such awards.

(iii) Revenue from sale of goods is recognized when all significant risks and rewards of ownership are transferred to the buyer (usually at the point of dispatch to customers). Sales are net of return and exclusive of value added tax.

(iv) Income Equipments hiring and management are recognized on accrual basis.

(v) Other Incomes are accounted for on accrual basis except where the receipt of income is uncertain.

(vi) Revenue from real estate project is recognised on "precentage of completion method" of accounting. Revenue is recognised on the basis of percentage of actual costs incurred thereon, including land and total estimated construction

and development cost projects under execution subject to such actual costs being 30 percent or more of the total estimated cost. The estimates of saleable area and costs are reviewed periodically by the management and any effect of changes in estimates is recognized in the period of such changes are determined. However, when the total project cost is estimated to exceed total revenues from the projects, the loss is recognised immediately.

(vi) Accounting for Joint Venture Contracts

- Contracts executed in Joint Venture under work sharing arrangement (consortium) are accounted for in accordance with the accounting policy followed by the company as that of each independent contract to the extent of work is executed by the company.
- In respect of contracts executed in Integrated Joint Venture under profit sharing arrangement , the services rendered to the joint venture are accounted as income on the accrual basis. The profit / loss is accounted for, as and when it is determined by the Joint Venture and the net investment in the joint venture is reflected as investments, loans & advances or current liabilities.

c. Fixed Assets

Tangible Assets

Tangible fixed assets are stated at cost less depreciation and impairment losses, if any. Cost includes cost of acquisitions or construction including incidental expenses thereto and other attributable cost of bringing the assets to its working condition for the intended use and is net of recoverable duty / tax credits.

Intangible Assets

Intangible assets are stated at cost of acquisition net of accumulated amortization and impairment losses if any.

Intangible Assets under development

Expenditure related to and incurred during development of Assets are included under "Intangible assets under development". The same will be transfer to the respective assets on its completion.

Capital Work In-Progress

Capital work in progress comprises of expenditure, direct or indirect incurred on assets which are yet to be brought into working condition for its intended use.

Impairment

Fixed Assets are tested for impairment if there is any indication of their possible impairment. An impairment loss is recognized where the carrying amount of a fixed asset (or cash generating unit) exceeds its recoverable amount, i.e. higher of value in use and net selling price. Impairment loss recognized in one year can get reversed fully or partly in a subsequent years.

d. Depreciation

From the date Schedule II comes into effect i.e. 1 April 2014, the carrying amount of the asset as on that date depreciated over the remaining useful life of the asset . Pursuant to this policy, depreciation is provided at the following rates which are in line with the corresponding rates prescribed in Schedule II of the Companies Act, 2013:

Assets Category	Useful life of Asset	
	1 April 2014 onwards	Prior to 1 April 2014 (%)
DATA PROCESSING MACHINES (COMPUTERS)	3 Years	16.21
OFFICE EQUIPMENT	5 Years	4.75
FURNITURE AND FIXTURE	10 Years	6.33
VEHICLE	10 Years & 8 Years	9.50 & 7.07
FACTORY BUILDING	30 Years	3.34
PLANT & MACHINERY	12 Years, 15 Years 10 Years & 9 Years	4.75, 7.42, 10.34 & 11.31
TRACTOR & TRUCKS	8 Years	7.07
WIND TURBINE GENERATOR	22 years	5.28

Intangible assets are amortized on straight line method over the expected duration of benefits not exceeding 10 years. The period of amortization is decided in accordance with the Accounting Standard (AS -26) "Intangible Assets".

Assets of value up to ` 5000 are depreciated in full in the year of purchase.

f. Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets till such time assets become ready for their intended use. All other borrowing costs are charged to Statement of Profit & Loss.

g. Investments

Investments are classified into non-current investments and current investments. Non-current investments are stated at cost. Provision for diminution in the value of a non-current investment is made on individual investment basis if such diminution is other than temporary. Current investments are carried at the lower of cost and fair value and provisions are made to recognize the decline in the carrying value.

h. Inventories

Materials, work in progress, finished goods and stores & spare parts are valued at the lower of cost and net realizable value. Cost of inventories is ascertained on the weighted average cost method. Trading inventories are valued at cost or market value which ever is lower.

Work-in- progress is valued at the item rate contracts in case of completion of activity by project department, in case where the Work in progress is not on item rate contract stage then item rate contract are reduced by estimated margin or estimated cost of completion and/or estimated cost necessary to make the items rates equivalent to Stage of Work-in-progress.

i. Foreign Exchange Transactions

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

j. Employee Benefits

(i) Contribution to Provident Fund, a defined contribution plan, is accounted for on accrual basis. The Company continues to make contributions to provident fund plan administered by the Government of India.

(ii) The liability of the company for leave encashment, a defined retirement benefit plan, is determined by actuarial valuation carried out by an independent actuary as at the Balance Sheet date using projected unit credit method.

(iii) The liability of the company for gratuity, a defined retirement benefit plan, is determined by actuarial valuation carried out by an independent actuary as at the Balance Sheet date using projected unit credit method.

k. Taxes On Income

Income taxes are computed using the tax effect accounting method where taxes are accrued in the same period as the related revenue and expenses to which they relate. The differences that exist between profit offered for income tax and the profit before tax as per financial statements are identified and deferred tax assets or deferred tax liabilities are recorded for timing differences, namely, differences that originate in one accounting period and are capable of reversal in future. Deferred tax assets and liabilities are measured using tax rates and tax laws enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized. If the company has unabsorbed depreciation or carried forward losses under taxation laws, a much stricter test, viz, virtual certainty of realisation is to be applied for recognition of any deferred tax assets. Deferred tax assets are reviewed for the continuing appropriateness of their recognition as assets at each balance sheet date and written down or written-up to reflect the amount that is reasonably /virtually certain (as the case may be) of realization.

l. Extraordinary and exceptional items

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item or expense, pertaining to the ordinary activities of the company, is such that its disclosure improves an understanding the performance of the company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

m. Provisions, Contingent liabilities and contingent assets:

Provisions are recognized for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made and it is probable that outflow of reasons embodying economic benefits will be required to settle the obligation.

When it is not probable and amount can not be estimated reliably than it is disclosed as contingent liabilities unless the probability of outflow of reasons embodying economic benefits is remote. Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events are also disclosed as contingent liabilities unless the probability of outflow of resource embodying economic benefit is remote.

Contingent assets are neither recognized nor disclosed in the financial statements.

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
2. SHARE CAPITAL		
Authorised Capital		
- 375,000,000 (Previous Year 375,000,000)	7,500.00	7,500.00
Equity Shares of ` 2/- each		
Issued, Subscribed & Paid up Capital		
- 33,15,99,440 (Previous year : 33,15,99,440)	6,631.99	6,631.99
Equity Shares of ` 2/- each fully paid up.	-	
	6,631.99	**6,631.99**
a. Reconciliation of Equity Shares Outstanding at the beginning and at the end of the year		
At the Beginning of the year	331,599,440	331,599,440
Add: Allotted during the Year	-	
Outstanding at the end of the year	**331,599,440**	**331,599,440**
b. Terms/ Rights of equity shareholders		
The Company has only one class of equity share having a par value of ` 2 per share. Each shareholder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees, whenever dividend in declared. The dividend proposed whenever declared by the Board of Directors will be subject to the approval of the shareholders in the ensuing general meeting.		
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.		
During the previous financial year, the Company had allotted 149,771,800 equity shares of face value of ` 2/- each at a premium of ` 10/- per share on 10th March, 2015 upon conversion to the holders' of 17,972,616 Nos. Zero Coupon Compulsory Convertible Debentures (ZCCDs) allotted on 7th January, 2015 under category "Promoter & Associates" upon exercise of conversion option by them as per the terms of issue.		
c. List of Equity Shares held by each shareholder holding more than 5% shares:		
Adel Landmarks Limited		
- No of shares	101,963,467	101,963,467
- Percentage of holding	**30.75%**	**30.75%**
Desert Moon Realtors Private Limited		
- No of shares	47,808,333	47,808,333
- Percentage of holding	**14.42%**	**14.42%**
Era Housing & Developers (India) Limited		
- No of shares	30,483,602	31,338,602
- Percentage of holding	**9.19%**	**9.45%**
Hi Point Investment and Finance Private Limited		
- No of shares	17,767,157	17,867,157
- Percentage of holding	**5.36%**	**5.39%**

As per records of the company, including its register of shareholders/members, the above shareholding represents both legal and beneficial ownership of shares.

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
3. RESERVES AND SURPLUS		
(a) Securities Premium Account		
As per last Balance Sheet	83,923.18	68,946.00
Add: Addition during the year	-	14,977.18
Less: Premium on FCCBs Redemption	-	-
	83,923.18	**83,923.18**
(b) Debenture Redemption Reserve		
As per last Balance Sheet	4,845.00	4,845.00
Add: Transfer from Profit & Loss Account	-	
	4,845.00	**4,845.00**
(c) General Reserve		
As per last Balance Sheet	13,028.76	13,028.76
Add: Transfer from Profit & Loss Account	-	-
	13,028.76	**13,028.76**
(d) Profit & Loss Account		
As per last Balance Sheet	(41,355.82)	41,304.65
Profit for the year	(132,604.23)	(69,469.17)
Less: Appropriations		
- Depreciation Reserve	-	(13,191.30)
- Adjusted Towards Minority Interest (Refer Note No 34)	(92.08)	-
	(174,052.13)	**(41,355.82)**
(e) Foreign Currency Translation Reserve		
As per last Balance Sheet	(84.43)	(82.40)
Addition during the year	(20.03)	(2.03)
	(104.46)	**(84.43)**
Total Reserves and Surplus (a+b+c+d+e)	**(72,359.65)**	**60,356.69**
4. BORROWINGS (refer note 4.1)		
A. Long term borrowings		
Secured		
(a) Term Loans		
- From banks/ Others	435,739.90	409,069.47
- From others	27,200.70	-
(b) Equipment Finance		
- From banks/ Others	3,635.50	4,337.48
(c) External Commercial Borrowing	44,497.53	45,122.78
(d) Non-Convertible Debentures	26,600.00	26,600.00
(e) Working Capital Term Loan	145,511.16	145,568.48
(f) Funded Interest Term Loan From Banks	91,082.35	77,770.27
	774,267.14	**708,468.49**

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Unsecured		
(g) Other Loans (From FI)	203.07	203.07
(h) Related Parties - Inter Corporate Deposits (Promoters' Contribution)	15,386.25	11,178.75
	15,589.32	**11,381.82**
Total (i)	**789,856.46**	**719,850.31**
Less: Current maturities of above borrowings (shown as a part of other current liabilities)		
(a) Term Loan from Banks	33,315.18	33,597.01
(b) Equipment Finance	3,635.50	2,030.71
(c) External Commercial Borrowing	4,799.61	943.14
(d) Non-Convertible Debentures	3,990.00	1,596.00
(e) Working Capital Term Loan	21,826.67	8,734.11
(f) Funded Interest Term Loan From Banks	13,662.35	4,666.22
(g) Other Loans	203.07	-
Total (ii)	**81,432.38**	**51,567.19**
Net long-term borrowings (i)- (ii) (A)	**708,424.08**	**668,283.12**
B. Short term borrowings		
Secured	-	-
Borrowings From banks	215,262.54	175,707.71
Unsecured		
Loans Repayable On Demand	-	1,053.89
Due to related parties	-	2,100.00
Bill Discounting Facility from others	1,419.10	1,540.00
Total Short Term Borrowings (B)	**216,681.64**	**180,401.60**
Total borrowings (A(i).+B.)	**1,006,538.10**	**900,251.91**
Aggregate amount of		
Secured Loans	989,529.68	887,330.09
Unsecured Loans	17,008.42	16,075.71
Amount shown in other current liabilities (Refer Note No 8)	(81,432.38)	(51,567.19)
	925,105.72	**851,838.61**

4.1. The Company executed the Master Restructuring Agreement (MRA)/ other definitive documents on March 29,2014 with the lender banks (except in case of 4nos lender banks/others), consequent to the approval from Corporate Restructuring Empowered Group (CDREG) to restructure Company's existing debt obligations, including interest, additional funding and other terms (hereafter referred to as "the CDR Scheme")

The salient features of the CDR scheme are as under:

Under the CDR scheme, the Company has been entitled to reliefs and concessions granted by the lender banks, with effect from July1, 2013 ("the cut off date"). Also as a part of the CDR scheme, the promoters were required to contribute funds in accordance with the letter of approval ("LOA"). As a consequence, the Company received contribution from its promoters on various dates. The same has been treated as interest free unsecured loan not repayable during the tenure of the implementation package and convertible into equity/preference shares at the option of the Company.

Considering MRA have been signed by all the lender banks (except 4nos lender banks as explained above) and Company has complied with all the necessary conditions precedent, the monitoring institution in the joint lender meeting held on March 29, 2014, declared the CDR package as implemented, as per RBI guidelines. Accordingly, the Company accounted for CDR scheme (reclassification and interest calculations) in the books for the year ended March 31, 2014 and the status of which as on the balance sheet date is as follows :

1(a) A certain portion of the Existing Working Capital Facility (Fund Based and Non Fund Based), cumulating to ` 1,51,941 lakhs has been converted into a Working Capital Term Loan (WCTL).The Company has been entitled to fund based working capital limits of ` 1,58,973 lakhs.

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(b) The term loan, ECB and NCD debt of the Company, as on the cut off date (i.e. July 1, 2013), have been restructured. The repayment schedule, rate of interest and security terms have been given below

2. The aggregate amount of interest on (a) the restructured TL, the restructured WCTL,the restructured ECB and the restructured NCD for a period of two years from the cut off date; and (b) on the working capital limits for a period of one year from the Cut off date shall be converted into FITL.The repayment schedule, rate of interest and security terms have been given below

3. For other features along with compliance status refer note no 32

C. Terms of security of borrowings

a) **Long-term borrowings**

Era Infra Engineering Limited

The above loans are secured vide a first charge by way of mortgage of the Company's immovable properties and hypothecation of movable fixed assets (both present and future) of the Company except exclusively charged assets. These are further secured by way of a second charge on hypothecation and/or pledge of current assets (both present and future) of the Company including all receivables, finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivables.

As per the CDR Scheme,these loans were required to be further secured by and their status is as :

(i) Personal Guarantee of Mr Hem Singh Bharana, CMD in favour of the Security trustee acting for the benefit of all the CDR lenders.

(ii) First charge by way of mortgage on properties held by third parties.

(iii) For other features along with compliance status refer note no 32

Term Loans

Era T&D Limited

Secured by Charge over Fixed Assets and Mortgage of Land and also personal Guarantee of Mr. H.S. Bharana-Promoter Director. Due to NPA account the Bank has issued recovery letter on 01-04-2015 to the company to recover the outstanding loan amount with applicable interest.

Haridwar Highways Project Limited, Dehradun Highways Project Limited and Bareilly Highways Project Limited

Term loans in Companies are secured by way of first pari-passu charge on all assets both present and future excluding the project assets as defined in the concession agreement and are further secured by : first pari-passu charge on the Escrow account, pledge of 51% equity shares held by the M/s Era Infra Engineering Ltd.(74% in the case of Haridwar Highways Project Limited) and personal guarantees of Mr. H.S.Bharana, Chairman & Managing Director of Era Infra Engineering Limited.

Equipment Finance

Era Infra Engineering Limited

Equipment Finances are secured by way of hypothecation of respective assets.

External Commercial Borrowings

Dehradun Highways Project Limited

External Commercial Borrowings (ECB) are secured by way of a first pari passu charge by way of hypothecation of Escrow Account. A first pari passu charge by way of hypothecation/assignment of rights, title, claims and demands of the Borrower under project Agreement i.e. Concession Agreement, Substitution Agreement, construction contract and operation contract, if any to the extent in accordance with the provisions of Substitution Agreement .Pledge of 51% equity shares held by the M/s Era Infra Engineering Ltd. inthe Company. Further secured by Irrevocable and unconditional guarantee of Shri H. S. Bharana, Chairman & Managing Director of Era Infra Engineering Limited.

Other loans and advances

Era Infra Engineering Limited

Other loans and advances are secured against pledge of keyman insurance policies of the promoters

Inter Corporate Deposits (Promoter's Contribution)

Era Infra Engineering Limited

Inter Corporate Deposits (Promoters' Contribution) carry no interest and are not repayable during the currency of CDR package. These loans are convertible into fully paid up Equity Shares/ Preference Shares at the option of the Company at a price determined in accordance with the applicable laws on the date of conversion.

b) Short-Term Borrowings

Era Infra Engineering Limited

Short term borrowings from banks are secured by first charge by way of hypothecation and/or pledge of current assets (both present and future) of the Company including all receivables, finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivables. These are further secured by way of second charge on mortgage of the Company's immovable properties and hypothecation of movable fixed assets (both present and future) of the Company except exclusively charged assets.

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

As per the CDR Scheme,these loans were required to be further secured by and their status is as :

(i) Personal Guarantee of Mr Hem Singh Bharana in favour of the Security trustee acting for the benefit of all the CDR lenders.

(ii) First charge by way of mortgage on properties held by third parties.

(iii) For other features along with compliance status refer note no 32

Interest Terms

Rate of interest on fund based working capital limit shall be 10.50% p.a. from the cut off date. Interest rate shall be linked with base rate of respective lenders with effective interest rate of 10.50%, but shall not be below the base rate.

D. **Maturity Profile and Rate of Interest of Borrowings is set out as below**

Era Infra Engineering Limited

Repayment Pattern

	up to 2016-17	2017-18	2018-19	2019-20 & Beyond
Term Loans (TL)	15%	9%	16%	60%
External Commercial Borrowing (ECB)	15%	9%	16%	60%
Non-Convertible Debentures (NCD)	15%	9%	16%	60%
Working Capital Term Loan (WCTL)	15%	9%	16%	60%
Funded Interest Term Loan From Banks (FITL)	15%	9%	16%	60%
Priority Term Loan (PTL)	23.50%	16%	16%	44.50%

Interest Terms *(rate of interest p.a.)*

	Term Loans (TL)	External Commercial Borrowing (ECB)	Working Capital Term Loan (WCTL)	Funded Interest Term Loan From Banks (FITL)
01-07-2013 to 31-03-2016	10.50%	10.50%	10.50%	10.50%
01-04-2016 to 31-03-2018	11.00%	11.00%	11.00%	11.00%
01-04-2018 to 31-03-2023	11.50%	11.50%	11.50%	11.50%

Repayment pattern of equipment finance is given as under

2017-18	2018-19	2019-20	2020-21 & Beyond
100.00%			

Other Companies

Maturity Profile of other borrowings are as set out below:- **(Amount ` Lacs)**

	2017-18	2018-19	2019-20	2020-21 & Beyond
Term Loans	3,496.45	5,312.92	7,090.61	215,605.99
External Commercial Borrowings	675.56	638.19	750.30	12,138.40

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
5. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred tax liabilities		
Timing difference in depreciable assets	15,362.71	17,322.05
(b) Deferred tax assets		
Provision for Retirement Benefits	237.43	270.08
Others	15,125.28	17,051.97
Net deferred liabilities (a-b)*	**(0.00)**	**0.00**

* The Company has Provided Deferred Tax Assets to the extent of Deferred Tax Liabilities as there is no certainity for the reversal of deferred tax assets in the future.

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
6. PROVISIONS		
A. Long term		
Provision for Employee Benefits - Gratuity	528.14	608.55
Provision for Employee Benefits - Leave	196.96	238.23
	725.10	**846.78**
B. Short term		
Provision for Tax	2.40	-
Provision for Employee Benefits - Gratuity	28.51	23.48
Provision for Employee Benefits - Leave	31.69	22.36
Corporate Dividend Tax	-	-
	62.60	**45.84**
Total provisions A+B	**787.70**	**892.62**
7. TRADE PAYABLES		
Dues of Micro Enterprises and small enterprises *	-	-
Dues of others	53,610.04	74,300.42
	53,610.04	**74,300.42**

*There are no outstanding balances of the parties based on the to the extent information received from the vendors.

Dues to Micro, Small & Medium Enterprises

Micro, small & Medium enterprises under the Micro, small and Medium enterprises Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below

- Principal Amounts due to suppliers under MSMED Act, 2006	-	-
- Interest accrued, due to suppliers under MSMED Act on the above amount and unpaid	-	-
- Payment made to suppliers (other than interest) beyond the appointed day/due date during the year	-	-
- Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
- Interest paid to suppliers under MSMED Act (Section 16)	-	-
- Interest due and payable towards suppliers under MSMED Act for payments already made	-	-
- Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	-	-
- Amount of further interest remaining due and payable in succeeding year	-	-

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
8. OTHER CURRENT LIABILITIES		
Current maturities of long term debts (Refer Note No 4)	81,432.38	51,567.19
Unclaimed Dividends	9.51	12.03
Mobilisation Advances from Clients	23,652.70	69,857.36
Bank Reconciliation Overdraft	671.28	108.53
Payable to related parties	-	118.78
Interest accrued but not due	170.20	7,648.33
Interest accrued and due	51,533.10	6,403.28
Other Payables *#	27,161.64	26,350.97
	184,630.81	**162,066.47**

*Includes statutory dues i.e. Service Tax, VAT (#Net), TDS etc. and other dues

9 TANGIBLE ASSETS

S. No.	Particulars	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		Cost as at 1st April 15	Additions during the Year	Sold/ adjustment during the year	Total as at 31st March' 2016	Upto 1st April'2015	For the year	Adjustments	Upto 31st March'2016	Written Down value as at 31st March'2016	Written down value as at 31st March 2015
1	Land	628.44		6.67	621.77	-	-	-	-	621.77	628.44
2	Leasehold Land	111.67	-		111.67	5.02	1.00	-	6.02	105.65	106.65
3	Factory Building	1,500.86	-		1,500.86	205.29	49.01	-	254.30	1,246.56	1,295.57
4	Plant & Machinary	245,880.60	541.74	1,348.64	245,073.69	98,418.71	19,532.49	143.31	117,807.89	127,265.80	147,461.89
5	Tractor/Trucks	228.86	-		228.86	189.25	13.84	-	203.09	25.77	39.60
6	Furniture & Fixture	497.01	2.06	-	499.07	261.15	43.25	-	304.40	194.67	235.86
7	Office Equipments	442.63	5.13	-	447.76	361.02	47.50	-	408.52	39.24	81.61
8	Vehicle	1,017.02		13.33	1,003.69	524.85	121.72	7.98	638.59	365.10	492.17
9	Data Processing Machine	708.23	3.31	-	711.54	703.99	3.65	-	707.64	3.89	4.22
	Total	**251,015.32**	**552.24**	**1,368.64**	**250,198.92**	**100,669.29**	**19,812.46**	**151.29**	**120,330.46**	**129,868.46**	**150,346.01**
	Previous Year	**256,229.77**	**1,497.96**	**6,712.41**	**251,015.32**	**70,074.64**	**33,153.48**	**2,558.83**	**100,669.29**	**150,346.03**	**186,155.13**

9A INTANGIBLE FIXED ASSETS

S. No.	Particulars	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		Cost as at 1st April 15	Additions during the Year	Sold/ adjustment during the year	Total as at 31st March' 2016	Upto 1st April'2015	For the year	Adjustments	Upto 31st March'2016	Written Down value as at 31st March'2016	Written down value as at 31st March 2015
1	Goodwill	47.11	-	-	47.11	28.36	-	18.75	47.11	-	18.75
	TOTAL (B)	**47.11**	**-**	**-**	**47.11**	**28.36**	**-**	**18.75**	**47.11**	**-**	**18.75**
	TOTAL (A+B)	**251,062.43**	**552.24**	**1,368.64**	**250,246.03**	**100,697.65**	**19,812.46**	**170.04**	**120,377.57**	**129,868.46**	**150,364.76**
	Previous Year	**256,276.88**	**1,497.96**	**6,712.41**	**251,062.43**	**70,111.42**	**33,153.48**	**46.96**	**100,697.65**	**150,364.76**	**186,164.46**

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
10. NON CURRENT INVESTMENTS		
A. Trade investments		
(fully paid up unless otherwise stated)		
(a) *Investments in equity instruments (unquoted)*		
(a) (i) Associates		
West Haryana Highways Projects Pvt.Ltd.	3.20	2.45
(24,500 shares (PY 24,500 shares)) Face Value ` 10/- Each		
(Nil shares (PY 24,07,000 shares))		
SPA Group Era India Algeria Face Value 1000 Algerian Dinar	68.81	68.81
(35,000 shares (PY 35,000 shares))		
Era Energy Limited	1.50	1.50
(15,000 shares (PY 15,000 shares)) Face Value, ` 10/- Each		
	73.51	72.76
Less Provision for dimunition in the value of investment	72.19	72.19
	1.32	0.57
(b) *Investment in equity instruments (Quoted)*		
Era Buildsys Ltd. (Formerly known as Era E-Zone (India) Ltd	2,599.84	3,796.80
(141,31,870 shares (PY 11,10,000 shares)) Face Value ` 2/- Each		
Less: Provision for diminution in the value of investments	541.25	541.25
	2,058.59	3,255.55
(c) *Investment in preference instruments (Unquoted)*		
West Haryana Highways Projects Pvt.Ltd.	14,646.00	14,646.00
(24,41,000 shares (PY 24,41,000) shares)) Face Value ` 100/- Each		
Gwalior Bypass Project Ltd.	9,198.04	9,198.04
(22,99,510 shares (PY 22,99,510 shares)) Face Value ` 100/- Each		
Hyderabad Ring Road Project Private Limited	8,599.61	8,599.61
(21,49,902 shares (PY 21,49,902 shares)) Face Value ` 100/- Each		
	32,443.65	32,443.65
(d) *Share in joint ventures (including accumulated profits)*		
Era Patel Advance Joint Venture	12.58	12.44
Era Patel Advance Kiran Joint Venture	60.35	56.11
Rani Era Joint Venture	4.97	4.94
Induni Era Joint Venture	29.24	29.24
KMB Era Joint Venture	142.59	142.19
Era Infra Joint Venture	.04	27.06
Era Infra Buildsys Joint Venture	78.94	70.94
Metrostroy Era Joint Venture	36.20	36.29
Era Infra ARK Vidyut Joint Venture	16.74	6.07
Era Ranken Joint Venture	3.11	2.64
Transglobal Era Joint Venture	0.42	0.15
	412.18	388.07
B. Other Investments (Unquoted)		
- Canara Robeco Mutual Fund	4.00	4.00
- Axis Infrastructure Fund 1	516.98	516.98
Less: Provision for diminution in the value of investments	399.59	399.59
	121.39	**121.39**
Financial Costs Capitalised For The Acquisition of Investments	2,296.96	-
Total investments	**37,334.08**	**36,209.23**
The aggregate book value and market value of quoted investments and book value of unquoted investments are as follows:		
Aggregate book value of Quoted Investments	2,058.59	3,255.55
Aggregate market value of Quoted Investments	1,622.34	1,622.34
Aggregate book value of unquoted investments	34,863.31	32,565.60
Aggregate book value of Investment in Joint Ventures	412.18	388.07

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
11. LOANS AND ADVANCES		
(unsecured, considered good unless otherwise stated)		
A. **Long term**		
Capital Advances	17,047.76	29,687.57
Security Deposits	2,546.65	2,540.82
Loans and advances to Related parties	17,539.93	16,770.85
	37,134.34	**48,999.24**
B. **Short term**		
Loans and advances		
- To Subsidiary Companies (Loans)		
- To Related Parties (Advances)	129,487.59	114,773.63
- Others	-	186.27
	129,487.59	**114,959.90**
Less: Provision for doubtful advances	13.43	13.43
	129,474.16	**114,946.47**
Total loans and advances (A+B)	**166,608.50**	**163,945.71**
12. INVENTORIES		
(valued at cost or net realisable value whichever is lower)		
Materials In hand	38,000.65	59,320.31
Work-in-Progress	67,962.44	72,374.33
Stores and Spares	1,904.37	2,309.59
Materials in Transit	-	17.91
Finished Goods and Scrap	222.11	245.56
	108,089.57	134,267.70
13. TRADE RECEIVABLES		
(Unsecured, Considered Good unless stated otherwise)		
Outstanding for a period exceeding six months from the date on which they are due for payment		
- Considered Good	299,010.09	292,550.20
- Considered Doubtful	9,033.00	9,033.00
	308,043.09	301,583.20
Less Provision for Doubtful Debts	9,033.00	9,033.00
	299,010.09	292,550.20
Others	277.64	58,211.42
	299,287.73	350,761.62
Amounts due by private companies in which any Director is a member or Director		
Trade receivables	-	-
Loans and advances	-	-

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
14. CASH AND BANK BALANCES		
(a) **Cash and cash equivalents**		
Cash on Hand	549.61	833.48
Foreign Currency in Hand	3.65	46.47
Balance with banks current accounts	2,500.22	3,363.36
(b) **Other Bank Balances**		
Balance with banks current accounts*	11.44	21.25
Fixed Deposit Accounts **	8,909.49	8,431.62
Unclaimed Dividend Account***	9.51	12.03
Total cash and bank balances	**11,983.92**	**12,708.21**

* Amount earmarked for specific projects.

** Include FDR's pledged with banks / government authorities.

***Year wise break up of unclaimed dividend yet not due for deposit in Investor Education and Protection Fund is as under

Dividend Declared for Financial Year	31st March, 2016	31st March, 2015
2007-08	-	2.51
2008-09	2.65	2.65
2009-10	2.09	2.09
2010-11	2.58	2.58
2011-12	2.20	2.20
	9.52	**12.04**

15. OTHER CURRENT ASSETS		
Prepaid Expenses	66.75	145.35
MAT Credit Entitlement	770.53	761.49
Interest Receivable	505.78	568.00
Others	1,885.07	330.95
	3,228.13	1,805.79

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	Year Ended 31st March, 2016	As at 31st March, 2015
16. REVENUE FROM OPERATIONS		
(i) Contract Revenue	104,462.01	162,408.96
(ii) Equipment Hiring & Management	871.79	973.53
(iii) Job Work	-	315.03
(iv) Wind Energy	-	534.22
(v) Trading Sales		
— Construction Materials	16,356.46	5,609.47
(vi) Transmission line towers	550.07	465.70
	122,240.33	**170,306.91**
Less: Excise Duty	74.69	52.64
	122,165.64	**170,254.27**
Bifurcation of Contract Revenues are as under:		
Roads Projects	44,063.80	64,353.93
Building Projects	30,857.65	31,141.13
Power Plant Projects	12,203.56	46,904.21
Metro Projects	11,576.36	10,379.36
Other Projects	5,760.64	9,630.31
	104,462.01	**162,408.96**
17. OTHER INCOMES		
Interest Income		
- Banks	698.46	726.90
- Other Interest	21.55	-
Profit on Sale of Long Term Investments	-	-
Profit on sale of fixed assets	-	2,965.24
Income From Joint Venture	26.75	9.81
Miscellaneous Income	359.68	487.22
	1,106.44	**4,189.17**
18. DIRECT CONTRACT EXPENSES		
Raw Materials Consumed	89,676.96	52,341.60
Direct Project Expenses	32,704.60	62,312.20
(Increase)/Decrease in Stock	4,435.34	12,237.82
Service Tax	1,265.65	1,773.55
Works Contract Tax	939.49	3,325.08
	129,022.04	**131,990.25**
(Increase)/Decrease in Stock		
Opening Work-in-progress	72,374.33	84707.36
Clsoing Work-in-progress	(67,962.44)	(72,374.33)
Opening Finished Goods and Scrap	245.56	150.35
Closing Finished Goods and Scrap	(222.11)	(245.56)
	4,435.34	12,237.82

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	Year Ended 31st March, 2016	As at 31st March, 2015
19. PURCHASE OF TRADED GOODS		
Trading Purchases		
— Construction Materials	15,769.37	6,244.00
	15,769.37	**6,244.00**
20. EMPLOYEE BENEFIT EXPENSES		
Salaries, Bonus & Allowances	8,289.52	9,380.76
Directors' Remuneration	185.16	321.12
Contribution to Provident & Other Funds	565.32	430.13
Staff Welfare	158.29	149.75
	9,198.29	**10,281.76**
21. FINANCE COSTS		
Interest	74,310.95	67,502.83
Bank Charges & Commission	1,027.22	1,860.71
	75,338.17	**69,363.54**
22. OTHER EXPENSES		
Printing & Stationery	100.78	108.99
Rent	69.42	38.96
Travelling & Conveyance	562.26	555.77
Postage, Telegram & Telephones	146.19	157.40
Tender Fee	23.44	29.54
Legal & Professional Charges	138.42	305.09
Advertisement & Publicity	1.90	2.43
Business Promotion Expenses	34.96	36.84
Vehicle Maintenance	74.02	76.76
Insurance Premium	372.99	467.97
Rates and Taxes	78.03	221.93
Festival Expenses	20.49	58.92
Repair & Maintenance	-	-
- Machinery	734.19	625.49
- Others	57.58	66.13
- Building	-	-
Electricity & Water	131.29	140.53
Auditors' Remuneration	38.63	22.65
Charity & Donation	5.25	2.01
Loss on Sale of Fixed Assets	58.93	-
Miscellaneous Expenses	2,907.49	229.75
Loss of Associate Companies	1,196.96	12.56
Priovision for dimunition in the value of investments	-	805.18
	6,753.22	**3,964.90**

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(` in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
23. CONTINGENT LIABILITIES AND COMMITMENTS		
A. Contingent liabilities		
(a) **In respect of claims against the company not acknowledged as debts***		
Sales tax and entry tax matters.	6,207.05	523.16
Royalty matters	148.44	205.82
Service tax matters	6,629.54	6,319.68
Custom duty matters	656.99	633.27
Labour Welfare Cess	85.61	85.61
Income Tax Matters	9,724.73	3,576.30
Other legal cases#	18,771.86	12,002.10
	42,224.22	**23,345.94**
* Appropriate representations have been filed in respect of these matters with the authorities concerned. In view of the various court cases, litigations and claims disputed by the Company, the outflow of resources is not ascertainable at this stage. # Other Legal Cases include winding up petitions pending against the Company where the amount involved and time of finalisation is not ascertainable. The Company is also contesting many cases under Section 138 of the Negotiable Instruments Act, 1881. The liability already exists in the books of accounts, and penalty and interest ,if any, will be ascertainied at the time of finality		
(b) **Towards banks**		
- Corporate guarantees given in favour of banks for loans taken by Subsidiary/ associate companies.	136,665.00	136,665.00
- In respect of guarantees, letters of credit and others (net of margin)	54,952.28	56,667.81
(c) **In respect of uncalled capital of subsidiary company**	114.19	114.19
(d) **In respect of recompense amount of CDR lenders**	40,551.16	25,267.94
Total contingent liabilities (a+b+c)	**274,506.85**	**242,060.88**
B. Commitments		
Estimated amount of contracts remaining to be executed on capital account (net of advances)	154,206.72	204,504.80

24 In the opinion of the Board of Directors, all the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and all the known liabilities have been provided for. However, since the EPC business practices are on cumulative running account basis and not on individual invoice basis and dues can be final only on final execution/completion of the project. So it is not possible to freeze the dues under Non recoverable dues which should include probable write off's or provision in their accounts until the final execution/completion of the project.

25. Upto the previous financial year, the Company recognised Material & resources supplied by client as both cost of construction and as revenue at market price, This accounting policy has been discontinued from the 1st quarter for the improvement in the presentation based on the correct appreciation of the facts, the Company is now of the opinion that these materials and other resources were received by the entity as an agent rather than as a principal. This change in accounting policy has no impact on the profitability of the Company. However, both the cost of construction and revenue from operations are lower by a similar amount.

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

26. Upto the previous financial year, Price escalation claims and additional claims including those under arbitration were recognised as revenue when they were reasonably ascertained but from the current financial year company has recognised the claims and non schedule items only when negotiations have advanced to a stage of reasonable certainity and amount can be measured reliably.

27. Inter-group turnover and Profits on BOT Construction Contracts

The BOT contracts are governed by servcie concession agreements with government authorities (grantor). Under these agreements, the operator does not own the road, but gets "Toll Collection Rights/ Annutiy" against construction servcies incurred. Since the construction revenue earned by the operator is considered as exchange with the grantor against toll collection rights/ annuity, profits from such contracts are taken as realised.

Accordingly, BOT contracts awared to group companies ("operator"), where work is sub-contracted to the Company, the intra group transactions in BOT contracts and the profit arising thereon are taken as realised and not eliminated for consolidation under Accounting Standard-21.

The revenue in respect of these transaction during the year is ` 38,224.21 Lacs (PY ` 63212.47 Lacs)

(` in Lacs)

Particulars		As at 31st March, 2016	As at 31st March, 2015
28. Earning per share (EPS)			
The following data has been used for the computation of Earning per share (Basic and Diluted)			
i.	Net profit attributable to equity shareholders (` in Lacs)	(132,604.23)	(69,469.17)
ii	Weighted average number of equity shares outstanding during the year	331,599,440	181,827,640
iii	Basic and Diluted EPS (i/ii) (In `)	**(39.99)**	**(38.21)**

29. Segment reporting

A. Business segments

The Company regards Business Segments as primary segments. Business Segments have been in line with AS-17.Following are the business segments in which the company operates.

- Contracts
- Wind Energy
- Equipment Hiring and Management
- Ready Mix Concrete
- Trading

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

As on 31st March, 2016 (` in Lacs)

Sr. No.		Total	Contracts	Wind Energy	Equipment Hiring and Management	Trading
(i)	*Segment revenue*					
	External revenue	122,165.64	104,462.01	-	871.79	16,831.84
	Inter-segment revenue	5,201.21	-	-	5,201.21	-
	Total	127,366.85	104,462.01	-	6,073.00	16,831.84
(ii)	*Segment results (Profit/ loss)*					
	Operating profit	(56,007.14)	(55,251.33)	-	(1,055.89)	300.08
	Unallocable corporate expenses	3,409.83	-	-	-	-
	Unallocable corporate income	386.43	-	-	-	-
	Interest expenses	74,310.95	-	-	-	-
	Interest income	720.00	-	-	-	-
	Extceptional items	-	-	-	-	-
	Income tax expenses	(9.93)	-	-	-	-
	Net profit	(132,611.54)	(55,251.33)	-	(1,055.89)	300.08
(iii)	*Other information*					
	Segment assets	1,061,072.53	950,220.53	-	110,852.00	-
	Unallocable assets	37,334.08	-	-	-	-
	Total assets	1,098,406.61	950,220.53	-	110,852.00	-
	Segment liabilities	1,164,134.27	1,110,716.73	-	53,417.54	-
	Capital expenditure	552.24	552.24	-	-	-
	Depreciation	19,812.46	13,076.43	-	6,544.40	-
	Other non-cash expenses	-	-	-	-	-

As on 31st March, 2015 (` in Lacs)

Sr. No.		Total	Contracts	Wind Energy	Equipment Hiring and Management	Trading
(i)	*Segment revenue*					
	External revenue	170,254.27	162,274.80	534.22	978.92	6,466.33
	Inter-segment revenue	6,240.73	-	-	6,240.73	-
	Total	176,495.00	162,274.80	534.22	7,219.65	6,466.33
(ii)	*Segment results (Profit/ loss)*					
	Operating profit	(3,237.49)	(1,801.99)	226.35	(1,884.18)	222.33
	Unallocable corporate expenses	805.18	-	-	-	-
	Unallocable corporate income	3,449.70	-	-	-	-
	Interest expenses	67,502.83	-	-	-	-
	Interest income	726.90	-	-	-	-
	Extraordinary items	2169.04	-	-	-	-
	Income tax expenses	79.45				
	Net profit	(69,617.40)	(1,801.99)	226.35	(1,884.18)	222.33
(iii)	*Other information*					
	Segment assets	1,117,484.78	995,555.17	-	116,221.00	5,708.62
	Unallocable assets	36,209.23	-	-	-	-
	Total assets	1,153,694.01	995,555.17	-	116,221.00	5,708.62
	Segment liabilities	1,086,748.81	1,027,461.87	-	59,286.54	-
	Capital expenditure	19,631.84	19,631.84	-	-	-
	Depreciation	19,967.89	12,327.54	-	7,640.35	-
	Other non-cash expenses	-	-	-	-	-

B. Geographical segments

There are no geographical segments since the company operates only in India

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

30. Related party disclosures

(i) *Joint ventures and associates*

Era -Patel –Advance- Kiran Joint Venture, Era -Patel –Advance Joint Venture, Induni - Era - Joint Venture, KMB – ERA Joint Venture, Rani – Era Joint Venture, Era Infra – Buildsys Joint Venture, Gwalior Bypass Project Limited, Hyderabad Ring Road Project Pvt. Ltd., West Haryana Highways Projects Pvt. Ltd., Era Energy Limited, Apex Buildsys Limited, Adel Landmarks Ltd(w.e.f. 10.03.2015), Metrostroy ERA-JV , ERA Infra Ark Vidhyut Urja JV, Era Infra Star Delta JV, Trans Global Era Infra JV, Era -Rankin JV, Desert Moon Realtors Private Limited & Nuray Realtors Private Limited

(ii) *Individuals owning directly or indirectly, an interest in the voting power of the company and their relatives*

Mr. H.S. Bharana (CMD), H.S. Bharana HUF (Karta is CMD), Mrs. Rekha Bharana (Wife of CMD), Ms. Rashmi Bharana (D/o CMD), Mr. Vaibhav Bharana (S/o CMD) and Mr. Dheeraj Singh (Brother of CMD)

(iii) *Key management personnel and their relatives*

Mr. H.S. Bharana (CMD), Mrs. Rekha Bharana (Wife of CMD), Ms. Rashmi Bharana (D/o CMD), Mr. Vaibhav Bharana (S/o CMD), Mr. Dheeraj Singh (Brother of CMD) and Mr T.D. Arora (Whole Time Director).

(iv) *Enterprises over which key management personnel/ Individuals owning directly or indirectly, an interest in the voting power of the company and their relatives have significant influence*

HI-Point Investment & Finance Private Limited, Era Housing & Developers (India) Limited, Atop Infrastructure & Infotech Private Limited, Era Agritech (India) Private Limited, Goglet Infotech Private Limited, Xema Infrastructure Private Limited, Xebec Hospitality Private Limited, Angraj Trading Private Limited, Era Mines & Minerals Private Limited, Hermitage Infrastructure Private Limited, Era Advance Developers Pvt Ltd, WTD Era India Ltd , and Voice Builders Private Limited

Related party transactions (as at 31-03-2016) Amount (` Lacs)

Particulars	Joint Ventures & Associates	Individual Owing Significant Shareholding	Other Key Management Personnel & Enterprises	Total
- Loans & Advances given	2,246.06			**2,246.06**
- Investments	0.75		-	**0.75**
- Advances Received/ (Returned)	99.00			**99.00**
- Unsecured Loans Received as per the terms of the CDR			4,207.50	**4,207.50**
- Bill Raised	14,380.46		-	**14,380.46**
- J.V.Income	26.75			**26.75**
- Materials Supplied	6,621.34			**6,621.34**
- Purchase of Materials	316.84			**316.84**
- Contract Expenses Paid	1,539.73			**1,539.73**
- Reimbursement of Expenses Received /(Paid)				**-**
- Salary paid		83.35	96.90	**180.25**
- Dividend Paid				**-**
- Due from (as at year-end)	**108,900.15**		**-**	**108,900.15**
- Due to (as at year-end)	**27,217.00**	**130.03**	**40.47**	**27,387.49**

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

Related party transactions (as at 31-03-2015) Amount (` Lacs)

Particulars	Joint Ventures & Associates	Individual Owing Significant Shareholding	Other Key Management Personnel	Total
Loans & Advances given	1,242.99	-	-	**1,242.99**
Advances Received	17,972.62	-	-	**17,972.62**
- Advances Received/ (Returned)	(5,498.79)			**(5,498.79)**
- Unsecured Loans Received as per the terms of the CDR	3,497.50		4,976.25	**8,473.75**
Bill Raised	14,695.23	-	-	**14,695.23**
J.V.Income	8.31	-	-	**8.31**
Rent, Secretarial & other Charges Recovered	(2.11)	-	-	**(2.11)**
Purchase of Materials	321.41	-	-	**321.41**
Material Supplied	9,693.14	-	-	**9,693.14**
Contract Expenses Paid	7,773.24			**7,773.24**
Reimbursement of Expenses Received /(Paid)	-	-	-	**-**
Salary paid	-	215.88	97.89	**313.77**
Due from (as at year-end)	**141,251.05**	-		**141,251.05**
Due to (as at year-end)	**13,705.73**	**236.80**	**5,017.43**	**18,959.96**

31. Figures pertaining to the subsidiaries companies have been reclassified wherever necessary to bring them in line with the group financial statements.

32. Bank Guarantees issued by the Company in favour of various parties for ` 17,555.20 Lacs have been encashed by the bank during the year. Also, the Bank Guarantees amounting to ` 6,985.29 Lacs (PY ` 5090.41 Lacs) have been encahsed after the balance sheet date. The Company has filed suit in hon'ble court against respected authority for retention of projects and recovery of money.

33. Compliance Status of the CDR Scheme

(i) Residual charge over properties in the name of promoters of the Company which are being developed by Adel Landmarks Limited however, the charge has not been created.

(ii) Promoter/ Promoters group was required to pledge 100% of their shareholding to the CDR lenders within period of 18 months from the execution of MRA i.e. 29.03.2014. Till 31st March 2016, 73.089% of the shares have been pledged.

(iii) The Company was required to bring ` 15,000 lakhs in three tranches of ` 5,000 lakhs each starting from 30th September,2015 then 31st December, 2015 and then 31st March, 2016 by acceleration of receivables and the same to be adjusted against FITL, but the same has not been complied by the company till 31.03.2016. In addition to this, as per the CDR scheme, the promoters should accelerate ` 50,000 Lakhs - ` 20,000 Lakhs by 31st March 2017, ` 15,000 Lakhs by 31st March, 2018 and ` 15,000 Lakhs by 31st March, 2018 by relaisation sale/proceeds under joint development agreement of real estate assets owned by the promoters.

(iv) The Company was sanctioned ` 12,005 lakhs as priority loan for meeting the liability towards pressing of creditors, statutory dues and employee dues. Out of ` 12,005 lakhs, ` 11,045.61 lakhs has been disbursed till 31.03.2016 and out of which ` 3,600.03 lakhs was adjusted by the bank itself towards the interest payable by the company and therefore only ` 7,445.58 lakhs was utilised for the purpose for which it was sanctioned.

Notes forming part of Consolidated Financial Statements as at 31st March, 2016

(v) Residual charge over the properties owned and charged to the lenders of Era Infrastructure (India) Limited. However, as per Joint Lenders' Meeting dated 27-1-2015, all the member banks have unanimously concluded that the condition has been complied with as the captioned company does not own any immovable property.

34. Foreign currency exposures (Unhedged)

As per AS-11 company does not use forward exchange contracts, interest rate swaps, currency swaps, and currency options to hedge its exposure in foreign currency and interest rates:

	2015-16		2014-15	
	Currency (USD)	(Amount In Rs lakhs)	Currency (USD)	(Amount In Rs lakhs)
External Commercial Borrowings	42560950	44,497.53	50227950	45,122.78

35. Surplus in minority interest has been adjusted with majority share.

36. In case of following projects the diminution in the value of the investments is temporary in nature and the loans and advances given are good and recoverable.
Company has invested in Hyderabad Ring Road Project Limited (HRRPL) and Gwalior Bypass Project Limited (GBPL). The amount of investment by the Company and loans and advances outstanding is set out as below :

	Gwalior Bypass Project Ltd.	Hyderabad Ring Road Project Private Limited
Investment made by the Group (` Lacs)	10,226.47	9,431.80
Outstanding Loans and advances (` Lacs)	(1,354.35)	(345.62)
Net Worth of the Company as on 31st March, 2016 (` Lacs)	3,848.19	(5,806.47)

All the above companies are engaged in the business of building infrastructure on BOT(Build, Operate and Transfer) basis through specific SPVs for each projects. EIIL, on the other hand, is a master SPV which has invested along with the Company in these projects. These BOT projects take beyond 10 to 15 years to unlock its true potential. These businesses also generate captive construction contracts to the Company.

37. Balances of trade receivables, trade payables and other liabilities are under confirmation and/or reconciliation, Previous year's figures have been regrouped and/ or arranged to confirm to those of current year's figures, wherever necessary.

For and on behalf of the board

Auditor's Report
As per our report of even date attached

For S.S. Kothari Mehta & Co.
Chartered Accountants
FRN 000756N

CA Neeraj Bansal
Partner
M. No : 095960

Place : Noida
Date : 30th May, 2016

H.S. Bharana
(Chairman & Managing Director)

Gaurav Rajoriya
(Company Secretary)

Dilip Sinha
(Chief Financial Officer)

FORM- MGT-11

26TH ANNUAL GENERAL MEETING

PROXY FORM

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

Believe in difference

ERA INFRA ENGINEERING LIMITED

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

Name of the Member(s) : ..... E-mail ID : .....

Registered address : ..... Folio No./DP ID/Client Id : .....

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

1. Name : ..... E-mail Id : .....

   Address : ..... Signature : ..... or failing him

2. Name : ..... E-mail Id : .....

   Address : ..... Signature : ..... or failing him

3. Name : ..... E-mail Id : .....

   Address : ..... Signature : .....

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

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

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

Affix Revenue Stamp

....

Signature of Shareholder (s) Signature of Proxy holder (s)

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

(2) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

(4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Believe in difference

ERA INFRA ENGINEERING LIMITED

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

ATTENDANCE SLIP
26TH ANNUAL GENERAL MEETING

Full Name of the Shareholder :

Address of the Shareholder :

Folio No./DP ID Client Id :

No. of Shares held :

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

* Full Name of Member/ Proxy (in block letters) : .....
*(To be filled in if the Proxy attends instead of the Member)

Signature of Member/Proxy Attending : .....

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

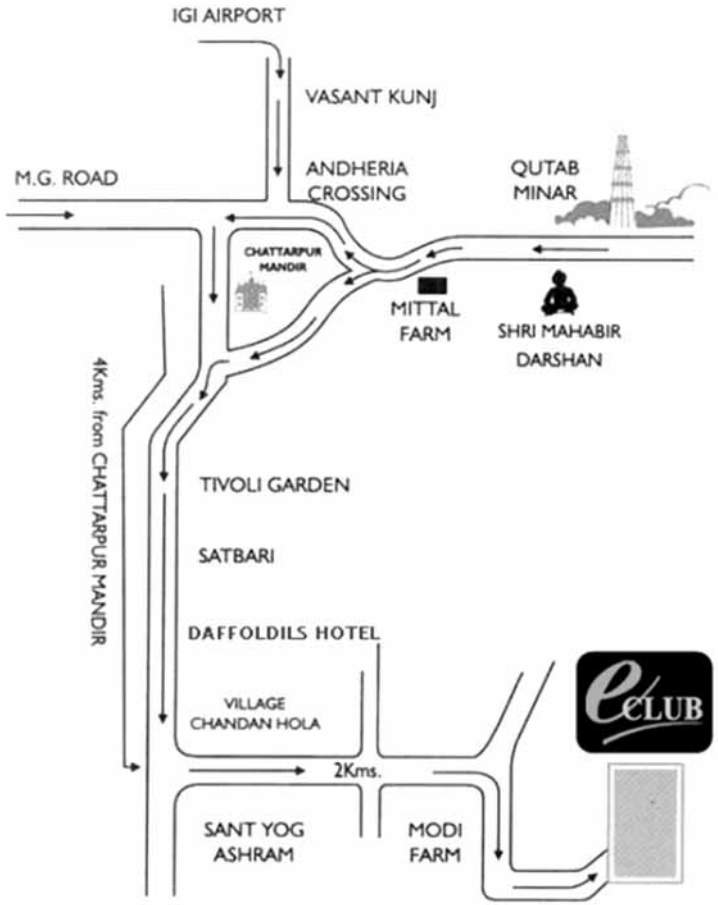
ELECTRONIC VOTING PARTICULARS

26TH Annual General Meeting
Date: 26th September, 2016

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

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

ROUTE MAP FROM QUTAB MINAR TO E CLUB



Forward Looking Statement

In this annual report we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements, written and oral, that we periodically make contain forward looking statements that set out anticipated results based on the management's plan and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'project', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future information or otherwise.

Era Infra Engineering Ltd.
1107, Indraprakash Building, 21, Barakhamba Road,
New Delhi-110001
www.eragroup.co.in