

ERA INFRA ENGINEERING LIMITED

CIN: L74899DL1990PLC041350

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

Ph: +91 120 4145000; Fax: +91 1204145052

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

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH 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 Thursday, 28th Day of September, 2017 at 03:30 p.m. to transact the following business:

ORDINARY BUSINESS:-

- To consider and adopt:
 - the audited financial statement of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017.
- 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.
- 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:-

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of M/s. M.S. & Co., Cost Accountants as Cost Auditor for the financial year 2017-18.

“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 2017-18, 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: 14th August, 2017

Place: Noida

**(Gaurav Rajoriya)
Company Secretary**

NOTES:

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.

1. 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.
2. 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.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts in respect of special businesses (if any) of the Notice is attached.
4. **The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive).**
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. **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 Director	Hem Singh Bharana
Date of Birth	20.09.1959
Date of Appointment	03.09.1990
Expertise in Specific Areas	Mr. Bharana has more than two decades of experience in the field of Infrastructure and real estate
Qualifications	Civil Engineer

Directorship in other Companies as on 14.08.2017	Era Energy Limited Era Khandwa Power Limited Haridwar Highways Project Limited Dehradun Highways Project Limited Bareilly Highways Project Limited West Haryana Highways Projects Private Limited Hi-Point Investment and Finance Private Limited Ark Vidhyut Urja Limited Ark Transmission & Distribution Limited Era T & D 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
Shareholding in the Company as at 31.12.2016	60,75,534

*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: 14th August, 2017
Place: Noida**

**(Gaurav Rajoriya)
Company Secretary**

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

The Board has approved at their Meeting held on 14th August, 2017 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 2017-18.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as may be recommended by the Board of Directors and the Audit Committee of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item Nos. 4 of the Notice.

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. 4 as an ordinary resolution.

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

**Date: 14th August, 2017
Place: Noida**

**(Gaurav Rajoriya)
Company Secretary**

FORM- MGT-11
27TH 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]

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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 27th Annual general meeting of the company, to be held on 28th day of September, 2017 at 03:30 p.m. at Executive Club, 439, Village Shahoorpur P.O. Fatehpur Beri, New Delhi-110074 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.		Optional**	
		For	Against
Ordinary Business			
1.	(a) the audited financial statement of the Company for the financial year ended March 31, 2017, 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, 2017.		
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			
6.	To appoint Cost Auditor of the Company and fix their remuneration		

Signed this _____ day of _____ 2017

Signature of Shareholder (s)

Signature of Proxy holder (s)

**Affix
Revenue
Stamp**

- (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.

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ATTENDANCE SLIP

27TH 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 27th Annual General Meeting of the Company held at Executive Club, 439, Village Shahoorpur P.O. Fatehpur Beri, New Delhi-110074 on 28th day of September, 2017 at 03:30 p.m.

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

Signature of Member/Proxy Attending.: _____

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

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

Route Map

ROUTE MAP FROM QUTAB MINAR TO E CLUB

