

12th September, 2011

**The Executive Director,
The Bombay Stock Exchange Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring
Rounda Building, P.J. Towers
Dalal Street, Fort,
Mumbai-400001.**

Dear Sir,

Sub: Notice for Completion of Dispatch of Postal Ballot

This is to inform you that the Company has, on September, 10, 2011, completed the dispatch of Postal Ballot Notice under section 192A of the Companies Act, 1956, along with a Postal Ballot Form and Business Reply Envelope for passing special resolution under section 372A of the Companies Act, 1956.

A Copy of Postal Ballot Form is enclosed for your information and records.

Thanking you,

Yours faithfully,

For **ERA INFRA ENGINEERING LTD.**



**RAJIV KUMAR
COMPANY SECRETARY**

Encl: As above

**CORPORATE ANNOUNCEMENT DESK
National Stock Exchange India Ltd.
Listing Department
5th Floor Exchange Plaza,
Bandra (E), Mumbai - 400051**

Era Infra Engineering Limited

An ISO 9001:2001 & OHSAS 18001 Certified Company

Corp. Office : 153, Okhla Industrial Estate, Phase III, New Delhi - 110020, INDIA
Ph: +91 11 40637000, Fax: +91 11 40637070
Regd. Office : 370-371/2, Sahi Hospital Road, Jungpura, Bhogal, New Delhi - 110014, India
www.eragroup.co.in

ERA INFRA ENGINEERING LIMITED

Regd. Office: 370-371/2, Sahi Hospital Road,
Jungpura, Bhogal, New Delhi-110014.

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Members,

Notice is hereby given that the following resolution is proposed to be passed as Special Resolution through Postal Ballot in accordance with the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, (the "Act") read with Section 192A of the Act and Companies (Passing of Resolution by Postal Ballot) Rules, 2011. The Company proposes the same for approval of Members. Accordingly, a draft of the Special Resolution along with the Explanatory Statement is being sent to you with the Postal Ballot Form and self addressed business reply envelope for your consideration and doing the needful.

The Board of Directors vide resolution passed on 13.08.2011, has appointed Mr. R.S. Bhatia, a Company Secretary in Whole Time Practice, as the scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

You are requested to carefully read the instructions printed behind Postal Ballot Form and ensure that the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed in all respects, is sent to the company, in the attached self-addressed business reply envelope (if posted in India), so as to reach the scrutinizer on or before the close of working hours i.e. 5:30 P.M. on Monday, 10th October, 2011. On completion of scrutiny of Forms, the Scrutinizer will submit his report to Mr. H. S. Bharana, Chairman and Managing Director of the Company and in his absence to Mr. J. L. Khushu, Whole Time Director of the Company, who shall thereafter, announce the result of voting by Postal Ballot at the Registered Office of the Company on Wednesday, the 12th day of October, 2011 at 4:00 P.M.

Members are requested, to consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any of the Companies Act, 1956, and in accordance with the provisions of the Articles of Association of the Company, the consent of the company be and is hereby accorded to make loans, investment & acquire by way of subscription, purchase or other wise, the securities of any other body corporate and to give guarantee or provide security and to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding sixty percent of the Company's paid-up capital and free reserves or hundred per-cent of its free reserves, whichever is more, in order to secure the financial facilities sanctioned/ being sanctioned by the banks to the companies together with interest and all other moneys payable in connection therewith, as per the details given below:

S. No.	Name of the Bank / Financial Institution to whom Corporate Guarantee, Loans etc. given/to be given	Name of the Company	Nature & Purpose of Transaction	Amount (₹ in crores)			Board's Approval Date
				Corporate Guarantee	Loans	Investment	
1.	State Bank of India	Era Buildys Limited	Working Capital	115.75	-	-	14.02.2011
			Term Loan	99.80	-	-	
2.	-	Bareilly Highways Project Limited	Making Investment in Share Capital / providing loans etc.	-	5.00	5.00	Yet to be approved
3.	State Bank of India & Consortium	Era Buildys Limited	Working Capital & Term Loan	350.00	-	-	14.05.2011

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

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, in its absolute discretion, as it may deem fit.”

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

**Place: New Delhi
Date: 13.08.2011**

**Rajiv Kumar
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

According to the provisions of Section 372A of the Companies Act, 1956, prior approval of the Company by way of a Special Resolution is required, if the Company proposes to make investment, loans, guarantees exceeding 60% of paid up share capital and free reserves or 100% of free reserves whichever is higher.

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

In the present instance, the bond is more severe as your company is the promoter/ major shareholder in these companies.

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

As providing of the above mentioned Guarantees attract the provisions of Section 372A, hence the approval of the shareholders is required for the same and therefore the requirement of passing the above resolution as a Special resolution is necessary. Also specified in the resolution are the details of loans and investments made/proposed to be made.

Your approval is sought by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

The Shareholders may please note that the Corporate Guarantee of ₹ 115.75 Crores extended by the Board of Directors on 14.02.2011 to State Bank of India for Working Capital Limits (Fund Based & Non-Fund Based) availed by Era Buildsys Limited is included within the Corporate Guarantee Limits of ₹ 350.00 Crores as approved by the Board of Directors on 14.05.2011 to State Bank of India Consortium for Consortium Working Capital Limits (Fund Based & Non-Fund Based).

None of the Directors, except Mr. H.S. Bharana who is the Director of Era Buildsys Limited and Mr. J.L. Khushu & Mr. Amit Bharana who are the Directors of Bareilly Highways Project Limited are interested in the resolution.

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

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

**Place: New Delhi
Date: 13.08.2011**

**Rajiv Kumar
Company Secretary**

ERA INFRA ENGINEERING LIMITED

Regd. Office: 370-371/2, Sahi Hospital Road,
Jungpura, Bhogal, New Delhi-110014.

POSTAL BALLOT FORM

Sl. No.

1. Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)	
2. Registered address of the sole/ first named shareholder	
3. Registered Folio No. /DP. ID & Client ID No.* (* Applicable to investor holding shares in dematerialized form)	
4. Number of shares held	

5. I/We hereby exercise my/our vote in respect of the following resolution to be passed through postal ballot for the business stated in the notice dated 13.08.2011 of the Company by sending my/our assent or dissent to the said special resolution by placing the tick (✓) mark at the appropriate boxes below:

Item No.	Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Special Resolution under section 372A of the Companies, Act, 1956, as set out in accompanying Notice, for making loans, Investment, and acquire by way of subscription or purchase the securities of any body corporate and providing Corporate Guarantees.			

Place :

Date :

(Signature of shareholder(s))

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

Instructions:

1. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the assent or dissent of the members in respect of the special resolution as set out in the accompanying notice dated 13.08.2011 shall be determined by Postal Ballot.
2. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot form and send it to the Company in the attached self addressed business reply envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot, if sent by courier at the expense of the registered shareholder will also be accepted.
3. Mr. R. S. Bhatia, a Company Secretary in Practice, has been appointed as Scrutinizer by the Company, for conducting the Postal Ballot Process.
4. The self -addressed business reply envelope should be forwarded to the scrutinizer appointed by the Company at the Registered Office of the Company, not later than the close of working hours on 10th October, 2011 (Before 5:30 p.m.). Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder(s) has not been received.
5. This form should be completed and signed by the shareholder(s). In case of joint holdings, this form should be completed and signed (as per specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. In case of the Corporate Shareholder, this form should be signed by an authorized signatory, whose signature is already registered with the company.
6. Unsigned Postal Ballot Form(s) will be rejected.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholder(s) as on 02nd September, 2011.
8. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on Postal Ballot should accompany the Postal Ballot Form. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot form.
9. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time as specified in point no. 4 above.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in enclosed self addressed prepaid business reply envelope. All such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.