NOTICE OF THE 36TH ANNUAL GENERAL MEETING

ERA INFRA ENGINEERING LIMITED

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Thirty-Sixth (36th) Annual General Meeting ("AGM") of the Members of Era Infra Engineering Limited ("Company") will be held on Wednesday, September 23, 2026, at 03:30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.**

   To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, comprising the respective Balance Sheets, Statements of Profit and Loss, Cash Flow Statements for the year ended on that date, together with the Notes and Schedules forming part thereof, prepared in accordance with the applicable Indian Accounting Standards, along with the Report of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.

   RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorized, jointly or severally, to do all such acts, deeds and things as may be necessary and to file such forms, returns, notices or resolutions as may be required under the Companies Act, 2013 and the rules made thereunder, as amended from time to time, to give effect to the foregoing resolution."

2. **To re-appoint Mr. Arun Kumar Jha (DIN: 07458418), who retires by rotation and, being eligible, offers himself for re-appointment.**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Arun Kumar Jha (DIN: 07458418), Managing Director and CEO of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorized, jointly and severally, to do all such acts, deeds and things as may be necessary and to file such forms, returns, notices or resolutions as may be required under the Companies Act, 2013 and the rules made thereunder, as amended from time to time, to give effect to the foregoing resolution."

3. **To appoint the Statutory Auditors of the Company and to fix their remuneration.**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. SKPAG & Co., Chartered Accountants (Firm Registration No. 128940W), who have furnished their consent to act as the Statutory Auditors of the Company and a certificate under Section 139 and applicable rules, confirming that their appointment, if made, shall be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder, be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years, to hold office from the conclusion of this 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company, to conduct the statutory audit of the financial statements of the Company for the financial years 2026-27 to 2030-31, at a remuneration of ₹ 5,00,000/- per annum, including tax audit, reimbursement of out-of-pocket expenses and applicable taxes, as may be determined by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in consultation with the Statutory Auditors.

   RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including signing and filing the necessary forms, returns and documents with the Registrar of Companies and other statutory authorities, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. **Appointment of M/s Lal Ghai & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulations 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s Lal Ghai & Associates, a Peer Reviewed Firm of Company Secretaries (Firm Peer Review No. 6339/2024), be and are hereby appointed as the Secretarial Auditors of the Company for a first term of five (5) consecutive years commencing from the Financial Year 2026-27 till the Financial Year 2030-31, at a remuneration of ₹ 50,000/- per annum, plus applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the secretarial audit, as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration, any other fees for certification and other permissible services, if any, as may be provided by the Secretarial Auditors in accordance with the applicable provisions of the Act, the Listing Regulations and the circulars, notifications and guidelines issued thereunder, may be paid at such professional fees as may be mutually agreed between the Board of Directors/Management of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Secretarial Auditor, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or Listing Regulations and such other requirements without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this resolution".

5. **To consider and approve the appointment of Mr. Sibanarayan Nayak (DIN: 01832348) as Whole-Time Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Sibanarayan Nayak (DIN: 01832348), who was appointed as an Additional Director of the Company with effect from February 11, 2026, and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as a Whole-Time Director of the Company for a period of five (5) years commencing from February 11, 2026, on the terms and conditions, including remuneration, perquisites and other benefits, as set out in the Explanatory Statement annexed to this Notice convening this Annual General Meeting, with liberty to the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board authorised in this behalf) to alter and vary the terms and conditions of the said appointment, including remuneration, in such manner as may be agreed to between the Board and Mr. Sibanarayan Nayak, subject to the limits prescribed under the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sibanarayan Nayak for his role as Whole-Time Director shall be INR 12,20,133 (Rupees Twelve Lakh Twenty Thousand One Hundred Thirty-Three only) per month, together with such increments, benefits, perquisites, allowances and other terms and conditions as may be approved by the Board of Directors from time to time, subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 and other applicable laws."

RESOLVED FURTHER THAT the appointment of Mr. Sibanarayan Nayak as Whole-Time Director shall be subject to retire by rotation in accordance with the provisions of Section 152 and other applicable provisions of the Act.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including filing the necessary forms and returns with the Registrar of Companies and making the requisite intimations to the Stock Exchanges and such other statutory authorities as may be required, and to execute all such documents as may be necessary or expedient to give effect to this resolution."

For and on behalf of the Board of Directors
of Era Infra Engineering Limited
Sd/-
(Arunima Trigunayat)
Company Secretary
M. No. A38917

Place: Noida
Date: 12.08.2026

Registered Office:
B-292, Chandra Kanta Complex, Shop No. 2 & 3, Near Metro Pillar No. 161, New Ashok Nagar, New Delhi, India – 110096
Tel.: +91 120 4145000
Website: www.eragroup.in
Email: revival@eragroup.in

NOTES:

1. In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated 08th December, 2021, MCA Circular 21/2021 dated 14th December, 2021, MCA Circular No. 03/2022 dated 5th May, 2022, MCA Circular Nos. 10/2022, 11/2022 dated 28th December, 2022, followed by MCA Circular Nos. 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and Circular No. 03/2025 dated 22nd September, 2025, and any subsequent circulars, notifications or directions issued by the MCA in this regard, the 36th AGM of the Company is being held through VC/OAVM, without the physical presence of members at a common venue.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the rules made thereunder read with Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out the material facts relating to the Special Business to be transacted at this Annual General Meeting ("AGM"), is annexed hereto as **Annexure - I**.

The Information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the AGM, is provided separately in **Annexure – II** to this Notice.

The remuneration payable to Mr. Sibanarayan Nayak (DIN: 01832348) upon his appointment as Whole-Time Director is in accordance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto. The certificate issued by the Statutory Auditors of the Company confirming the permissible limits of managerial remuneration under the Companies Act, 2013 is annexed to this Notice as **Annexure – III.**

3. The 36th AGM of the Company is being convened through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Act, the Rules made thereunder and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA"), as amended and/or extended from time to time. Accordingly, Members may attend and participate in the AGM through VC/OAVM.

4. The deemed venue for the 36th AGM shall be the Registered Office of the Company.

5. Since the AGM is being held through VC/OAVM, the physical attendance of Members at a common venue is not required. Accordingly, the facility for appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

However, pursuant to Sections 112 and 113 of the Act, representatives of the President of India or the Governor of a State and body corporate Members, respectively, may be appointed for the purpose of voting through remote e-voting, participating in the AGM through VC/OAVM and e-voting during the AGM.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In accordance with the applicable provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and applicable circulars issued by MCA and SEBI, the Notice of the 36th AGM along with the Annual Report of the Company for the Financial Year 2025-26 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company, its Registrar and Share Transfer Agent ("RTA") and/or their respective Depository Participant(s), and whose names appear in the Register of Members of the Company maintained by the Depositories as on the cut-off date, i.e., 21 August 2026.

   The Notice of the AGM along with the Annual Report for the Financial Year 2025-26 shall be sent to the Members in accordance with the applicable provisions of the Act, the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, within the prescribed notice period.

   In accordance with Regulation 36 of the SEBI Listing Regulations, a letter containing the web-link, including the exact path where the complete Annual Report for the Financial Year 2025-26 is available, shall be sent to those Members who have not registered their e-mail addresses with the Company/RTA/Depositories.

   Members may also request a physical copy of the Annual Report by writing to the Company at **revival@eragroup.in**.

8. The Notice of the AGM and the Annual Report for the Financial Year 2025-26 shall also be available on the website of the Company at **www.eragroup.in**, on the websites of the Stock Exchange(s), as applicable, and on the website of Central Depository Services (India) Limited ("CDSL"), the agency providing the remote e-voting and e-voting facility during the AGM.

9. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and applicable circulars issued by MCA and SEBI, the Company is providing to its Members the facility to exercise their right to vote on the resolutions proposed to be considered at the AGM by electronic means.

   For this purpose, the Company has engaged **Central Depository Services (India) Limited ("CDSL")** for facilitating voting through electronic means. The facility of remote e-voting prior to the AGM as well as e-voting during the AGM shall be provided by CDSL.

10. The Members may join the AGM through VC/OAVM from 15 minutes before the scheduled time of commencement of the AGM and up to 15 minutes after such scheduled time by following the procedure prescribed in this Notice.

    The facility for participation through VC/OAVM shall be made available to at least 1,000 Members on a first-come-first-served basis. However, large shareholders, i.e. shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors and other persons entitled to attend the AGM may be allowed to attend without restriction on account of the first-come-first-served principle.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and other documents referred to in the Notice and Explanatory Statement shall be available for inspection by the Members electronically during the AGM.

    Members seeking to inspect such documents before the AGM may send their request from their registered e-mail address to **revival@eragroup.in**, mentioning their name, Folio No./DP ID and Client ID.

12. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, Email address, Mobile number, Bank account detail, Specimen signature) and nomination details by holders of securities.

    Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, bank details and other particulars to their respective Depository Participant(s), in case the shares are held in dematerialised form, and to the Company/RTA, in case the shares are held in physical form, in accordance with the applicable requirements.

13. **Nomination Facility:** Pursuant to Section 72 of the Act and applicable SEBI requirements, the facility for nomination is available to Members in respect of the shares held by them.

    Members holding shares in dematerialised form are requested to contact their respective Depository Participant(s) for registering/updating their nomination or opting out of nomination.

    Members holding shares in physical form may submit the applicable prescribed forms to the RTA for registration, variation or cancellation of nomination or for opting out of nomination, in accordance with the applicable SEBI requirements.

14. Members who have not registered or updated their e-mail addresses and mobile numbers are requested to register/update the same with their respective Depository Participant(s), where shares are held in dematerialised form, and with the Company/RTA, where shares are held in physical form.

15. The Board of Directors has appointed **Mr. Sudhanshu Singhal, Practicing Company Secretary, M/s Sudhanshu Singhal & Associates (Membership No. FCS 7819)**, as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

16. The Scrutinizer shall, after the conclusion of e-voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-voting and submit a consolidated Scrutinizer's Report to the Chairman or a person authorised by him in writing.

    The results of voting shall be declared within the period prescribed under the applicable provisions of the Act and the SEBI Listing Regulations. The declared results, along with the

Scrutinizer's Report, shall be placed on the website of the Company at **www.eragroup.in** and on the website of CDSL and shall also be submitted to the Stock Exchange(s) in accordance with the applicable provisions of the SEBI Listing Regulations.

17. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e. **Wednesday, 16 September 2026**.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.

18. A person who becomes a Member of the Company after dispatch of the Notice of the AGM and holds shares as on the cut-off date may obtain the User ID and Password by following the procedure prescribed by CDSL. However, if such person is already registered with CDSL for remote e-voting, the existing User ID and Password may be used for casting the vote.

19. Members who have cast their vote through remote e-voting prior to the AGM may attend and participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again during the AGM.

20. Only those Members who are present at the AGM through VC/OAVM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through the e-voting system available during the AGM.

Members who are unable to retrieve their User ID/Password are advised to use the "Forgot User ID" and "Forgot Password" options available on the CDSL e-voting website.

21. Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, Members who had executed transfer deeds prior to April 1, 2019, but whose transfer requests were either not lodged with the Company or were lodged but subsequently rejected, returned or not attended due to deficiencies in the documents, may re-lodge such transfer requests up to February 4, 2027. Such transfer requests shall be processed subject to submission of all requisite documents and compliance with the requirements specified by SEBI. The securities transferred pursuant to the aforesaid circular shall be credited only in dematerialised form to the transferee's demat account and shall be locked-in for a period of one year from the date of registration of transfer, in accordance with the aforesaid SEBI Circular

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

A. Remote E-voting Period

The remote e-voting period shall commence on Sunday, 20 September 2026 at 9:00 A.M. (IST) and shall end on Tuesday, 22 September 2026 at 5:00 P.M. (IST).

During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e. Wednesday, 16 September 2026, may cast their votes electronically.

The remote e-voting module shall be disabled by CDSL for voting thereafter.

Once a Member has cast his/her vote on a resolution, the Member shall not be permitted to change it subsequently.

B. Access to CDSL/NSDL E-voting System

In terms of the applicable SEBI requirements relating to the e-voting facility provided by listed entities, individual shareholders holding securities in dematerialised form are permitted to vote through their demat accounts maintained with Depositories/Depository Participants.

Members are advised to keep their mobile numbers and e-mail addresses updated in their demat accounts to facilitate seamless access to the e-voting facility.

Step 1: Individual Shareholders Holding Securities in Demat Mode

Individual Shareholders holding securities with CDSL

Members who have registered for CDSL's **Easi/Easiest** facility may log in using their existing User ID and Password and access the e-voting option for eligible companies.

Members who are not registered for Easi/Easiest may register themselves through the CDSL website.

Alternatively, Members may directly access the e-voting page by providing their Demat Account Number and PAN through the e-voting facility available on the CDSL website. The system will authenticate the Member by sending an OTP to the registered mobile number and e-mail address as recorded in the Demat Account. Upon successful authentication, the Member will be able to access the e-voting facility in respect of the Company.

After successful authentication, Members will be able to access the e-voting facility in respect of the Company.

Individual Shareholders holding securities with NSDL

Members registered for NSDL's **IDeAS** facility may log in through the NSDL e-Services portal using their existing credentials and access the e-voting services.

Members who are not registered for IDeAS may register themselves through the NSDL e-Services portal.

Members may also directly access the NSDL e-voting system using their User ID, Password/OTP and Verification Code. After successful authentication, Members will be able to access the e-voting service provider's platform for casting their vote.

Alternatively, Members may access the e-voting facility through the OTP-based login option available on the NSDL e-voting system by entering their 8-digit DP ID, 8-digit Client ID, PAN and the verification code and generating an OTP. Upon entering the OTP received on their registered e-mail address/mobile number and successful authentication, Members will be redirected to the NSDL Depository site, from where they can access the e-voting facility of the Company.

Individual Shareholders logging in through their Depository Participants

Members may also log in using the credentials of their demat account through their Depository Participant registered with NSDL/CDSL for the e-voting facility.

After successful login, Members will be able to access the e-voting option and will be redirected to the relevant Depository/e-voting service provider platform for casting their vote.

Helpdesk for Individual Shareholders

CDSL: Members facing technical issues relating to login/e-voting through CDSL may contact the CDSL helpdesk through the contact details made available on the CDSL website, that is, helpdesk.evoting@cdslindia.com / 1800 21 09911

NSDL: Members facing technical issues relating to login/e-voting through NSDL may contact the NSDL helpdesk through the contact details made available on the NSDL website, that is, evoting@nsdl.com / 022-4886 7000 and 022-2499 7000

Step 2: Shareholders Holding Shares in Physical Mode and Non-Individual Shareholders Holding Shares in Demat Mode

1. Members should log on to the CDSL e-voting website.
2. Click on the "Shareholders" module.
3. Enter the User ID as follows:
   a. For CDSL: 16-digit Beneficiary ID;
   b. For NSDL: 8-character DP ID followed by 8-digit Client ID; and
   c. For Members holding shares in physical form: Folio Number registered with the Company.
4. Enter the Image Verification Code displayed on the screen and click on "Login".
5. Members who have previously used the CDSL e-voting platform may use their existing Password.
6. First-time users shall enter the details prescribed by CDSL, including PAN and Dividend Bank Details/Date of Birth, as applicable. Members whose PAN is not registered with the Company/Depository Participant may use the sequence number provided by the Company/RTA, as applicable. Where Dividend Bank Details/Date of Birth are not recorded with the Depository or the Company, Members may enter their Member ID/Folio Number in the Dividend Bank Details field.
7. After entering the requisite details, Members holding shares in physical form will be directed to the Company selection screen. Members holding shares in dematerialised form will be directed to the Password Creation menu, where they will be required to mandatorily enter their login password. Members are advised to keep their login credentials confidential and not to share their password with any other person.
8. After successful login, Members should select the EVSN corresponding to **Era Infra Engineering Limited**.
9. On the voting page, the "Resolution Description" and the options "YES/NO" will be displayed. Select "YES" to assent to the Resolution and "NO" to dissent from the Resolution.
10. Members may view the complete text of the Resolution by clicking on the relevant Resolution File Link.
11. After selecting the desired voting option, click on "SUBMIT". A confirmation box will be displayed. Click on "OK" to confirm the vote or "CANCEL" to modify the vote before confirmation.

12. Once the vote on a Resolution is confirmed, the Member shall not be permitted to modify the vote.
13. Members may take a printout of the votes cast through the option provided on the voting page.
14. **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting Only:** Non-individual shareholders (i.e. shareholders other than individuals, HUFs and NRIs, etc.) and Custodians are required to log on to the CDSL e-voting website and register themselves under the "Corporates" module.

    A scanned copy of the Registration Form bearing the stamp and signature of the entity shall be emailed to the CDSL helpdesk at helpdesk.evoting@cdslindia.com.

    After receiving the login details, a Compliance User shall be created using the Admin Login and Password. The Compliance User shall be able to link the account(s) for which voting is intended. The list of accounts linked to the login shall be mapped automatically and may be delinked in case of any incorrect mapping.

    It is mandatory for non-individual shareholders and Custodians to upload a scanned copy of the Board Resolution and Power of Attorney ("POA"), if any, issued in favour of the Custodian, in PDF format in the CDSL e-voting system for verification by the Scrutinizer.

    Alternatively, where the relevant Board Resolution/Authority Letter, together with the attested specimen signature(s) of the duly authorised signatory(ies), has not been uploaded in the CDSL e-voting system, the same may be sent to the Scrutinizer and the Company at [designated e-mail address], in accordance with the procedure prescribed by CDSL.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE AGM

1. The procedure for attending the AGM through VC/OAVM and e-voting during the AGM shall be the same as the login procedure prescribed above for remote e-voting.

2. The link for joining the AGM through VC/OAVM shall be available after successful login where the EVSN of the Company is displayed.

3. Members who have cast their votes through remote e-voting shall be eligible to attend and participate in the AGM but shall not be eligible to vote again during the AGM.

4. Members are encouraged to join the AGM through laptops or other suitable devices with a stable internet connection for a better experience.

5. Members are encouraged to join the AGM through laptops or other suitable devices and are advised to allow camera access and use a stable, good-speed internet connection. Members connecting through mobile devices, tablets or laptops using mobile hotspots may experience audio/video disruptions due to fluctuations in their network. Members are therefore advised to use a stable Wi-Fi or LAN connection, wherever possible.

6. Members who wish to express their views or ask questions during the AGM may register themselves as speakers by sending a request from their registered e-mail address to

revival@eragroup.in on or before Friday, 11 September 2026, mentioning their name, DP ID and Client ID/Folio Number, e-mail address and mobile number.

7. Members who do not wish to register as speakers but have queries relating to the Annual Report or the business to be transacted at the AGM may send their queries in advance to revival@eragroup.in, mentioning their name, DP ID and Client ID/Folio Number, e-mail address and mobile number. The Company shall endeavour to respond to such queries appropriately.

8. The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM.

9. Only those Members who are present at the AGM through VC/OAVM and have not cast their votes through remote e-voting and are otherwise eligible to vote shall be entitled to vote through the e-voting facility available during the AGM.

PROCESS FOR MEMBERS WHOSE E-MAIL ADDRESS/MOBILE NUMBER IS NOT REGISTERED

1. **Members holding shares in physical form:** Members are requested to register/update their e-mail address, mobile number, PAN, bank account details, nomination and other KYC details with the Company's Registrar and Share Transfer Agent in the manner and through the forms prescribed by SEBI from time to time.

2. **Members holding shares in dematerialised form:** Members are requested to register/update their e-mail address and mobile number with their respective Depository Participant(s).

3. **Individual Members holding shares in dematerialised form:** Members are requested to ensure that their e-mail address and mobile number are updated with their respective Depository Participant(s), as the same are required for accessing the e-voting and VC/OAVM facilities through the Depositories.

   For any technical assistance relating to the CDSL e-voting system or participation in the AGM through VC/OAVM, Members may contact CDSL through the helpdesk/contact details provided on its official website.

ANNEXURE - I

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to Special Businesses mentioned in the accompanying Notice

Item No. 4: Appointment of M/s Lal Ghai & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company

The Securities and Exchange Board of India ("SEBI"), vide amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that the appointment, re-appointment or removal of the Secretarial Auditor of a listed entity shall be subject to the approval of the shareholders.

Based on the recommendation of the Audit Committee, at its meeting held on August 12 2026, after considering the qualifications, experience, expertise, peer review status, independence and suitability of the proposed Secretarial Auditor, the Board recommend the appointment of M/s. Lal Ghai & Associates, Practising Company Secretaries (Firm Peer Review No. 6339/2024), as the Secretarial Auditors of the Company to conduct the secretarial audit of the Company for a term of five consecutive years commencing from FY 2026-27 to FY 2030-31.

The Board of Directors, at its meeting held on August 12, 2026, based on the recommendation of the Audit Committee, approved and recommended the appointment of M/s Lal Ghai & Associates as the Secretarial Auditors of the Company for approval of the Members.

M/s Lal Ghai & Associates have furnished their consent to act as the Secretarial Auditors of the Company and have confirmed that they are eligible for such appointment and satisfy the criteria prescribed under the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Secretarial Auditors shall conduct the secretarial audit of the Company in accordance with the provisions of the Companies Act, 2013 and the applicable SEBI Regulations and shall be paid a remuneration of ₹50,000 (Rupees Fifty Thousand Only) per annum, plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit. The proposed fee is same as compared to the fee paid to the outgoing Secretarial Auditor. In addition, they may be paid fees for certifications and other permissible services as may be approved by the Board of Directors from time to time, in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that, having regard to the experience and expertise of M/s Lal Ghai & Associates in corporate laws, securities laws and secretarial compliances, their appointment as the Secretarial Auditors of the Company is in the best interests of the Company and accordingly recommends the **Ordinary Resolution** set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5: To consider and approve the appointment of Mr. Sibanarayan Nayak (DIN: 01832348) as Whole-Time Director of the Company

The Board of Directors, at its meeting held on 11 February 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Sibanarayan Nayak (DIN: 01832348) as an Additional Director in the capacity of Whole-Time Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 ("the Act"), subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act, Mr. Nayak holds office as an Additional Director up to the date of this Annual General Meeting and is eligible for appointment as a Director of the Company. The Board considers it desirable to regularize his appointment as a Director and appoint him as the Whole-Time Director of the Company.

Pursuant to Section 196(4) of the Companies Act, 2013, the appointment and terms and conditions of appointment of a Whole-Time Director are required to be approved by the Board and are subject to approval by the Members at the ensuing general meeting.

The Nomination and Remuneration Committee, at its meeting held on August 12, 2026, after considering the qualifications, experience, expertise, responsibilities and suitability of Mr. Sibanarayan Nayak, recommended his appointment as Whole-Time Director of the Company.

The Board of Directors, at its meeting held on August 12, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved and recommended the appointment of Mr. Sibanarayan Nayak as Whole-Time Director for a period of five years with effect from February 11, 2026, subject to approval of the Members.

Mr. Nayak possesses extensive experience and expertise in the infrastructure sector and has been associated with the affairs of the Company. In view of his qualifications, knowledge, experience and continued contribution towards the management of the Company, the Board is of opinion that his regularization as Director and appointment as Whole-Time Director would be in the best interests of the Company.

The appointment is proposed in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Upon approval of the Members, Mr. Nayak shall hold office as Whole-Time Director of the Company for a period of five (5) years commencing from February 11, 2026, liable to retire by rotation, on the terms and conditions approved by the Board.

Mr. Nayak shall be entitled to remuneration of ₹12,20,133 (Rupees Twelve Lakhs Twenty Thousand One Hundred Thirty-Three only) per month, together with such increments, allowances, perquisites, benefits and other terms and conditions as may be determined by the Board of Directors from time to time, subject to the limits prescribed under the Companies Act, 2013 and other applicable laws. The certificate issued by the Statutory Auditors of the Company confirming the permissible limits of managerial remuneration under the Companies Act, 2013 is annexed to this Notice as **Annexure – III.**

The Company has received from Mr. Nayak his consent to act as a Director, declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act, and all other requisite declarations, disclosures and confirmations as required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The information required to be disclosed pursuant to the provisions of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the **Annexure-II** forming part of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval of the Members.

Except Mr. Sibanarayan Nayak and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board of Directors
For **ERA INFRA ENGINEERING LIMITED**

Sd/-
(Arunima Trigunayat)
Company Secretary
M. No. A38917

ANNEXURE – II

INFORMATION OF DIRECTORS UNDER REGULATION 36(3) AND SS-2

The Information pursuant to Regulation 36(3) of SEBI Listing Regulations, and pursuant to Clause 1.2.5 of the Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India and the provisions of Companies Act, 2013, of the person seeking appointment/re-appointment/change in terms, are as under:

Particulars	Mr. Arun Kumar Jha	Mr. Sibanarayan Nayak
DIN	07458418	01832348
Date of Birth	31.05.1965	22.06.1963
Date of first Appointment on Board	27.10.2025	11.02.2026
Age	61 years	63 years
Brief Profile/Experience/ Expertise in specific functional area	Mr. Arun Kumar Jha is a seasoned infrastructure professional with around 35 years of experience in Engineering, Procurement & Construction (EPC) and Toll Operations & Maintenance in the road sector. He has extensive experience in P&L management, project management, planning and execution of large-scale infrastructure projects, particularly in relation to NHAI and State Highway projects. He has been associated with reputed organisations including L&T IDPL, IJM and Ashoka Buildcon, among others. His areas of expertise include infrastructure development, project execution, operations and maintenance, project management and strategic business management.	Mr. Sibanarayan Nayak is an experienced infrastructure and corporate finance professional with extensive experience in infrastructure development, public-private partnership (PPP), strategic planning, project development and execution. He has held senior positions in the infrastructure sector and has experience in strategic leadership, corporate affairs, project development and financial management. His areas of expertise include infrastructure development, PPP projects, corporate finance, strategic planning and execution.
Qualifications	Bachelor's Degree in Civil Engineering from Malviya National Institute of Technology, Jaipur and Master's Degree in Transportation Engineering from Nagpur University.	B.Com. (Hons.) from Sambalpur University, Odisha; Member of the Institute of Cost Accountants of India (CMA); and Member of the Institute of Company Secretaries of India (CS)
Equity Shares hold in the Company as on 31.03.2026 • Number of Shares • Percentage	None	None

Name of other companies in which the person holds the directorship as at March 31, 2026	None	None
Membership/ Chairmanship of committees of other companies (Including listed as well as unlisted entities)	None	None
Terms and conditions of appointment/re-appointment	As set out in the Notice and Explanatory Statement	As set out in the Notice and Explanatory Statement
Remuneration last drawn, if any	₹52.90 lakh	₹20.05 lakh
Number of Board meetings attended during the year ended 31st March, 2026	3 out of 4 Board Meetings	Not Applicable

By order of the Board of Directors
For **ERA INFRA ENGINEERING LIMITED**

Sd/-
(Arunima Trigunayat)
Company Secretary
M. No. A38917

ANNEXURE - III

TO WHOMSOEVER IT MAY CONCERN

We, M/s. R C Chadda & Co LLP, the Statutory Auditors of M/s. Era Infra Engineering Limited (CIN: L74899DL1990PLC041350), having its Registered Office at B-292, Chandra Kanta Complex, Shop No. 2 & 3, Near Metro Pillar No. 161, New Ashok Nagar, New Delhi – 110096, hereby certify that based on the Audited Financial Statements of the Company for the financial year ended 31 March 2025, the Company has incurred a loss as computed under Section 198 of the Companies Act, 2013.

We further certify that the Effective Capital of the Company, based on the Audited Financial Statements for the financial year ended 31 March 2025, is ₹2,91,889.21 lakhs (exceeding ₹250 crore).

The Effective Capital has been computed as under:

Particulars	**Amount (₹ in Lakhs)**
Paid-up Share Capital	245.00
Other Equity	4,00,038.18
Long-term Loans	31,799.57
Less: Investments	(1,40,193.54)
Effective Capital	**2,91,889.21**

Accordingly, in terms of Schedule V (Part II, Section II) of the Companies Act, 2013, the maximum permissible yearly remuneration payable by the Company is as under:

1. **Managerial Person**
• Fixed limit: ₹120 lakhs per annum
• Plus 0.01% of Effective Capital in excess of ₹250 crore: ₹26.67 lakhs per annum
• **Total permissible remuneration: ₹146.67 lakhs per annum**

2. **Other Director (Non-Executive Director)**
• Fixed limit: ₹24 lakhs per annum
• Plus 0.01% of Effective Capital in excess of ₹250 crore: ₹26.67 lakhs per annum
• **Total permissible remuneration: ₹50.67 lakhs per annum**

We further certify that, in cases governed by Schedule V (Part II, Section II) of the Companies Act, 2013, no overall ceiling is prescribed on aggregate managerial remuneration and the aforesaid limits apply on a per-person basis.

This certificate is issued at the request of the Company for such purposes as may be required under the provisions of the Companies Act, 2013.

For R C Chadda & Co. LLP
Chartered Accountants
FRN: 003151N/N500011
Sd/-
(Rakesh Chander Chadda)
Partner
M. No. 081987

UDIN: 26081987SWUPMG2583
Date: 03.02.2026
Place: New Delhi