

## APEX BUILDSYS LIMITED

(FORMERLY ERA BUILDSYS LIMITED)

Regd. Office: B-39, Ground Floor, Friends Colony (West), New Delhi-110065

Ph: +91 120 4145000; Fax: +91 1204145030

Website: [www.eragroup.co.in](http://www.eragroup.co.in); email: [ebi@eragroup.in](mailto:ebi@eragroup.in)

CIN: L45400DL1993PLC051603

### NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF APEX BUILDSYS LIMITED (FORMERLY ERA BUILDSYS LIMITED ) WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF DECEMBER, 2015 AT 5:00 P.M. AT EXECUTIVE CLUB, 439, VILLAGE SHAHOORPUR P.O. FATEHPUR BERI, NEW DELHI-110074, TO TRANSACT THE FOLLOWING BUSINESS:

#### ORDINARY BUSINESS:-

- To consider and adopt:
  - the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
  - the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
- To appoint a director in place of Mr. Amit Bharana (DIN 01291420), who retires by rotation and being eligible, offers himself for re-appointment.
- To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions if any of the Companies Act, 2013 and the Rules made there under and the Listing Agreement with the Stock Exchange, pursuant to the recommendations of the Board of Directors and pursuant to the resolution passed by the members at the AGM on 30<sup>th</sup> December, 2015, the appointment of P.C. Bindal & Co., Chartered Accountants as the auditors of the Company to hold office till the conclusion of the 25<sup>th</sup> AGM of the Company to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the Audit Committee in consultation with the auditors, as may be agreed upon between the auditors and the Board of Directors."

#### SPECIAL BUSINESS:-

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for regularization of Additional Director, Mr. Hem Singh Bharana:-

**"RESOLVED THAT** Mr. Hem Singh Bharana, who was appointed as an Additional Director with effect from March 10, 2015 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."
- 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. Mast Ram:-

**"RESOLVED THAT** Mr. Mast Ram (DIN 07355989), who was appointed as an Additional Director with effect from 02<sup>nd</sup> December, 2015 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."
- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of Mr. Mast Ram 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 Clause 49 of the Listing Agreement with Stock Exchange(s), Mr. Mast Ram (DIN 07355989), be and is hereby appointed as an Independent Director of the Company from 30<sup>th</sup> December, 2015 till 29<sup>th</sup> December, 2020 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."
- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution for debt restructuring:-**

**"RESOLVED THAT** in accordance with the provisions of Section 62 and other applicable provisions, if any, of the Companies Act 2013 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of Chapter VII – "Preferential Issue" and Other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as "ICDR Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall be deemed to include any committee(s) thereof constituted or to be constituted by the Board of Directors to exercise its powers, including the powers conferred by this resolution and hereinafter referred to as the "Board") on the terms and conditions contained in the Restructuring Agreement (hereinafter referred to as the "Restructuring Agreement"), such terms and conditions to provide, inter alia, for an option to the Lender to convert the whole or part of the outstanding amount of the Secured Obligations (whether then due or payable or not), into fully paid up equity shares of the Company at par and subject to applicable law and in the manner specified in a notice in writing to be given by the Lender to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the terms and conditions of the Restructuring Agreement inter alia includes:

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

**RESOLVED FURTHER THAT** under the provisions of the RBI's guideline on Strategic Debt Restructuring Scheme dated June 8, 2015 and other extant laws/ regulations, the Lender shall have an option to invoke/ undertake a Strategic Debt Restructuring whereby it has the option to convert the entire loan (including unpaid interest and other amounts due) or part thereof, into shares of the Company in the event the Company is not able to achieve the viability milestones and/or adhere to critical conditions as stipulated in the Lender's restructuring package/ decided in Joint Lenders Forum to the Lenders satisfaction. The Company shall also obtain necessary approvals/ authorizations, as required under extant laws/ regulations, to enable the Lender to exercise the said option and take all necessary steps in accordance with law effectively.

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to issue, offer and allot the equity shares to the Lender on such terms and conditions as provided in the Restructuring Agreement /Financing Documents and the number of equity shares for conversion of the said portion of the Facility as may be desired by the Lender.

**RESOLVED FURTHER THAT** the terms of (i) Restructuring Agreement; (i) the Financing Documents, and (ii) all other documents required in connection with the Restructuring Agreement / Financing Documents and the transactions contemplated therein, be and are hereby approved by the Company.

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid warrants and listing of the shares on conversion with the stock exchange(s), to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT**, subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company, with power to delegate to any Authorised Signatories/Official of the Company to give effect to this resolution."

By Order of the Board of Directors  
For Apex Buildsys Limited

(Gaurav Rajoriya)  
Company Secretary

Noida, December 02, 2015

**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. 4-7 of the Notice is attached.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> December, 2015 to 30<sup>th</sup> December, 2015 (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 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, 3<sup>rd</sup> 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. 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. 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 hereby clarified 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](http://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](http://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) <ul style="list-style-type: none"> <li>• 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 Sequence no. if applicable is printed below the attendance slip.</li> <li>• 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.</li> </ul>
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 account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

(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 APEX BUILDSYSLIMITED 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](mailto: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](mailto: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.
- (xviii) The voting period begins on Sunday, 27<sup>th</sup> December, 2015 from 9:00 a.m. and ends on Tuesday, 29<sup>th</sup> December, 2015 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 23<sup>rd</sup> December, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) 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.
- (xxi) 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.
- (xxii) 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.
- (xxiii) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 25<sup>th</sup> AGM scheduled to be held on Wednesday, 30<sup>th</sup> day of December, 2015. 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](http://www.eragroup.co.in) and on the website of CDSL, within two days of passing of the resolutions at the 25<sup>th</sup> AGM and the results shall also be communicated to the Stock Exchanges.

11. Details of Directors as required under clause-49 of the Listing Agreement are given as under:

Name of Directors	Mr. H.S. Bharana	Mr. Mast Ram	Amit Bharana
Date of Birth	20.09.1959	20.12.1959	17.10.1981
Date of Appointment	10.03.2015	02.12.2015	29.09.2008
Expertise in Specific Areas	Mr. H S Bharana has more than two decades of experience in the field of infra structure industry	Mr. Mast Ram is having an experience span of over 20 years in the corporate legal field. He has rich experience in Industrial Relations, Financial Discipline, Corporate Management, Legal Advisory & Compliance Services, other corporate & legal fields and has a good command over these functions.	Mr. Amit Bharana has worked with various service industries.
Qualifications	Civil Engineer	FCS, Masters in Economics	BBA (Hons.) from Thames Valley University UK and MBA from Central Queensland University, Australia and also holds Diploma in Import and Exports Management from Foreign Trade Development Centre, New Delhi.
Directorship in other Companies as on 02.12.2015:-	Era Infra Engineering Limited HI Point Investment and Finance Pvt. Ltd. West Haryana Highways Projects Pvt. Ltd. ARK Vidyut Urja Ltd. ARK Transmission & Distribution Ltd. Era Energy Ltd. Era Khandwa Power Ltd. Haridwar Highway Projects Ltd. Bareilly Highway Projects Ltd. Dehradun Highways Projects Ltd.	Era Infra Engineering Limited	Voice Realtech Pvt. Ltd. Voice Builders Pvt. Ltd. Jamvant Estates Pvt. Ltd. Bhisham Infrastructure Pvt. Ltd. Pawan Doot Estate Pvt. Ltd. Impulse Probuild Pvt. Ltd. Xema Infrastructure Pvt. Ltd. West Haryana Highways Projects Pvt. Ltd. Era Housing And Developers India Ltd. Buniyad Dwelling Pvt. Ltd.
* Other Committee Membership / Chairmanship	Audit Committee and Nomination and Remuneration committee member in following Companies as on 02.12.2015:- West Haryana Highways Projects Pvt. Ltd. Haridwar Highway Projects Ltd. Bareilly Highway Projects Ltd. Dehradun Highways Projects Ltd.		<b>AUDIT COMMITTEE: Member</b> West Haryana Highways Projects Pvt. Ltd.
Shareholding in the Company as at 31.03.2015	19,90,895	Nil	11,800

\*Only two committees namely, Audit Committee and Shareholders/ Investor Grievance Committee have been considered.

### Important Communication to Members

The new Companies Act, 2013 ('the Act') effective from 01<sup>st</sup> 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 **Apex Buildsys Limited**

**(Gaurav Rajoriya)**  
Company Secretary

Noida, December 02, 2015

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

##### Item No. 4:-

Mr. H S Bharana was appointed as an Additional Director w.e.f. 10.03.2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. H S Bharana candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. H S Bharana on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption. None of the Directors, except Mr. H S Bharana and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company in the said resolution. The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

##### Item No. 5 & 6:

As per the provisions of Section 149 (4) of the Companies Act, 2013 (the Act) which has come into force with effect from 01<sup>st</sup> 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 Company and pursuant to Clause 49 of Listing Agreement entered with the Stock Exchanges, appointed Mr. Mast Ram as an Additional Director in category Independent Director on 02.12.2015 to hold office up to the date of the ensuing Annual General Meeting.

Above Director has 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 Clause 49 of the Listing Agreement with Stock Exchanges. 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. 11 of the notice.

The Board recommends the passing of the Resolution set forth at item No. 4 of the accompanying Notice as Ordinary Resolution.

None of the Directors (except one being appointed), Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

##### Item No. 7:

The operations of the Company had come under strain due to various internal and external reasons hence; the Company has requested ICICI Bank Limited (the "Lender") for debt restructuring.

The ICICI Bank has agreed to restructure the Facilities mentioned below sanctioned wide credit arrangement letter no. CAL no. 45/CBGDEL/78330 dated 31.12.2014:-

FACILITY	RS. IN MILLION
FUND BASED	OVERALL LIMITS
RUPEE TERM LOAN (RTL 1)	579.3
RUPEE TERM LOAN (RTL 2)	170.0
RUPEE TERM LOAN (RTL 3)	150.0
Cash Credit	76.2
FITL 1	40.0
FITL 2	160.0
WCTL	23.8
TOTAL	1199.3

Further ICICI Bank has also sanctioned wide letter no. 56/SSGDEL/84911 dated 25th June, 2015 hereinafter referred to as the "Sanction Letter" on the terms and conditions set out in the letter of sanction, details of which are provided as follows:

FACILITY	RS. IN MILLION
NON FUND BASED	OVERALL LIMITS
BANK GUARANTEE	44.1
TOTAL:	44.1

Further in accordance with the provisions of Section 62 and other applicable provisions, if any, of the Companies Act 2013 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of Chapter VII – "Preferential Issue" and Other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as "ICDR Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), etc., approval, of shareholders is required by way of special resolution for aforesaid conversion of loan into equity shares.

For the restructured facility, The ICICI Bank shall have a right to convert entire/ part of defaulted interest and and entire /part of defaulted principal into equity as per SEBI guidelines. The ICICI Bank shall also have right to convert into equity upto 20% of the term debt outstanding beyond 7 years as per SEBI guidelines / loan covenants whichever is applicable.

As regards WCTL and FITL the conversion option would be available at anytime during the restructuring period.

In the event the lenders or any of the lenders exercises its right to sell the shares issued in terms of the conversion, the first right of refusal to buy back shares would be offered to the promoters.

The similar conditions have also stipulated by ICICI bank for the facility sanctioned vide letter no. 56/SSGDEL/84911 dated 25<sup>th</sup> June, 2015

The Board recommends the passing of the Resolution set forth at item No. 7 of the accompanying Notice as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise except to the extent of their shareholding in the Company, in this resolution.

By Order of the Board of Directors  
For **Apex Buildsys Limited**

**(Gaurav Rajoriya)**  
Company Secretary

Noida, December 02, 2015

FORM- MGT-11  
23<sup>rd</sup> 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]

**APEX BUILDSYS LIMITED**

[Formerly Era Buildsys Limited]

**Regd. Office:** B-39, Ground Floor, Friends Colony (West), New Delhi-110065

Ph: +91 120 4145000; Fax: +91 1204145030, Website: www.eragroup.co.in, email: ebl@eragroup.in

**CIN: L45400DL1993PLC051603**

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

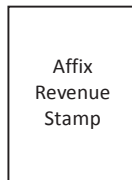
3. Name : ..... E-mail Id : .....

Address : ..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual general meeting of the company, to be held on Wednesday, the 30<sup>th</sup> day of December, 2015 at 5:00 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**	
		For	Against
<b>Ordinary Business</b>			
1.	(a) the audited financial statement of the Company for the financial year ended March 31, 2015, 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, 2015.		
2.	To appoint a director in place of Mr. Amit Bharana, who retires by rotation and being eligible, offers him for re-appointment.		
3.	To Appoint Auditors of the Company		
<b>Special Business</b>			
4.	Regularization of Additional Director, Mr. Hem Singh Bharana.		
5.	Regularization of Additional Director, Mr. Mast Ram.		
6.	Appointment of Mr. Mast Ram as Independent Director for five years.		
7.	To Issue of Equity Shares on Preferential Basis on Conversion of whole or part of the Loan Facilities availed from the Banks		

Signed this.....day of.....2015



.....  
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.

# APEX BUILDSYS LIMITED

[Formerly Era Buildsys Limited]

Regd. Office: B-39, Ground Floor, Friends Colony (West), New Delhi-110065

Ph: +91 120 4145000; Fax: +91 1204145030

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

CIN: L45400DL1993PLC051603

## ATTENDANCE SLIP

### 23<sup>rd</sup> 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 23<sup>rd</sup> Annual General Meeting of the Company held at Executive Club, 439, Village Shahoorpur P.O. FatehpurBeri, New Delhi-110074 on Wednesday, December 30, 2015 at 5:00 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.

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## ELECTRONIC VOTING PARTICULARS

23<sup>rd</sup> Annual General Meeting

Date: 30 December, 2015

EVSN (E-Voting Sequence Number)	USER ID	Sequence No.
151204009		

**NOTE:**

Please read the instructions printed under note no. 10 to the Notice of the 23<sup>rd</sup> Annual General Meeting. The E-voting will commence on Sunday, 27<sup>th</sup> December, 2015 from 9:00 a.m. and ends on Tuesday, 29<sup>th</sup> December, 2015 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

