



Ahluwalia Contracts (India) Limited

Regd. Office : Ahluwalia House, 4, Community Centre, Saket, New Delhi-110017
Corporate Office : Plot No. A-177, Okhla Industrial Area, Phase-I, New Delhi-110020

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **Extraordinary General Meeting** of the Members of **Ahluwalia Contracts (India) Ltd.** will be held on Monday the 9th Day of December 2013 at 4.00 p.m. at Ahlcon Public School, Mayur Vihar, Phase-I, Delhi - 110091 to transact the following business:

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 81(1), 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (as amended or re-enacted) and notified provisions of Companies Act, 2013 and any other law for the time being in force and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendments thereof, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999 and rules and regulations issued therein as amended from time to time, directions issued by the Reserve Bank of India (**“RBI”**), the listing agreements entered into by the Company with BSE Limited, the National Stock Exchange of India Limited, Jaipur Stock Exchange Limited, Delhi Stock Exchange Limited and The Calcutta Stock Exchange Limited (together the **“Stock Exchanges”**) on which the equity shares of the Company are listed and subject to the requisite approvals, permissions and sanctions including those of the lenders of the Company, the Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges, RBI, Foreign Exchange Promotion Board (**“FIPB”**), Competition Commission of India (**“CCI”**), Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities and which may be agreed by the board of directors of the Company (**“Board”**), which term shall include any other committee of the Board or any person(s) authorized by the Board or its committee for such purposes, the consent and approval of the shareholders of the company be and is hereby accorded to the Board to create, offer, issue and allot such number of equity shares of the Company of face value of Rs.2.00 each (**“Equity Shares”**), by way of a Rights Issue to the existing equity shareholders of the Company whose name appears in the register of members on the record date for an amount not exceeding Rs.50.00 Crores, including share premium, subject to the approval of the shareholders of the Company and on such other terms and conditions as may be mentioned in the letter of offer to be issued by the Company in respect of the Rights Issue including:

1. The full amount of Rs. 2/- per share and premium shall be payable along with the application for such shares in the prescribed application form of the Company.
2. The offer aforesaid includes a right exercisable by the persons to renounce the Equity Shares now being offered in favor of any other person(s) provided such renunciation is made before the closing of the Rights Issue.
3. The Board/ Rights Issue Committee shall have the sole discretion to deal with the unsubscribed portion of the Rights Issue on such terms and conditions as they think most beneficial to the Company.
4. The Equity Shares as aforesaid to be issued and allotted pursuant to Rights Issue shall rank pari passu in all respects with the existing Equity Shares, including entitlement of dividend except as may be otherwise provided pursuant to the terms of the Rights Issue in any of the issue documents.”

“RESOLVED THAT the any directors and Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things etc., as may be necessary or expedient in this connection including but not limited to negotiating, approving and executing undertakings, letters, documents, forms, power of attorneys, regulatory filings and intimations to be filed with any regulator and such other documents which maybe required and to seek approvals (if any) of relevant authorities and to approve, sign, execute, issue notice convening the meeting of the shareholders authorizing the issue of the shares under the Rights Issue and to comply with all requirements of the Companies Act, 1956 and the notified provisions of the Companies Act, 2013 (i.e. notified provisions of the Companies Act, 2013 will substitute the corresponding provisions of the Companies Act, 1956) and all other applicable laws and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Rights Issue, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a special committee constituted/ to be constituted by the Board or any other officer or officers of the company to give effect to the aforesaid resolution.”

REGISTERED OFFICE
4, Community Centre,
Saket, New Delhi-110017

By order of the Board
For Ahluwalia Contracts (India) Ltd.

Date: 25.10.2013
Place: New Delhi

Sd/-
(Vipin Kumar Tiwari)
GM (Corporate) & Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ her self and such proxy need not be a member of the company. proxies in order to be effective, must be received by the company at its registered office not less than, 48 hours before the commencement of the meeting. blank proxy form is enclosed.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 In respect of Item No 1 is annexed hereto.
3. The notice is being sent to all the members by post, whose name appear in the register of members/record of depositories as on 8th November, 2013.
4. The members whose name appears in the register of members/record of depositories as on 29th November, 2013 will be considered for voting.
5. Members having multiple accounts in identical names or joint accounts in same order are requested to intimate the Company the ledger folio of such accounts to enable the Company to consolidate all such shareholdings into one account and send the relevant share certificate.
6. Members who hold shares in dematerialised form are requested to bring their identity card and depository participant identity card number for easy identification of attendance at the Meeting.
7. Members/proxies are requested to bring the admission slip duly filled to the meeting.
8. Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-meterialised form for investors. Members who have not yet got their shares de-meterialised, are requested to opt for the same in their own interest and send their certificate through depository participant(s) with whom they have de-meterialised account directly or through the registrar & transfer agent of the Company namely **LINK INTIME INDIA PVT. LTD. (RTA)**, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi-110 028 Tel. no. : 011-41410592-94, Fax no. : 011-41410591 e.mail:**delhi@linkintime.co.in**
9. The website of your Company is www.acilnet.com where you can find more information about the Company, its subsidiaries. The details of various services being provided to the investors, guidance and procedure to be followed by the investors in respect of transfer, transmission and transposition of shares, dematerialization and re-materialization of shares, quarterly, half yearly and annual results etc. are available at the page of financial results and news alert for investors service centre. (**cs.corpoffice@acilnet.com & investor_relations@acilnet.com**)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following explanatory statement set out all the material facts:

The equity shares of nominal value of Rs. 2/- each of the Company are currently listed on BSE Limited, the National Stock Exchange of India Limited, Jaipur Stock Exchange Limited, Delhi Stock Exchange Limited and The Calcutta Stock Exchange Limited.

In view of the positive trends in the civil engineering, construction / building construction business and the expansion of the business of the company, by way of building construction of residential/ commercial complex/ hotel/ hospital shopping malls and other government construction contract activities at various metro cities/ town and states, of and repayment of debt / pre-payment, in full or in part, of certain loans availed by the company and for general corporate purposes. Your board of directors proposed to raise funds through further issue of capital by way of a sum of a sum not exceeding Rs.50.00 Crores

Your board of directors ("Board") considers it advisable to raise funds through existing shareholders, in case the rights issue is not fully subscribed the Board may dispose the declined shares in such manner which is not disadvantageous to the shareholders of the Company.

Some of the directors/key managerial personnel's of the Company and their relatives may be deemed to be concerned or interested in this item of business to the extent the shares may be offered to and/or subscribed for by them or any company or body corporate of which they are the directors or shareholders. It was also noted that Mr.Arun K Gupta & Mr.S.K.Chawla, Independent Director of the Company (Excluding Promoters) is a member of the Company.

The Board of your Company recommends this special resolution for your approval.

REGISTERED OFFICE
4, Community Centre,
Saket, New Delhi-110017

Date: 25.10.2013
Place: New Delhi

By order of the Board
For Ahluwalia Contracts (India) Ltd.

Sd/-
(Vipin Kumar Tiwari)
GM (Corporate) & Company Secretary



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PROXY FORM

I/We.....being Member(s)
of Ahluwalia Contracts (India) Ltd hereby appoint.....of
.....or failing him/her.....
s/o or w/o.....in the district of.....as my/our
proxy to attend and vote for me us on my/our behalf at the extra-ordinary General Meeting of the Company to be held on Monday
the **9th day of December, 2013 at 4.00 p.m. at Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091** and any adjournment
thereof.

Place :

Date:

Affix
Rs.1.00
Revenue
Stamp

Signature:

Folio No./DPID & Client ID	
No. of Shares	
Name	
Address	

Notes: The Proxy in order to be valid, must be deposited at Corporate Office of the Company duly stamped, complete and signed, not less than 48 hours before the time fixed for the meeting. The Proxy duly signed across Rs. 1 revenue stamp should reach the Company.



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ATTENDANCE SLIP

I hereby record my presence at the extra-ordinary General Meeting of the Company to be held on Monday the **9th day of December, 2013 at 4.00 p.m. at Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091.**

Folio No./DPID & Client ID	
No. of Shares	
Name of Shareholder/Proxy	
Address	

.....
Signature of the Shareholder/ Proxy

Book Post



if undelivered, please return to:-

Ahluwalia Contracts (India) Limited

Regd. Office: Ahluwalia House, 4 Community Centre,
Saket, New Delhi - 110017

Tel : 91-011-40504529, 26852036, Fax : 91-011-40504553

E-mail : mail@acilnet.com, Webside : www.acilnet.com