



Ahluwalia Contracts (India) Limited

ENGINEERING ♦ DESIGNING ♦ CONSTRUCTION

Corporate Office : A-177, Okhla Industrial Area, Phase-I,

New Delhi - 110020

Phone : 011-49410500, 502, 599, Fax : 011-49410553

E-mail : mail@acilnet.com Website : www.acilnet.com

Speed-Post/Courier

Date: 11-12-2013

To,

Asst. General Manager (Corporate Services)

BSE Limited

25th Floor, P.J.Towers

Dalal Street, Mumbai - 400001

Phone : 022-22721233-34

Fax: 022- 2272 3121 / 2272 2037 / 2272 2061

2272 2039 / 2272 3719

2272 1278 / 2272 1557

Asst. Vice President - Listing,

National Stock Exchange of India Ltd.

5th Floor, Exchange Plaza,

Bandra Kurla Complex ,

Bandra (East) Mumbai- 400051

Ph. No. : 022-26598235-236-26598346,

Fax. No.: 022-26598237-38, 26598347-48

Dear Sir/Madam,

Sub. : Minutes of Extra-Ordinary General Meeting of ACIL BSE Scrip Code- 532811 & NSE: AHLUCONT

Please find enclosed herewith Minutes of the Extra-Ordinary General Meeting of the Company held on 9th, December 2013.

Kindly take the same on your record and oblige and update with BSE & NSE website.

Yours faithfully,

for Ahluwalia Contracts (India) Ltd.

(Vipin Kumar Tiwari)

GM (Corporate) & Company Secretary

Copy to:



1	The Company Secretary, Delhi Stock Exchange Ltd. , DSE House, 3/1 Asaf Ali Road, New Delhi – 110002, Phone: 011-46470033 Fax No. : 011-46470053-54	2	Manager (Listing), Jaipur Stock Exchange Ltd, Stock Exchange Building, Jawahar Lal Nehru Marg, Malviya Nagar, Jaipur - 302017 Ph.: 0141-2729100 Fax: 0141-2729082
3	Manager (Listing), Calcutta Stock Exchange Ltd , 7, Lyons Range, Kolkata – 700001, Ph.: 033-22104470-4477, 4468 Fax : 033-22102223, 4500, 22102210		



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MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON THURSDAY , THE 9TH , DAY OF DECEMBER 2013 AT 4.00 P.M AT THE AHLCON PUBLIC SCHOOL, MAYUR VIHAR, PHASE- I, DELHI - 110091

PRESENT:

1	Mr. Bikramjit Ahluwalia	Chairman & Managing Director
2	Mr. Shobhit Uppal	Dy. Managing Director
3	Mr. Vikaas Ahluwalia	Whole Time Director
4	Mr. Vinay Pal	Whole Time Director
5	Mr. Arun K Gupta	Independent Director
6	Mr. S K Chawla	Independent Director

IN ATTENDANCE

1	Mr. S.K.Sachdeva	Chief Financial Officer (cfo)
2	Mr. Vipin Kumar Tiwari	Company Secretary

MEMBERS

442 members (in person)
7 members (by proxy)

1. CHAIRMAN OF THE MEETING

Mr. Bikramjit Ahluwalia took the Chair

2. QUORUM

Requisite quorum being present, the Chairman called the meeting to order. With the permission of the members, the notice convening the meeting together with explanatory statement annexed to it was taken as read.

3. TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

FURTHER ISSUE OF EQUITY SHARES TO EXISTING SHAREHOLDERS BY WAY OF RIGHT ISSUE U/S 81 (1) & (1A) OF THE COMPANIES ACT, 1956 OF RS. 50.00 CRORES.

PEROPOSED BY Mr. Rakesh Gupta & Client ID No 1201410000010225





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SECONDED BY Mr. Lokesh Gupta & Client ID No 1304140001647317

“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.

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

Tele-Fax : 91-11-2685 2036





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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 may be 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.”

4. VOTE OF THANKS

There being no other matter for consideration by the shareholders, the Extra Ordinary General Meeting concluded with a vote of thanks to the members.



Sd/-
CHAIRMAN
(BIKRAMJIT AHLUWALIA)