

## AHLUWALIA CONTRACTS (INDIA) LIMITED.

Regd. Office: A-177, Okhla Industrial Area, Phase-I, New Delhi – 110020

CIN: L45101DL1979PLC009654

# NOTICE

To the Shareholders,

Notice is hereby given that the 35th Annual General Meeting of the Members of Ahluwalia Contracts (India) Limited will be held on Tuesday, 30th day of September 2014 at 4.00 p.m. at **Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091** to transact the following businesses:

### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended March 31, 2014, together with the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Bikramjit Ahluwalia (DIN: 00304947) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company, and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Pursuant to Section 139 and other applicable provisions of Companies Act, 2013, M/s. Arun K. Gupta & Associates, Chartered Accountants [Registration No.000605N] be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 35th Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company (Subject to ratification of their appointment at every AGM) at a remuneration to be fixed by the Board or Audit Committee and reimbursement of out of pocket expenses incurred in connection with the audit.”

### SPECIAL BUSINESS:

4. **TO APPOINT MR. ARUN KUMAR GUPTA (DIN: 00371289), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH**

**OR WITHOUT MODIFICATIONS (S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Arun Kumar Gupta (DIN: 00371289), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as independent director of the Company w.e.f. 01st April, 2014, to hold office for five consecutive years for a term up to 31st March, 2019.”

5. **TO APPOINT MR. SURINDER KUMAR CHAWLA (DIN: 00048001), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS (S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Surinder Kumar Chawla (DIN: 00048001), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as independent director of the Company w.e.f. 01st April, 2014, to hold office for five consecutive years for a term up to 31st March, 2019.”

**6. TO APPOINT DR. SUSHIL CHANDRA (DIN: 00502167), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS (S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Sushil Chandra (DIN: 00502167), in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as independent director of the Company w.e.f. 01st April, 2014, to hold office for five consecutive years for a term up to 31st March, 2019.”

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

**(Vipin Kumar Tiwari)  
GM (Corporate) & Company Secretary  
ACS No.: 10837**

**REGISTERED OFFICE**

**A-177, Okhla Industrial Area**

**Phase-I, New Delhi-110020**

**Date: 14.08.2014**

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 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 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 a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
5. In case of joint holders attending the Meeting, only such a joint holder who is higher in the order of names will be entitled to vote.
6. For the convenience of the Members, attendance slip is enclosed elsewhere in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
7. All the documents referred in the Notice, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are open for inspection, during the business hours, at the Registered Office of the Company up to and including the date of Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from Tuesday, September 23, 2014 to Tuesday, September 30, 2014, both days inclusive.
9. While Members holding shares in physical form may



write to the Company for any change in their address and bank mandates, Members having shares in electronic form may inform any change in address and bank details to their depository participant(s) immediately so as to enable the Company for further correspondence with the members.

10. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
11. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
12. In order to provide protection against fraudulent encashment of dividend warrants, Members holding shares in physical form are requested to provide their bank account number, name and address of the bank/branch to enable the Company to incorporate the same in the dividend warrant.
13. All unclaimed/unpaid dividend up to the financial year ended on March 31, 2006 and 31st, March 2007 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205A of the Companies Act, 1956 (corresponding Section 124 of Companies Act, 2013) of ₹ 87,596/. Members who have not so far en-cashed dividend warrant(s) for the financial year ended March 31, 2007 and thereafter are requested to approach the Company by writing a letter to the Company at Registered Office address, immediately. As on March 31, 2014, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2007 to 2014 is ₹ 541738.70

#### 14. PAYMENT OF UN-PAID/ UNCLAIMED DIVIDEND

The members are hereby informed that the Company would transfer the unpaid / unclaimed dividends, which remain unclaimed for a period of 7 years, to the Investor Education and Protection Fund (IEP FUND) constituted by the Central Government under section 205C of The Companies Act, 1956.

The following are the details of dividends declared by the Company and Last date for claiming unpaid Dividend.

Sl.	Financial Year	Date of Declaration of dividend	Last date for claiming unpaid Dividend
1	2006-2007 – Final	29/09/2007	04/11/2014
2	2007-2008	30/09/2008	05/11/2015
3	2008-2009	30/09/2009	05/11/2016
4	2009-2010	17/09/2010	23/10/2017
5	2010-2011	30-09-2011	05/11/2018

In view of the above, the shareholders are advised to send their requests for payment of unpaid dividend pertaining to the years 2006-07 to 2010-11 to The Share Transfer Agent at New Delhi for Revalidation of Dividend Warrants/Demand Drafts before the last date for claiming un-paid dividend.

Once the unpaid/ unclaimed dividend is transferred to IEPF, no claim shall lie against the Company / Registrar & Transfer Agent (RTA) in respect of such amount by the members.

Investors holding shares in physical form are advised to forward the particulars of their bank account, name, branch and address of the bank to the Share Transfer Agent immediately, if not sent earlier, so as to enable them to update the records.

15. The Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
16. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed there under, the Company may send notice of general meeting, directors' report, auditors' report, audited financial statements in electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form,

Members are requested to inform their e-mail IDs to the Company.

17. Electronic copy of the Notice of the 35th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode.
18. As per Section 101(1) read with Rule 18 of the Companies (Management and Administration) Rules, 2014 on Green initiative, the Company will send Annual Report along with other documents through emails to all members, who have registered their email address with the depository and physical hard copies will be dispatched to others. In case any member desires to get hard copy of Annual Report, they can write to Company at registered office address or email at cs.corpoffice@acilnet.com.
19. Voting through electronic means In compliance with provisions of Section 108 of the Companies Act, 2013 and applicable Rule(s) of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

### 1. VOTING INSTRUCTIONS THROUGH E-VOTING (ELECTRONIC)-

The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically and the business may be transacted through electronic voting system

#### The 'Step-by-Step' procedure and instructions for casing your vote electronically are as under:

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "Shareholders" tab.

- iii. Now, select the "AHLUWALIA CONTRACTS (INDIA) LIMITED" from the drop down menu and click on "SUBMIT"
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field</li> <li>• Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.



- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Ahluwalia Contracts (India) Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com>

[www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporates.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> [www.evotingindia.co.in](http://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.

## 2. In case of members receiving the physical copy:

- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - ii. The voting period begins on 24th September, 2014 at 9.30 A.M. and ends on 26th September, 2014 at 6:30 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 viz. 29/8/14 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - iii. 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
20. The Board of Directors has appointed Mr. Santosh Kumar Pradhan, Practising Company Secretary as a Scrutinizer to scrutinize the e-Voting process & the poll process in a fair and transparent manner.
  21. 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 employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.

22. The Result declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.acilnet.com](http://www.acilnet.com)) and on CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) within two (2) working days of passing resolutions and would also be communicated to the BSE Limited and the National Stock Exchange of India Limited.
23. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS / Regional ECS / National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies or their registrar & share transfer agents (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode, the companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company / its RTA to facilitate necessary payments through electronic mode.
24. The result declared along with Scrutinizer Report shall be placed on the company website [www.acilnet.com](http://www.acilnet.com) and on the website of CDSR within two days of the passing of the resolution at the 35th Annual General Meeting of the Company on 30th Day of September, 2014 and communicated to the BSE Ltd and National Stock Exchange of India Ltd, Delhi Stock Exchange Ltd, Kolkata Stock Exchange Ltd and Jaipur Stock Exchange Ltd also.
25. Brief Profile of Director to be appointed as Independent Director is given Below:

**Mr. Arun Kumar Gupta** (Independent Director), aged 66 years is a Chartered Accountant by profession. He joined the Board of the Company on 28.08.2000. He is a fellow member of ICAI and ICWAI and was also nominated the central council of the ICAI for the period 1992-1995. He has been involved in providing management consultancy services to many companies for the past few years. He is having a long standing experience of more than three decades in various subjects relating to tax planning, corporate re-structuring, management information system and company law matters.

He is Chairman of Audit Committee, Member of Nomination & Remuneration Committee, Member of CSR Committee and Member of Stakeholders & investor Grievances Committee.

He holds Directorship in following companies:

- Ahlcon Parenterals (India) Ltd.

**Mr. Surinder Kumar Chawla** (Independent Director), aged 74 years is retired Civil Engineer by profession. He holds a bachelor's degree in civil engineering from Indian Institute of Technology, Kharagpur. He has been awarded the Asiad Jyoti Award by the Hon'ble President of India for distinguished and meritorious service for the successful organization and conduct of the IX Asian Games held in New Delhi in the year 1982. He has about 35 years of experience in handling construction projects. He is an engineer by profession and has been associated with various government departments. He has retired as a director of the central public works department, New Delhi, where he was mainly responsible for construction management of time bound projects. He is also a member of the National Committee of the Supreme Court of India on Urban Solid Waste Management for Class- I cities in India. He has vast experience in construction and engineering activities.

He is Member of Audit Committee, Chairman of Nomination & Remuneration Committee and Chairman of Stakeholders & Investor Grievances Committee.

**Dr. Sushil Chandra** (Independent Director) aged 76 years is a Management Consultant. Dr. Sushil Chandra holds a doctorate of philosophy in Sociology. He has been corporate advisor of State Bank of India, ERA Group, DS Group, ITC- Bhadrachalam petro products Limited and council member of National Bank for Agriculture and Rural Development. He has done international consulting assignments for International Labour Organization, Bangkok, the United Nations Asian and Pacific Development Administration Centre, Kualampur, Asian Regional Project for Labour and Manpower Administration and Iraq National Oil Company, Baghdad.]

He is Member of Audit Committee, Member of Nomination & Remuneration Committee, Member of CSR Committee and Member of Stakeholders & Investor Grievances Committee.

## 26. COMPANY ON THE NET

The website of your company is [www.acilnet.com](http://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. (investor\_relations@acilnet.com)

## 27. SHARE TRANSFER AGENT

LINK INTIME INDIA PVT. LTD. (RTA)  
44, Community Centre,  
Naraina Industrial Area, Phase- I  
New Delhi - 110 028  
Tel. No.-011-41410592-94 Fax No. - 011-41410591  
e.mail: delhi@linkintime.co.in

## 28. MEMBERS ARE REQUESTED TO:

Send their queries, if any, to reach the Company's Corporate Office at New Delhi at least 10 days before the date of the Meeting so that information can be made available at the meeting.

- i. All documents referred in the notice are open for inspection at the Registered Office of the company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the Annual General Meeting.
- ii. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting. 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.
- iii. Shareholders are requested to bring their copy of Annual Report to the meeting.
- iv. Shareholders are requested to intimate immediately the change in address, if any, to the Company's Registrar and Share Transfer Agent (RTA) M/s Link Intime India Pvt. Ltd. 44, Community Centre, Naraina Industrial Area Phase- I, New Delhi - 110028. Those who are holding their Shares in dematerialized form may notify to their Depository participants, Change / correction in their address / Bank Account particulars etc.

## 29. RE-APPOINTMENT OF DIRECTORS

At the ensuing Annual General Meeting, Mr. Bikramjit Ahluwalia, Director of the Company, shall retire by rotation and being eligible, offer themselves for re-appointment. Pursuant to Clause 49 of the Listing Agreement the particulars of above said Directors are given below:

**MR. BIKRAMJIT AHLUWALIA (Founder, Promoter and CMD)** aged 75 years, has been involved in the construction activities for last 48 years. Under Mr. Bikramjit Ahluwalia, the company's turnover rose manifold in the face of stiff competition from various players. He was actively involved in construction management for various prestigious projects such as Common Games Village Projects, for CWG - 2010, Dr. Shyama Prasad Mukherjee Swimming Pool, Talkatora, Stadium, New Delhi, for CWG-2010, Karni Singh Shooting Range, Tuglakabad, Delhi, District Court, Saket, New Delhi, Advocate Chambers, Saket, New Delhi, (IICA) Office at Manesar, Gurgaon (Haryana) for Ministry of Corporate Affairs, PNB office at Mumbai, SBI Building at Mumbai, IDBI Building at Mumbai, SEBI Building, Mumbai, Apollo Tyres Corporate Office, Gurgaon, Malibu Town, Gurgaon, CIELO Car Plant, Surajpur, Ghaziabad, Mahila University, Khanpur (Haryana), Institution Building, Rohtak at Haryana, Fortis Hospitals Delhi NCR, Artimis Hospital, Escort Hospital, Delhi NCR, Goa State Legislative Assembly, National Press Centre, New Delhi, Metro Depot at Bangalore, Airport Express Lane Metro Depot at Dwarka Sector-8, New Delhi, 22 storied IFCI Tower, New Delhi and many others. He has also following group companies on his hold:

- Capricon Industrials Ltd.

He is the guiding figure who directs, manages and oversees all activities of our company.

30. Pursuant to Clause 49 (IV) (G) of the Listing Agreement, the details of Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on Tuesday, September 30th, 2014 are as below:

Name	Mr. Bikramjit Ahluwalia	Mr. Arun Kumar Gupta	Dr. Sushil Chandra	Mr. Surinder Kumar Chawla
Date of Birth	04-12-1939	27-12-1948	29-04-1938	06-12-1940
Date of Appointment	02-06-1979 (Since Incorp.)	28.08.2000	08-03-2010	28-08-2000
Qualifications	B.Tech Civil Engg.	Chartered Accountant & Cost Accountant	Post Graduate & PHD	B.Tech Civil Engg.
Expertise in specific functional area	manages and oversees all activities for Building Construction Since 45 Years	Experience in tax planning, corporate restructuring and company law and has been providing management consultancy services to several companies for the past few years	International consulting assignments for International Labour Organization, Bangkok, the United Nations Asian and Pacific Development Administration Centre, Kualampur, Asian Regional Project for Labour and Manpower Administration and Iraq National Oil Company, Baghdad	Engineer by profession and has been associated with various government departments. He has retired as a director of the central public works department, New Delhi, where he was mainly responsible for construction management of time bound projects
Directorship held in other public companies (excluding Foreign Companies)	Capricon Industrials Ltd.	Ahlcon Parenterals (India) Ltd.	None	None
Membership (M)/ Chairmanship (C) of Committees of other public companies (includes only Audit Committee (AC) and Stakeholders'/Investor' Grievance Committee (SIGC)) CSR Committee, Nomination & Remuneration Committee	NIL	Ahlcon Parenterals (India) Ltd., Chairman of Audit Committee, Member of Nomination & Remuneration Committee & Member of Stakeholder & Investor Grievance Committee and Member of CSR Committee	NIL	NIL
Number of Equity Shares held in the Company	5181198	632	NIL	400
Relationship with other Directors	Father in law of Mr.Shobhit Uppal Dy. Managing Director	None	None	None





## EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS

(Pursuant to section 102 of the Companies Act, 2013)2.

### Item No. 4 to 6:

The Board of Directors of the Company comprises three independent directors viz. Mr. Surinder Kumar Chawla, Mr. Arun Kumar Gupta and Dr. Sushil Chandra who were appointed pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges. Section 149(4) of the Companies Act, 2013 read with Clause 49 requires every listed public company shall have at least half of the total number of directors as Independent Directors as the Chairman of the Company is an executive director. Section 149(5) also provides that every company existing on or before the date of commencement of this Act shall, within one year from such commencement or from the date of notification of the rules in this regard as may be applicable; comply with the requirements of the provisions of sub-section (4). Section 149 (10) of the Companies Act, 2013, inter alia, provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company. It is further clarified in the proviso to sub-sections (10) and (11) of Section 149 of the Act that, any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under those sub-sections (10) and (11).

Your Board is of the opinion that the above mentioned Three Independent Directors fulfill the conditions specified in the Act for appointment as Independent Directors of the Company and the proposed Directors are independent of the Management of the Company and fulfills the conditions specified in the Act and rules made thereunder. All the three directors are eminent personalities in their respective fields. Your Board considers that their continued association with the Company would be of immense benefit to the Company. In view thereof, your Board has recommended them to be classified as Independent Directors.

Accordingly, your Board has recommended for approval of the shareholders by way of ordinary resolution, under item nos. 4 to 6 of the accompanying notice, the classification of the aforementioned Directors also as an Independent Directors pursuant to Section 149 of the Companies Act, 2013 read with Rules made thereunder, with their respective term of Office to be for a period of five years with effect from 1st April, 2014.

The Company had received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of directors Mr. Surinder Kumar Chawla, Mr. Arun Kumar Gupta and Dr. Sushil Chandra for their respective appointment as an Independent Director of the Company.

The proposed resolution does not relate to or affect the business interest of any other Company in which the Promoter, Director, Manager or Key Managerial Personnel have substantial interest.

Mr. Surinder Kumar Chawla, Mr. Arun Kumar Gupta and Dr. Sushil chandra and their relatives are interested in the resolutions set out respectively at Item Nos. 4 to 6 of the Notice with regard to their respective appointments.

Save as the above, none of the other Directors/ Key managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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

**(Vipin Kumar Tiwari)  
GM (Corporate) & Company Secretary  
ACS No.: 10837**

### REGISTERED OFFICE

**A-177, Okhla Industrial Area  
Phase-I, New Delhi-110020  
Date: 14.08.2014**

### IMPORTANT COMMUNICATION

IN ORDER TO PROTECT THE ENVIRONMENT AND AS A "GO GREEN" INITIATIVE, THE COMPANY HAS TAKEN AN INITIATIVE OF SENDING INTIMATION OF AGM AND ANNUAL REPORT FOR FINANCIAL YEAR 2013-14 BY E-MAIL. PHYSICAL CREDIT DOCUMENT WERE SENT TO ONLY THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES WERE NOT REGISTERED WITH THE COMPANY AND FOR THE BOUNCED E-MAIL CASES.

SHAREHOLDERS ARE REQUESTED TO REGISTER THEIR E-MAIL ADDRESSES WITH LINK INTIME INDIA PRIVATE LIMITED (FOR SHARES HELD IN PHYSICAL FORM) AND WITH THEIR DEPOSITORY PARTICIPANT (FOR SHARES HELD IN ELECTRONIC FORM) FOR RECEIVING OTHER INFORMATION ON E-MAIL.

# PROXY FORM

## AHLUWALIA CONTRACTS (INDIA) LIMITED.

CIN: L45101DL1979PLC009654

Regd. & Corporate Office: Plot No. A-177, Okhla Industrial Area, Phase-I, New Delhi-110020

Phone Nos. 011-49410500, 502, 517 Fax No. 011-49410553 Website: www.acilnet.com

Name of Member:		E-mail Id.:	
Registered Address:		Folio No. /DPID /Client ID:	

I/We being Member(s) of Ahluwalia Contracts (India) Ltd shares of above named Company hereby appoint

Name of Member:		E-mail Id.:	
Address:		Signature	
Name of Member:		E-mail Id.:	
Address:		Signature:	
Name of Member:		E-mail Id.:	
Address:		Signature:	

as my/our proxy to attend and vote (on a poll) for me us on my/our behalf at the 35th Annual General Meeting of the Company to be held on Tuesday the 30th September, 2014 at 4.00 p.m. at Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091 and at any adjournment thereof in respect of such resolution as are indicated below:

Sl. No.	Resolutions	For	Against
	<b>ORDINARY BUSINESS</b>		
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014		
2	To appoint a Director in place of Mr. Bikramjit Ahluwalia (DIN: 00304947) who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint Statutory Auditors of the Company, and, if thought fit, to pass with or without modification(s),		
	<b>SPECIAL BUSINESS:</b>		
4	To appoint Mr. Arun K Gupta (DIN: 00371289), as an Independent Director of the Company for a period of 01-04-2014 to 31-03-2019 (Five Years)		
5	To appoint Mr. S K Chawla (DIN: 00048001), as an Independent Director of the Company for a period of 01-04-2014 to 31-03-2019 (Five Years)		
6	To appoint Dr. Sushil Chandra (DIN: 00502167), as an Independent Director of the Company for a period of 01-04-2014 to 31-03-2019 (Five Years)		

Signed this ..... day of .....2014

Affix Rs.1.00  
Revenue Stamp

Signature of Shareholder    Signature of Proxy holder(s)

**Notes:**

1. This Proxy form in order to be valid, should be duly stamped, complete and signed must be deposited at Registered & Corporate Office of the Company, not less than 48 hours before the time fixed for the meeting.
2. The Proxy duly signed across ₹1 revenue stamp should reach the Company.
3. The Proxy need not be a member of the company.
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 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 joint holders should be stated.

## **ATTENDANCE SLIP** **AHLUWALIA CONTRACTS (INDIA) LIMITED.**

**CIN: L45101DL1979PLC009654**

**Regd. & Corporate Office: Plot No. A-177, Okhla Industrial Area, Phase-I, New Delhi-110020**

**Phone Nos. 011-49410500, 502, 517 Fax No. 011-49410553 Website: [www.acilnet.com](http://www.acilnet.com)**

**(To be handed over at the entrance of the AGM venue)**

I hereby record my presence at the 35th Annual General Meeting of the Company held on Tuesday, the 30th day of September, 2014 at Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091 at 4.00 p.m

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