



## NOTICE

### To the Shareholders,

Notice is hereby given that the 36th Annual General Meeting of the Members of Ahluwalia Contracts (India) Limited will be held on Wednesday, 30th day of September 2015 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 Financial Statements containing the Balance Sheet as at 31st March, 2015 and the Profit and Loss Account ended on that date, Cash Flow Statement along with schedules and notes appended thereto and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Shobhit Uppal (DIN: 00305264) who retires by rotation and being eligible, offers himself for re-appointment.
3. **RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS:**

To ratify the appointment of M/s. Arun K. Gupta & Associates, Chartered Accountants [Registration No.000605N], to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies "(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(S) thereof, for the time being in force), the appointment of M/s. Arun K. Gupta & Associates, Chartered Accountants [Registration No.000605N], as statutory auditors upto the conclusion of next annual general meeting be and is hereby ratified and confirmed and that the Board be and is hereby authorized to fix remuneration plus reimbursement of out of pocket expenses as may be determined in consent with the Statutory Auditors."

#### SPECIAL BUSINESS:-

4. **APPOINTMENT OF MRS. MOHINDER KAUR SAHLOT (DIN: 0136530) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 (including any statutory modification (s)/ or re-enactment thereof for

the time being in force), Mrs. Mohinder Kaur Sahlot (DIN: 0136530) who was appointed as an additional director in the capacity of Independent Director of the Company in the Board Meeting held on 30th March, 2015 and who shall hold the office upto the date of this Annual General Meeting be and is hereby appointed as the Director in the capacity of Independent director of the Company for a period of 5 years upto 29th March, 2020."

5. **RE-APPOINTMENT AND REVISION IN REMUNERATION OF MR. SHOBHIT UPPAL, (DIN: 00305264) WHOLE TIME DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Section 196 & 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 & in pursuance of Article 169 to 172 of the Article of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Sh. Shobhit Uppal (DIN:00305264), Whole Time Director of the Company for a period of 3 (Three) Years with effect from 01.04.2015 to 31.03.2018 with the existing remuneration as mentioned the Board resolution dated 30th March, 2015."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, of the Companies Act, 2013 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 & in pursuance of Article 169 to 172 of the Article of Association of the Company, the consent of the members of the Company be and is hereby accorded to revise the remuneration of Sh. Shobhit Uppal (DIN:00305264), Whole time director of the Company as may be determined by the Board of Directors (including committee thereof) from time to time from 01.06.2015 To 31.03.2018 as set out below:

1. Basic Salary @ ₹ 10,00,000/- (₹ Ten lacks only) per month.
2. Gratuity not exceeding one half month's Basic Salary for each completed year of Service, if any.
3. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts, if any.

"RESOLVED FURTHER THAT in case of loss or inadequacy of profit the aggregate of monthly remuneration payable to the said Dy. Managing Director, inclusive of the value of all perquisites (other than those specifically exempted

under section II of part II of the Schedule) shall not exceed the ceiling limits specified under Schedule XIII to the Act.”

“RESOLVED FURTHER THAT the Company shall reimburse the Dy.Managing Director all expenses incurred on entertainment, traveling and/or any other expenses incurred solely for the purpose of business of the Company and that the same shall not be considered a part of remuneration.”

**6. RE-APPOINTMENT AND REVISION IN REMUNERATION OF MR. VINAY PAL, (DIN: 02220101) WHOLE TIME DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Section 196 & 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 & in pursuance of Article 169 to 172 of the Article of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Sh. Vinay Pal (DIN: 02220101), Whole Time Director of the Company for a period of 3 (Three) Years with the revised remuneration Company as may be determined by the Board of Directors (including committee thereof) from time to time from 14.08.2015 to 13.08.2018 as mentioned in the Board Resolution as set out below:

1. Basic Salary @ ₹ 4,50,000/- (₹ Four lacks Fifty thousand only) per month.
2. Gratuity not exceeding one half month's Basic Salary for each completed year of Service, if any.
3. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts, if any.

“RESOLVED FURTHER THAT in case of loss or inadequacy of profit the aggregate of monthly remuneration payable to the said Whole Time Managing Director, inclusive of the value of all perquisites (other than those specifically exempted under section II of part II of the Schedule)

shall not exceed the ceiling limits specified under Schedule XIII to the Act.”

“RESOLVED FURTHER THAT the Company shall reimburse the Whole Time Director all expenses incurred on entertainment, traveling and/or any other expenses incurred solely for the purpose of business of the Company and that the same shall not be considered a part of remuneration.”

**7. APPOINTMENT OF COST AUDITOR FOR THE FINANCIAL YEAR 2015-16 AND FIX THEIR REMUNERATION**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors M/s Jitender Navneet & Company, Cost Accountants (FRN: 000119) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16, be paid the remuneration mutually decided by the Board.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**(Vipin Kumar Tiwari)**  
GM (Corporate)  
& Company Secretary  
ACS: 10837

**REGISTERED OFFICE**

A-177, Okhla Industrial Area  
Phase-I, New Delhi-110020

Date: 13.08.2015



**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. With effect from April 01, 2014, inter-alia, provisions of section 149 of Companies Act, 2013, has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the directors to retire by rotation have been re-ascertained on the date of this notice.
7. 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.
8. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
9. 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.
10. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e. from Wednesday, September 23, 2015 to Wednesday, September 30, 2015, both days inclusive.
11. 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.
12. 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.
13. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
14. 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.
15. All unclaimed/unpaid dividend up to the financial year ended on 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 ₹ 1,17,349/-. Members who have not so far encashed dividend warrant(s) for the financial year ended March 31, 2008 and thereafter are requested to approach the Company by writing a letter to the Company at Registered Office address, immediately. As on March 31, 2015, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2008 to 2015 is ₹ 4,24,389.70
16. **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 125 of The Companies Act, 2013.

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	2007-2008	30/09/2008	05/11/2015
2	2008-2009	30/09/2009	05/11/2016
3	2009-2010	17/09/2010	23/10/2017
4	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 2007-08 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.

The Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last AGM on 30-09-2014 on the company website ([www.acilent.com](http://www.acilent.com)) as well as the ROC (Ministry of Corporate Affairs) website.

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.

17. 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.
18. 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, Annual 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.

19. Electronic copy of the Notice of the 36th Annual General Meeting of the Company inter-alia indicating the process and manner of remote 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 Participants(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.
20. As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditor's report, Director's report etc., to the members through email. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar and Share transfer agents by sending duly signed request letter quoting their folio no., name and address. In case shares held in demat form, the shareholders may register their e-mail addresses with their DP'S (Depository Participants). 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@acilent.com](mailto:cs.corpoffice@acilent.com).
21. Members may also note that the Notice of the 36th Annual General Meeting and the Annual report for 2015 will also be available on the Company's website [www.acilent.com](http://www.acilent.com) for their download.

The instructions for remote e-Voting are as under:

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27.09.2015 at 9.00 A.M. (IST) and ends on 29.09.2015 at 5:00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. 23.09.2015 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- (iii) Click on Shareholders.
- (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>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach 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. Please 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 the relevant Company i.e. Ahluwalia Contracts (India) Ltd 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and

password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23-09-2015 may follow the same instructions as mentioned above for e-Voting.

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

In case of members receiving the physical copy:

- A. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - B. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
22. The Board of Directors has appointed Mr. Santosh Kumar Pradhan, Practising Company Secretary (Membership No. FCS 6973 and CP No. 7647) as a Scrutinizer to scrutinize the e-Voting process & the poll process in a fair and transparent manner.
  23. The Chairman shall at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  24. The Scrutinizer shall after the conclusion of the voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company and shall make, not later than three (3) days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast

in favour and against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

25. The Result declared along with the report of the Scrutinizer's shall be placed on the website of the Company ([www.acilnet.com](http://www.acilnet.com)) and on website of agency i.e. on CDSL website ([www.cdslindia.com](http://www.cdslindia.com)) immediately after the result is declared by the Chairman and the Company shall also forward the results to the BSE Ltd and National Stock Exchange of India Ltd and Kolkata Stock Exchange Ltd and the same shall be placed on their concerned website.
26. 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.
27. Members may please note that no gifts / gift coupons shall be distributed at the venue of the Annual General Meeting.
28. 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](mailto:investor_relations@acilnet.com))
29. 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  
email: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)



30. MEMBERS ARE REQUESTED TO:

- Send their queries, if any, to reach the Company's Registered & 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.
- 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.
  - 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.

- Shareholders are requested to bring their copy of Annual Report to the meeting.
  - 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.
31. Pursuant to Clause 49(VIII)(E) of the Listing Agreement read with Secretarial Standards issued by ICSI, the details of Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on Wednesday, September 30th, 2015 are as below:

Name	Mr.Shobhit Uppal	Mrs. Mohinder Kaur Sahlot	Mr.Vinay Pal
Date of Birth	25-03-1967	22-07-1968	18-10-1959
Age	48 years	47 years	56 years
Date of Appointment	25-03-1994	30-03-2015	14-08-2010
Qualifications	B.Tech Electrical Engineer	B.Com, LLB & PHD	Graduate
Experience			
Expertise in specific functional area	manages and oversees all activities for Building Construction Since 22 Years	Vast Experience in Legal & Arbitration matters	manages and oversees all activities for Building Construction Since 23 Years
Directorship held in other public companies (excluding Foreign Companies)	NIL	NIL	NIL
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	NIL	NIL
Number of Equity Shares held in the Company	4308000	NIL	NIL
Relationship with other Directors	Son in law of Mr.Bikramjit Ahluwalia, Managing Director	None	None
Relationship with the manager of the Company	None	None	None
Number of meetings attended during the year	12	2	12
Membership and Chairmanship of the Committees of the Board	Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Whistle Blower (WB) Committee,	None	Audit Committee

## **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS**

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

### **Item No. 04**

The Board of Directors of the Company appointed Mrs. Mohinder Kaur Sahlot (DIN- 01363530) as an Additional Director of the Company w.e.f 30th March, 2015 in the capacity of the Independent Director. In accordance with the provisions of Section 161 of the Companies Act, 2013) read with Articles of Association of the Company, Mrs. Mohinder Kaur Sahlot (DIN- 01363530) holds office up to the date of this Annual General Meeting of the Company.

Your Board considers that her legal expertise would be of immense benefit to the Company. In view thereof, your Board has recommended him to be appointed as an Independent Director of the Company for a period 5 years up to 29th March, 2020.

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.

None of the Directors & their Relatives are interested in the proposed resolution except Mrs. Mohinder Kaur Sahlot.

The directors recommend the said resolution for the approval of the members of the Company as an Ordinary Resolution.

### **Item No. 05**

The tenure of Mr. Shobhit Uppal, Whole time director of the Company expired on 31st March, 2015. He was also re-appointed for another period of 3 years w.e.f 1st April, 2015 after the confirmation from the Nomination & remuneration Committee and after the approval by the Board in their meeting held on 30th March, 2015 respectively subject to the approval of the shareholders. Thus, the said resolution is proposed to be passed by the members of the Company.

Further, the Nomination and Remuneration committee & the Board in their meeting held on 21st May, 2015 respectively has approved the revision in remuneration of Mr. Shobhit Uppal upto ₹ 10 lacks per month effective from 1st June, 2015 to 31st March, 2018 subject to the approval of the Shareholders. Thus, the said resolution is proposed to be passed by the members 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.

None of the Directors & their Relatives are interested in the proposed resolution except Sh. Bikramjit Ahluwalia & Sh. Shobhit Uppal.

The directors recommend the said resolution for the approval of the members of the Company a Special Resolution.

### **Item No. 6.**

The tenure of Mr. Vinay Pal, Whole time Director of the Company expired on 14th August, 2015. Therefore, the Company proposes to re-appoint him as the Whole time Director (DIN: 0222010)of the Company for further period of 3 years.

According to Section 196(4) of the Companies Act, 2013 and subject to provisions of Section 197 and Schedule V, a Whole time director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting shall be subject to approval by the members. Thus, the said resolution is proposed to be passed by the members 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.

None of the Directors & their relatives are interested in the proposed resolution except Mr. Vinay Pal.

The directors recommend the said resolution for the approval of the members of the Company a Special Resolution.

### **Item No. 7.**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors- M/s. Jitender, Navneet & Co., Cost Accountants (FRN: 000119) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at an Annual Fee mutually decided by the Board.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014,





**Ahluwalia Contracts  
(India) Limited**

the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

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

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.

**(Vipin Kumar Tiwari)**  
GM (Corporate)  
& Company Secretary  
ACS: 10837

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

**REGISTERED OFFICE**

A-177, Okhla Industrial Area  
Phase-I, New Delhi-110020

Date: 13.08.2015

**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 2014-15 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

#### Form No. MGT-11

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 36th Annual General Meeting of the Company to be held on Wednesday the 30th September, 2015 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.	Resolution	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, 2015		
2	Re-appointment of Mr.Shobhit Uppal, (DIN: 00305264) who retiring by rotation and being eligible, offering himself for re-appointment		
3	Ratification for appointment of Statutory Auditors of the Company		
	<b>SPECIAL BUSINESS:</b>		
4	Appointment of Mrs.Mohinder Kaur Sahlot (DIN:01363530) Non-Executive Independent Director of the Company in terms of the Companies Act, 2013		
5	Re-appointment of Mr.Shobhit Uppal, (DIN: 00305264) Dy.Managing Director of the company in terms of the Companies Act, 2013		
6	Re-appointment of Mr.Vinay Pal, (DIN 002220101) Whole Time Director of the company in terms of the Companies Act, 2013		
7	Appointment of Cost Auditors in terms of the Companies Act, 2013 & fix their Remuneration		

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

Signature of Shareholder    Signature of Proxy Holder(s)

Affix  
₹ 1.00  
Revenue  
Stamp

#### Notes:

1. This Proxy form in order to be valid, should be duly stamped, completed and signed which 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 FOR ATTENDING ANNUAL GENERAL MEETING

**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**

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

I hereby record my presence at the 36th Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2015 at Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091 at 4.00 p.m.

Registered Folio No.	
DPID & Client ID	
No. of Share(s) held	
Name of Shareholder/Proxy	
Joint Holder1	
Joint Holder2	
Registered Address	
Signature of the Shareholder/Proxy	
Date	

**Note:**

Please fill up the attendance slip and hand over at the entrance of the Meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

Electronic Voting Sequence No. (EVSN)	User ID	Sequence No./or (default PAN No.)
150818038		

Only Member who have not updated their PAN with Company/Depository Participant shall use default PAN in the PAN Field.

Note: Please read the instructions printed in the Notice of 36th Annual General Meeting dated 30th September, 2015. The Voting period from 27th September 2015 at 9.00 a.m. (IST) to 29th September 2015 at 5.00 p.m. (IST) The voting module shall be disabled by CDSL for voting thereafter.