



AHLUWALIA CONTRACTS (INDIA) LTD.

CIN: L45101DL1979PLC009654

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

Phone: 011-49410502. 517 & 599 Fax: 01149410553

Website: www.acilnet.com Email ID: cs.corpoffice@acilnet.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Shareholders,

Ahluwalia Contracts (India) Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, that the resolution appended below, are proposed to be passed as a Special Resolution by way of Postal Ballot.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

A Ballot Paper bearing unique serial number is attached to this Notice. We request you carefully read the instructions mentioned in the Postal Ballot Form and vote by placing a tick mark (✓) at the appropriate place denoting your assent (for) or dissent (against) to the resolution and return the Form duly completed and signed, in the attached self-addressed business reply envelope so as to reach the Scrutinizer before the close of working hours (6:00 P.M.) on or before 10th February, 2017. No other form or photocopy thereof is permitted. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

Further, the Company is pleased to provide the remote e-voting facilities to its members as an alternate in accordance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, enabling them to exercise their voting power electronically on the matter included in the postal ballot. The remote e-voting period commences from Wednesday, the 11th January, 2017 at 10.00 a.m. to Friday, the 10th February, 2017 at 6.00 p.m. Please read carefully and follow the instructions on e-voting as mentioned in this Notice.

However, those members, who do not have access to e-voting facility can send, their assent or dissent in writing on the postal ballot form, attached herewith.

The Board has appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretaries, to act as Scrutinizer for conducting the postal ballot process & the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots. The result of the Postal ballot shall be announced on Monday, the 13th day of February, 2017 at 4:30 P.M., at the Registered Office of the Company at A-177, Okhla Industrial Area, Phase-I, New Delhi- 110020 and will be posted on the website of the Company at www.acilnet.com and on the website of the agency providing e-voting facility <https://www.evotingindia.com> besides communicating to the Stock Exchanges where the securities of the Company are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

The resolution being Special Resolution shall be declared passed if votes cast in favour of the respective resolution are three times more in number than the votes cast against the respective resolution.

SPECIAL BUSINESS:

Item No. 1:

PREFERENTIAL ISSUE OF SHARES TO ONE OF THE PROMOTER OF THE COMPANY:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 23(1)(b), 62(1)(c) & 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 & Companies (Share Capital & Debentures) Rules, 2014 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (listing obligation & Disclosure Requirements) Regulations 2015 and any other law, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the “Stock Exchanges”), the Securities and Exchange Board of India (“SEBI”), Stock Exchanges, Reserve Bank of India (“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, the approval of the shareholders of the Company, be and is hereby accorded to the Board of Directors (the ‘Board’) for exercising the powers conferred on the Board of Directors of the Company to create, offer and issue Equity Shares of face value of Rs. 2.00 each by way of preferential issue on private placement basis to Mr. Bikramjit Ahluwalia, B-10, Saket, New Delhi-110017, one of the Promoter of the Company for an amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores only) on such price as per the Valuation / Pricing Certificate to be obtained from the Statutory Auditor/ Chartered Accountant/ Practicing Company Secretary on relevant date viz. 10th January, 2017, and on such other terms and conditions as may be mentioned in the Letter of Offer (“PAS 4”) to be issued by the Company in respect of the Preferential Issue on private placement basis to Mr. Bikramjit Ahluwalia.”

“RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the

Memorandum and Articles of Association of the Company and the equity shares to be issued and allotted shall rank *pari-passu* in all respects with the existing equity shares of the Company, including entitlement of dividend except as may be otherwise provided pursuant to the terms of the Issue as in the Issue document.”

“**RESOLVED FURTHER THAT** the equity shares allotted on preferential issue on private placement basis to Mr. Bikramjit Ahluwalia shall be locked in for a period of three years as per the applicable Rules & Regulations.”

“**RESOLVED FURTHER THAT** for the purposes giving effect to above resolution, the Board be and is hereby authorised to do and perform all such acts, deeds and things as it may, in its absolute discretion deem necessary, desirable or appropriate to settle any question, difficulty or doubt that may arise in regard to the issue of equity shares as it may think fit and to accept on behalf of the Company such conditions and modifications, if any, relating to the issue of equity shares which may be imposed, required or suggested by any regulatory authority and which the Committee in its discretion thinks fit and proper.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) to or to modify the terms of issue of the said new equity shares subject to the provisions of the Companies Act, 2013 and SEBI/ Listing Guidelines / Regulations without being required to seek any further consent or approval of the Company in general meeting.”

By Order of the Board

Regd. Office:

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

(Vipin Kumar Tiwari)

Company Secretary
ACS No. 10837

Date: 9th January, 2017

Place: New Delhi

Notes:

- 1. Explanatory Statement and reasons for the proposed Special businesses pursuant to Section 102 of the Companies Act, 2013 are given hereunder.**
2. The Company has entered into a tripartite agreement with CDSL & the Registrar & Transfer Agent (RTA) to provide electronic platform for voting through e-mode.
3. The Board vide its Resolution passed on 9th January, 2017 has appointed Mr. Santosh Ku. Pradhan, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot & remote e-voting process in accordance with the law and in a fair and transparent manner.
4. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours (6.00 P.M) on 10th February, 2017.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories as on the cut-off date viz. 6th January, 2017. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
6. The Company is pleased to offer remote e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. Remote e-voting

is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier. Please note that once the vote on a resolution is cast by the shareholder, he shall not be allowed to change the same subsequently.

Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from the Registered Office of the Company and send the same by post to the Registered Office of the Company addressed to the Scrutinizer.

Members may contact Mr. Vipin Kumar Tiwari, Company Secretary, for any grievances connected with voting by postal ballot including voting by electronic means at the Registered Office of the Company at “A-177, Okhla Industrial Estate, Phase-I, New Delhi-110020 or at 011-49410522”.

7. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on 13th February, 2017. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on 13th February, 2017 at 4.30 PM at the Registered Office of the Company at A-177, Okhla Industrial Estate, Phase-I, New Delhi-110020 and the Resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI. If the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

Members who wish to be present at the venue at the time of declaration of the result can attend the event. The results of the Postal Ballot along with the scrutinizer’s report will also be displayed at the Company’s Registered Office and hosted on the website of the Company www.acilnet.com and also at the website of the agency at <https://www.Evotingindia.com> providing e-voting facility to the Company besides being communicated to the stock exchanges on which the shares of the Company are listed.

8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from the date of dispatch of notice during normal business hours (10.00 am to 5.00 pm) on all working days up to the date of declaration of the result of Postal Ballot.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 11-01-2017 at 10.00 a.m. (IST) Wednesday to ends on 10-02-2017 at 6.00 p.m. (IST) Friday. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 06-01-2017, 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.
- 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 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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.
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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> 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).

- 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. 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 the relevant 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 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.
 - 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 1

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, and for repayment of debt / pre-payment, in full or in part, of certain loans availed by the Company and for general corporate purposes & to fulfill its various obligations / to carry its day to day activities, and hence proposed by the way of preferential issue on private placement basis to Mr. Bikramjit Ahluwalia, Promoter of the Company. The Company has also received the consent of the promoter for the same. Hence, the directors have proposed to raise the funds not exceeding Rs. 30.00 crores (Rupees Thirty Crores only).

The Board of Directors of your Company have approved this item in the Board Meeting held on 9th January, 2017 and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company. The Board has obtained a certificate from the Statutory Auditor/Chartered Accountant/Practicing Company Secretary of the Company certifying that the proposed preferential issue is being made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. This Certificate shall be available for inspection at the Registered Office of the Company from the date of dispatch of notice during normal business hours (10.00

am to 5.00 pm) on all working days up to the date of declaration of the result of Postal Ballot. Further, the Company undertakes to re-compute the price of the specified securities in terms of the provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, where it is required to do so.

In accordance with the provisions of Section 42 & Section 62(1)(c) of the Companies Act, 2013 read with Companies (Share Capital & Debentures) Rules, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, the following disclosures are being made:

- i. **Object of the issue:** To raise funds for the repayment of debt / prepayment, in full or in part, of certain loans availed by the Company.
- ii. **Total Number of shares to be offered: Approximately 10,50,000** equity shares as per the valuation/Pricing certificate to be obtained on relevant date viz. 10th January, 2017.
- iii. **The price at which the allotment is proposed:** The allotment is proposed to be made at such price as per the valuation/Pricing certificate to be obtained on relevant date viz. 10th January, 2017.
- iv. **Basis on which the price has been arrived:** The price will be arrived on the basis of the valuation/Pricing Certificate to be received by the Company from Statutory Auditor/Chartered Accountants/Practicing Company Secretary as on the relevant date ie 10th January 2017.
- v. **Relevant date with reference to which the price has been arrived at:** 10th January, 2017, which is 30 days prior to the date of passing of special resolution by way of postal ballot by the Shareholders for approving the preferential issue on private placement basis. As per Clause 16.6.3 of the Secretarial Standard-2, issued by the Institute of Company Secretaries of India (ICSI), the date of passing of resolution by way of postal ballot shall be deemed to be the last date on which the Company receives duly completed postal ballot forms viz. 10th February, 2017 and hence the relevant date falls on 10th January, 2017.
- vi. **The class of person to whom allotment is proposed to be made:** The allotment proposed to be made to Mr. Bikramjit Ahluwalia, One of the Promoter of the Company.
- vii. **Intention of promoter to subscribe to the offer:** Mr. Bikramjit Ahluwalia, one of the Promoter of the Company intend to subscribe to this offer to repay the debts of the Company.
- viii. **The proposed time of completion of allotment:** As required under Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is proposed to be made within 15(Fifteen) days from the date of passing of Postal Ballot resolution.
- ix. **The name of proposed allottees & post offer capital holding:**

S. No.	Name of the proposed allottees	Post offer capital percentage held by them
1.	Mr. Bikramjit Ahluwalia	13.25%
- x. **The change in control:** Subsequent to this preferential allotment of equity shares, there is no change in control of the Company.

xi. **Number of persons to whom allotment on preferential basis have already been made during the year:** None

xii. The pre issue and post issue shareholding pattern:

Sl. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A. Promoter's Holding:					
1.	Indian				
	Individual	41797918	62.39	42847918*	62.97*
	Bodies Corporate	25,000	0.04	25,000	0.04
	Sub Total	41822918	62.43	42872918	63.01
2.	Foreign Promoters	0	0	0	0
	Sub Total: (A)	41822918	62.43	42872918*	63.01*
B. Non –Promoter's holding:					
1.	Institutional Investors (FIIs)	9941410	14.84	9941410	14.61
2.	Non- Institutional Investor:	10582885	15.81	10582885	15.55
	Private Corporate Bodies	1890014	2.82	1890014	2.78
	Directors & Relatives	400	0.0	400	0.0
	Indian Public	2387700	3.56	2387700	3.51
	Others (Including NRIs)	362233	0.54	362233	0.53
	Sub Total: (B)	25164642	37.57	25164642	36.99
	GRAND TOTAL:	66987560	100	68037560	100

*No. of Shares and %age of holding shall be determined on the basis of valuation /pricing certificate to be obtained from the Statutory Auditors/Chartered Accountants/Practicing Company Secretary of the Company as on the relevant date i.e. 10-01-2017.

Pursuant to section 42 & section 62(1)(c) of the Companies Act 2013, the above said proposal requires the consent of the members of the Company by the way of special resolution.

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

Mr. Bikramjit Ahluwalia, Managing Director and his relatives may be deemed to be interested in the said resolution. No other Directors, Key Managerial Personnel & the relatives of these persons are interested in the proposed resolution.

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

By Order of the Board

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

(Vipin Kumar Tiwari)
Company Secretary
ACS No. 10837
A-177, Okhla Industrial Area,
Phase-I, New Delhi-110020

Date: 9th January, 2017
Place: New Delhi