



AHLUWALIA CONTRACTS (INDIA) LTD.

CIN: L45101DL1979PLC009654

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

Phone: 011-49410502. 517 & 599 Fax: 011-49410553

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

NOTICE

To the Members,

Notice is hereby given that the 38th Annual General Meeting (AGM) of the Members of Ahluwalia Contracts (India) Limited will be held on **Thursday, 28th day of September 2017** at 4.00 p.m. at **Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091** to transact the following businesses:

ORDINARY BUSINESS:-

Item No. 1 - Adoption of Financial Statement

To receive, consider and adopt the audited standalone financial statements for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 together with the Auditors Report thereon.

Item No. 2 - Re-appointment of a Director

To appoint a Director in place of Mr. Bikramjit Ahluwalia (DIN: 00304947) who retires by rotation and being eligible, offers himself for re-appointment

Item No. 3 – Appointment of M/s. Amod Agrawal & Associates, Chartered Accountants as Statutory Auditor of the Company and to be fix their remuneration

To appoint M/s. Amod Agrawal & Associates, Chartered Accountants [Firm Registration No.: (005780N), as Statutory Auditors of the Company, in place of retiring auditors, M/s Arun K Gupta & Associate, Chartered Accountant (Firm Registration No. 000605N), to hold office from the conclusion of this Annual General Meeting till the conclusion of 41st Annual General Meeting of the Company to be held in the year 2020 and to fix their remuneration, by considering and if thought fit, passing, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provision of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to all the applicable laws and regulations, including but not limited to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Amod Agrawal & Associates, Chartered Accountants [Firm Registration No.: (005780N), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s Arun K Gupta & Associate, Chartered Accountant (Firm Registration No. 000605N), to hold office from the conclusion of this Annual General Meeting to the conclusion of 41st Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of the appointment by the Members at every Annual General Meeting held after this Annual General Meeting) and the Board of Directors of the Company, be and are hereby authorized to fix such remuneration including out of pocket expenses as may be recommended by the Audit Committee of the Company.”

SPECIAL BUSINESS:-

Item No. 4 - INCREASE IN THE REMUNERATION OF MR. BIKRAMJIT AHLUWALIA, (DIN: 00304947) MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modifications the

following resolution as an **Ordinary 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, Part-II & in pursuance of Article 169 to 172 of the Article of Association of the Company, and as recommended by the Remuneration Committee, & Board, approval of the members of the Company be and is hereby accorded to increase the remuneration of Sh. Bikramjit Ahluwalia (DIN:00304947), Managing Director of the Company with effect from 01.10.2016 to 31.03.2018 as set out below:

1. Basic Salary @ Rs. 7,00,000/- (Rs. Seven Lakh only) per month
2. House Rent Allowance (HRA) @ 3,50,000/- (Rs. Three Lakh fifty thousand only) per month
3. Leave Travel Allowance for self and family once in a year to and fro any place in India subject to a ceiling of one month's Basic Salary.
4. Free Supply of Gas, electricity, water, furniture and furnishing at the residence, subject to the ceiling that the expenditure incurred by the Company on the same valued as per Income Tax Rules 1962, shall not exceed 20% of the Basic Salary.
5. Reimbursement of Medical Expenses for self and family subject to a ceiling of one month's Basic Salary in a block of three years.
6. Premium for Mediclaim Policy for self and family subject to a ceiling of Rs. 10000/- (Rupees Ten Thousand Only) per annum.
7. Fees of Maximum of two clubs, subject to the condition that life Membership fees shall not be allowed.
8. Personal Accident Insurance, the premium of which shall not exceed Rs. 1000/- (Rupees One thousand only) per annum.
9. Free Telephone facility at residence, subject to the condition that personal long distance calls shall be recovered.
10. Provision of car use for Company's Business, subject to the condition that use of car for private purpose shall be recovered or reimbursement of expenses incurred on conveyance in case of use of personal car for Company's Business.
11. Gratuity not exceeding one half month's Basic Salary for each completed year of Service.
12. Contribution to provident fund and pension fund subject to specified ceiling in applicable Acts.

“RESOLVED FURTHER THAT in case of loss or inadequacy of profit the aggregate of monthly remuneration payable to the said Managing Director, inclusive of the value of all perquisites (other than those specifically exempted under section IV of part II of the Schedule V of the Companies Act, 2013) shall not exceed the ceiling limits specified under Schedule V to the Act.”

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

“RESOLVED FURTHER THAT Mr. Arun K Gupta, Independent Director & Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms, applications with

the central Government or with any other authority as may be required in this regard and to do all such acts, deeds & things as may be necessary to give effect to the aforesaid resolution.”

Item No. 5 - INCREASE IN THE REMUNERATION OF MR. VINAY PAL (DIN: 02220101) AS WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary 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 Part II of the Companies Act, 2013 & in pursuance of Article 169 to 172 of the Article of Association of the Company and as recommended by the Nomination & remuneration Committee and Board, the consent of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Vinay Pal (DIN: 02220101), Whole Time Director of the Company with effect from 01.10.2016 to 13.08.2018 as set out below:

1. Basic Salary @ Rs. 4,95,000/- (Rs. Four lakh ninety five 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 on the Company and that the same shall not be considered a part of remuneration.”

“**RESOLVED FURTHER THAT** Mr. Bikramjit Ahluwalia, Chairman and Managing Director of the Company & Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and is hereby severally authorized to file the necessary forms and to do all such acts, deeds & things as may be necessary to give effect to the aforesaid resolution

Item No. 6 – Ratification of Appointment and payment of remuneration to the Cost Auditors

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 other applicable provisions of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of the Cost Auditors as may be mutually decided by the Board with the Cost Auditors viz. M/s Jitender Navneet & Company, Cost Accountants (FRN: 000119) to conduct the audit of the cost records of the Company for the financial year 2017-18, be and is hereby ratified.”

“**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.**

Sd/-
(Vipin Kumar Tiwari)
GM (Corporate) & Company Secretary
ACS: 10837

Date : 22.08.2017

REGISTERED OFFICE

A-177, Okhla Industrial Area
Phase-I, New Delhi-110020
CIN : L45101DL1979PLC009654

NOTES FORMING PART OF THE NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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 MEMBER.

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN FORTY-EIGHT HOURS (48) BEFORE THE COMMENCEMENT OF THE MEETING.

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 **Friday, September 22, 2017 to Thursday, September 28, 2017**, 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 2009 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)

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 205A of the Companies Act, 1956, to the Investor Education & Protection Fund (IEPF), established by the Central Government under Section 205C of the Companies Act, 1956 and/or corresponding provisions of the Companies Act, 2013. No claim in respect to the dividend shall lie against the Company or IEPF after transfer of the dividend amount to IEPF.

Accordingly, the unpaid / unclaimed dividend for the financial year ended March 31, 2010 is due for transfer to IEPF during November 2017. Members are requested to contact the Company Secretary of the Company or RTA to en-cash the unclaimed dividend. Members may note that the details of unclaimed / unpaid dividend lying with the Company has been uploaded on its website www.acilnet.com

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	2009-10	17/09/2010	23/10/2017
2	2010-11	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 2009-10 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 30-09-2016 on the company website (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 Annual 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 38th 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@acilnet.com.
21. Members may also note that the Notice of the 38th Annual General Meeting and the Annual report for financial year 2016-17 will also be available on the Company's website www.acilnet.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 25.09.2017 at 9.00 A.M. (IST) Monday to ends on 27.09.2017 at 5:00 P.M. Wednesday (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. 21.09.2017 may cast their vote electronically. Three-voting modules shall be disabled by CDSL for voting there after.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both 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 of "[Ahlwalia 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 login 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) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile

xix) 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.

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.

In case of members receiving the physical copy:

- 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 Annual General Meeting (AGM)
- 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 Annual General Meeting (AGM) through ballot paper.

- The Board of Directors has appointed Mr. Santosh Kumar Pradhan, Practicing 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.
- The Chairman shall at the Annual General Meeting (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.
- 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.
- The Result declared along with the report of the Scrutinizer's shall be placed on the website of the Company (www.acilnet.com) and on website of agency i.e. on CDSL website (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.
- 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 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)

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

30. MEMBERS ARE REQUESTED TO:

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

Change & Revision of Remuneration of Mr. Bikramjit Ahluwalia, Managing Director of the Company:

At the ensuing Annual General Meeting, Mr. Bikramjit Ahluwalia,

Director of the Company, shall retire by rotation and being eligible, offers himself for re-appointment. Pursuant to Clause 49 of the Listing Agreement the particulars of above said Director is given below:

MR.BIKRAMJIT AHLUWALIA (Founder, Promoter and CMD) aged 78 years, has been involved in the construction activities for last 53 years. Under Mr. Bikramjit Ahluwalia, the company's turnover rose manifold in the face of stiff competition from various players. He is actively involved in construction management for various prestigious projects such as All India Institute of Medical Science (AIIMS) OPD Ward and Mother & Child Ward at Ansari Nagar, New Delhi, Emergency Ward of Safdarjung Hospital at Ansari Nagar, New Delhi, and was involved on the contracts of NSG Head Quarter at Kolkata, Dr. Shyama Prasad Mukherjee Swimming Pool(SPM), Talkatora, Stadium, New Delhi, CWGV-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, Mahila University, Khanpur (Haryana), Institution Building, Rohtak at Haryana, Artimis Hospital, Escort Hospital, Goa State Legislative Assembly, 22 storied IFCI Tower, New Delhi, IIITD Building at Okhla New Delhi, Phase-I & Phase-II, National Press Centre and many others. He has also holding directly in following companies:

- Tidal Securities Pvt. Ltd
- Ahluwalia Builders & Development Group (Pvt.) Ltd.
- Capricon Industrials Ltd.

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

Change & Revision of Remuneration of Mr. Vinay Pal, Whole Time Director of the Company:

MR. VINAY PAL, aged 58 years is a Graduate; presently he is working as Whole Time Director. Professional standing his total experience of nearly 32 years in the construction industry and has got some very prestigious project executed. He is Member of Audit Committee. He was actively involved in construction management for various prestigious projects such as Fortis Hospital at Noida, Common Wealth Games Village Projects, CWGV - 2010, IEML, Noida and presently involved in Bennett University at Noida, DDA Housing Project at Narela, Delhi, Eros Sampooram at Noida.

31. Pursuant to Regulation 26 & Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Clause 49(VIII)(E) of the Listing Agreement readwith Secretarial Standards issued by ICSI, the details of Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on **Thursday, September 28th, 2017** are as below:

Name	Mr.Bikramjit Ahluwalia	Mr.Vinay Pal
DIN	00304947	02220101
Date of Birth	04-12-1939	18-10-1959
Age	78 Years	58 Years
Date of Re-Appointment	30-03-2015	13-08-2015
Qualifications	Civil Engineering	Graduate
Expertise in specific functional area	Manages and oversees all activities for Building Construction Since 53 Years	Civil construction activities for Building Construction Since 24 Years
Directorship held in other public companies (excluding Foreign Companies)	Tidal Securities Pvt. Ltd Capricon Industrials Ltd Ahluwalia Builders & Development Group Pvt. Ltd	Premsagar Merchants Pvt. Ltd. Splendor Distributors Pvt. Ltd. Paramount Dealcomm Pvt. Ltd. Jiwanyoti Traders Pvt. Ltd. & Dipesh Mining Pvt. Ltd

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
Number of Equity Shares held in the Company	7961198	None
Relationship with other Directors	Father in law of Mr. Shobhit Uppal Dy. Managing Director	None
Relationship with the manager of the Company	None	None
Number of meetings attended during the year	6	6
Membership and Chairmanship of the Committees of the Board	NIL	Audit Committee (Member)

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS

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

Item No. 4

Mr. Bikramjit Ahluwalia, Managing Director of the Company. 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 approvals by the Board in their meeting held on 30th March, 2015 respectively, further his Remuneration was changed w.e.f. 1st October 2016 subject to approval by the Shareholders of the Company. 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 1st October, 2016 respectively has approved the revision in remuneration of Mr. Bikramjit Ahluwalia upto Rs. 10.50 lakhs per month with effect from 1st October, 2016 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 Board recommends the said ordinary resolution for the approval of the members of the Company.

ITEM NO. 5

Mr. Vinay Pal, Whole Time Director of the Company. He was also re-appointed for another period of 3 years w.e.f 14th August, 2015 after the confirmation from the Nomination & remuneration Committee and after the approvals by the Board in their meeting held on 13th August, 2015 respectively, further his Remuneration was changed w.e.f. 1st October 2016 subject to approval by the Shareholders of the Company. Thus, the said resolution is proposed to be passed by the members of the Company.

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 remuneration of Mr. Vijay Pal upto Rs. 4.95 lacks per month with effect from 1st October, 2016 to 13th August, 2018 subject to the approval of

the Shareholders. Thus, the said resolution is proposed to be passed by the members of the Company or Key Managerial Personnel have substantial interest.

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

The Board recommends the said ordinary resolution for the approval of the members of the Company.

ITEM NO. 6

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, 2018 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, the Appointment & remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the Appointment & remuneration payable to the Cost Auditors for the financial year 2017-18.

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 / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the said ordinary resolution for the approval of the members of the Company.

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

Sd/-
(Vipin Kumar Tiwari)
GM (Corporate) & Company Secretary
ACS: 10837

Date : 22.08.2017

REGISTERED OFFICE

A-177, Okhla Industrial Area
Phase-I, New Delhi-110020
CIN : L45101DL1979PLC009654

IMPORTANT COMMUNICATION

SEBI AND THE MINISTRY OF CORPORATE AFFAIRS ENCOURAGES PAPERLESS COMMUNICATION AS A CONTRIBUTION TO GREENER ENVIRONMENT. MEMBERS HOLDING SHARES IN PHYSICAL MODE ARE REQUESTED TO REGISTER THEIR E-MAIL ID'S WITH – COMPANY'S REGISTRAR AND SHARE TRANSFER AGENTS (RTA) M/S LINK INTIME INDIA PVT. LTD. 44, COMMUNITY CENTRE, NARAINA INDUSTRIAL AREA PHASE- I, NEW DELHI – 110028 AND MEMBERS HOLDING SHARES IN DEMAT MODE ARE REQUESTED TO REGISTER THEIR E-MAIL ID'S WITH THEIR RESPECTIVE DEPOSITORY PARTICIPANTS (DPS) IN CASE THE SAME IS STILL NOT REGISTERED.

IF THERE IS ANY CHANGE IN THE E-MAIL ID ALREADY REGISTERED WITH THE COMPANY, MEMBERS ARE REQUESTED TO IMMEDIATELY NOTIFY SUCH CHANGE TO THE REGISTRARS & SHARE TRANSFER AGENTS OF THE COMPANY IN RESPECT OF SHARES HELD IN PHYSICAL FORM AND TO THEIR RESPECTIVE DPS IN RESPECT OF SHARES HELD IN ELECTRONIC FORM.



AHLUWALIA CONTRACTS (INDIA) LTD.

CIN: L45101DL1979PLC009654

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

Phone: 011-49410502. 517 & 599 Fax: 011-49410553

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

PROXY FORM Form No. MGT-11

Name of Member		E-mail Id.	
Registered Address		FolioNo./DPID/ClientID	

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 38th Annual General Meeting of the Company to be held on Thursday the 28th September, 2017 at 4:00 p.m. at Ahlcon Public School, Mayur Vihar, Phase-I, Delhi-110091 and at any adjournment there of in respect of such resolution as are indicated below:

Sl.	Resolution	For	Against
	ORDINARY BUSINESS		
1	Adoption of Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and the Reports of Board of Directors and Auditors thereon		
2	Re-appoint a Director in place of Mr. Bikramjit Ahluwalia (DIN: 00304947) who retires by rotation and being eligible, offers himself for re-appointment		
3	Appointment of M/s. Amod Agrawal & Associates, Chartered Accountants as Statutory Auditors of the Company and to be fix their remuneration		
	SPECIAL BUSINESS		
4	Increase in the Remuneration of Mr. Bikramjit Ahluwalia, (DIN: 00304947) Managing Director of the Company		
5	Increase in the Remuneration of Mr. Vinay Pal, (DIN: 02220101) Whole Time Director of the Company		
6	Ratification of Appointment and payment of Remuneration to the Cost Auditors of the Company		

Signed this.....day of.....2017

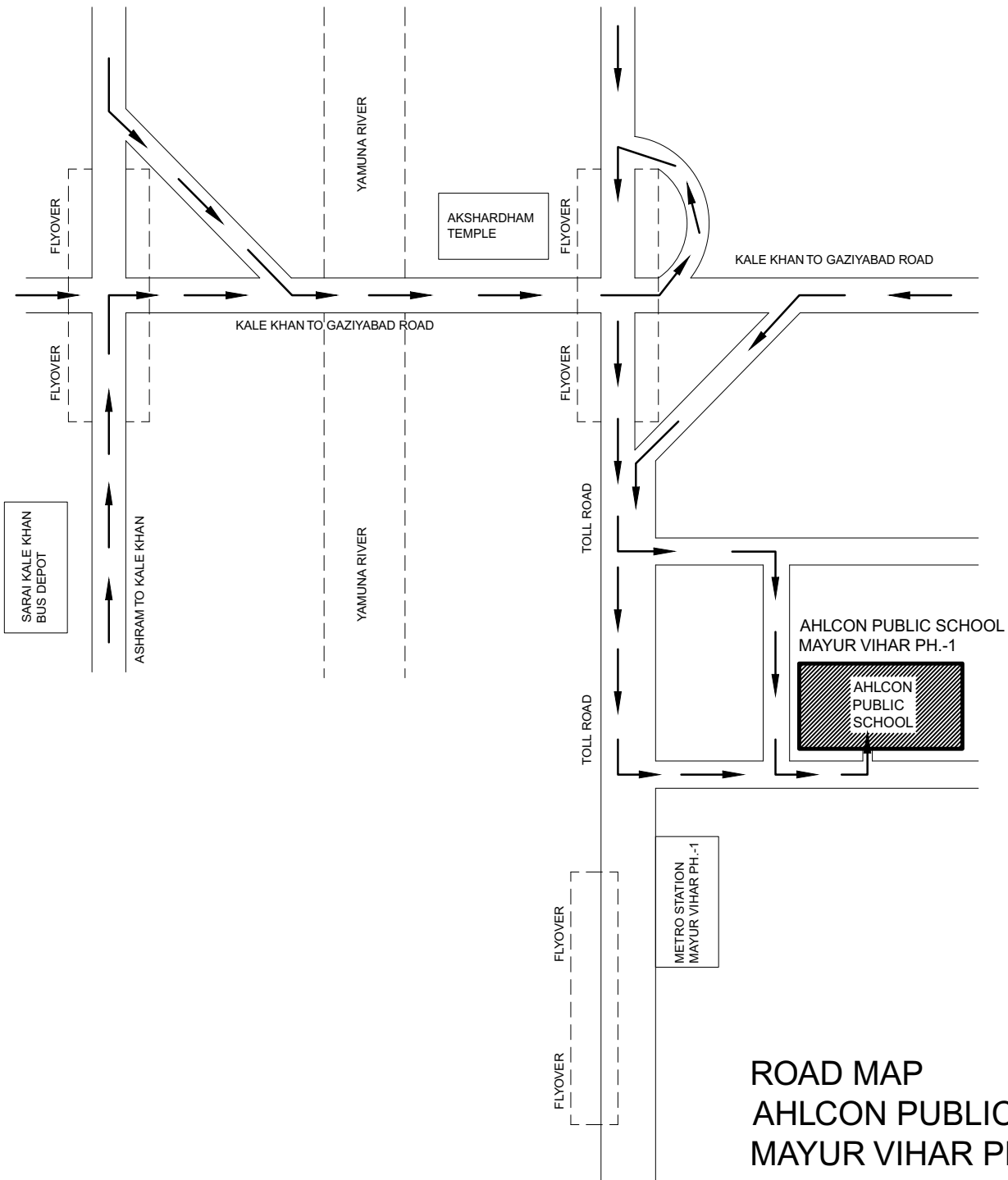
.....
Signature of Shareholder

Affix
Rs.1
Revenue
Stamp

.....
Signature of Proxy Holder(s)

Notes:

- This Proxy for 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.
- The Proxy duly signed across Rs.1 revenue stamp should reach the Company.
- The Proxy need not be a member of the company.
- 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 titled to vote in the manner as he/ she thinks appropriate.
- Appointing a proxy dose not prevent a member from attending the meeting in person if he/she wishes.
- In the case of joint holders the signature of any one holder will be sufficient, but names of all joint holders should be stated.



**ROAD MAP
AHLCON PUBLIC SCHOOL
MAYUR VIHAR PH.-1**