



## 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, is proposed to be passed as a Special Resolution by the 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 (06:00 P.M.) on or before 10.05.2018. 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 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 as amended from time to time, enabling them to exercise their voting power electronically on the matter included in the postal ballot. The e-voting period commences from 10 A.M on 11.04.2018 to 06:00 P.M. on 10.05.2018. 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 12th day of May, 2018 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 www.evotingindia.co.in 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 resolutions.

#### SPECIAL BUSINESS

##### Item No. 1:

#### **RE-APPOINTMENT OF SH. BIKRAMJIT AHLUWALIA, MANAGING DIRECTOR OF THE COMPANY FOR ANOTHER PERIOD OF 3 (THREE) YEARS WITH EFFECT FROM 01.04.2018:**

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

**"RESOLVED THAT** pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V & in pursuance of Article 169 to 172 of the Article of Association of the Company, and as recommended by the Nomination & Remuneration Committee & Board, consent of the shareholders be and is hereby accorded to the re-appointment of Sh. Bikramjit Ahluwalia, as Managing Director of the Company for another period of 3 (Three) Years with effect from 01.04.2018, till 31.03.2021 with the existing remuneration as set out below:

1. Basic Salary @ Rs. 7,00,000/- (Rs. Seven Lakh only) per month
2. HRA @ Rs. 3,50,000/ (Rupees Three Lakh Fifty thousand only)
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 Kumar Gupta (DIN: 00371289), Independent Director & Mr. Vipin Kumar Tiwari, Company Secretary of the Company be and are hereby severally authorized to file the necessary forms, applications 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."

**By Order of the Board**  
For, Ahluwalia Contracts (India) Limited

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

**(Vipin Kumar Tiwari)**  
Company Secretary  
ACS No. 10837

Date: 28th March, 2018  
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 28th March, 2018 has appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot & 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 on 10.05.2018

5. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories as on 06.04.2018. 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 e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. 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 or by mail at vktiwari@acilnet.com."

7. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on 12.05.2018. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on 12.05.2018 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 date of announcement of the result by such authorised person, 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](http://www.acilnet.com) and also at the website of the agency at [www.evotingindia.co.in](http://www.evotingindia.co.in) 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 11.04.2018 at 10.00 a.m. and ends on 10.05.2018 at 06:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 06.04.2018 and record date 06.04.2018 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 / 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](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	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"> <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>
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"> <li>• 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).</li> </ul>

- (vii) If you are a first time user follow the steps given below:
- (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 <Company Name> 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 "RESOLUTION 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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](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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT**

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

### **Item No. 1**

The present tenure of Sh. Bikramjit Ahluwalia, the Managing Director of the Company is expiring on 31st March, 2018. He has attained 78 years of age. Therefore the Company is required the Member's approval by way of a special resolution as per Schedule V, Part-I under clause (c) of the Companies Act, 2013. Therefore the Company is required the Member's approval by way of a special resolution as per Schedule V, Part-I under clause (c) of the Companies Act, 2013. The Company proposes to re-appoint him as the Managing Director of the Company for a further period of 3 years.

The Nomination & Remuneration Committee and the Board of Directors of your Company has approved this item in the Board Meeting held on Wednesday, 28th March, 2018 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company.

Pursuant to proviso to section 196(3)(a) of the Companies Act 2013, the above said proposal requires the consent of the members of the Company by 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.

None of the Directors, Key Managerial Personnel & Relatives of these persons are interested in the proposed resolution except Mr. Bikramjit Ahluwalia, Mr. Shobhit Uppal & Mr. Vikaas Ahluwalia. The directors recommend the said resolution for the approval of the members of the Company.

**By Order of the Board**  
**For, Ahluwalia Contracts (India) Limited**

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

**(Vipin Kumar Tiwari)**  
Company Secretary  
ACS No. 10837

Date: 28th March, 2018  
Place: New Delhi